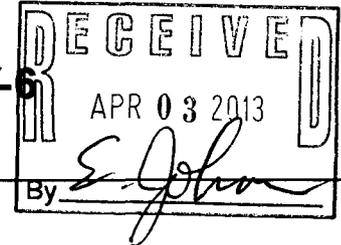


Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6



Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

NOTE: The *Annual Report of Holding Companies* must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2012

Month / Day / Year

I, Gaynell Lawson

Reporter's Name, Street, and Mailing Address

Twin Cities Finan. Services, Inc.

Name of the Holding Company Director and Official

Director, Assist Sec/Treasurer, CFO

Legal Title of Holding Company

PO Box 9730

Title of the Holding Company Director and Official

(Mailing Address of the Holding Company) Street / P.O. Box

Maryville TN 37802-9730

City State Zip Code

attest that the *Annual Report of Holding Companies* (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

330 E. Broadway, Maryville, TN 37801

Physical location (if different from mailing address)

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Person to whom questions about this report should be directed:

Gaynell Lawson CFO

Name Title

8659775904

Area Code / Phone Number / Extension

8659775923

Area Code / FAX Number

glawson@cbbcbank.com

E-mail Address

N/A

Signature of Holding Company Director and Official

03/27/2013

Address (URL) for the Holding Company's web page

Date of Signature

For holding companies not registered with the SEC—

Indicate status of Annual Report to Shareholders:

- is included with the FR Y-6 report
- will be sent under separate cover
- is not prepared

For Federal Reserve Bank Use Only

RSSD ID 1082478
C.I.

Does the reporter request confidential treatment for any portion of this submission?

Yes Please identify the report items to which this request applies:

In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.

The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

Revised

**Form FRY-6
Report Item 2.a. Organization Chart**

12/31/2012

Twin Cities Financial Services, Inc.
Maryville, TN USA

Incorporated in State of Tennessee

↓
100% ownership of subsidiary

↓
Citizens Bank of Blount County
Maryville, TN USA

Incorporated in State of Tennessee

Results: A list of branches for your BHC: TWIN CITIES FINANCIAL SERVICES, INC. (1082476) of MARYVILLE, TN.
 The data are as of 12/31/2011. Data reflects information that was received and processed through 01/05/2012.

Submission Procedure

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information.
 If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

Note:

To satisfy the FR Y-10 reporting requirements, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a Data Action of Change, Close, Delete, or Add.
 The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

* FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*
OK	12/31/2012	Full Service (Head Office)	218131	CITIZENS BANK OF BLOUNT COUNTY	330 E. BROADWAY	MARYVILLE	TN	37804	BLOUNT	UNITED STATES	14679	0	CITIZENS BANK OF BLOUNT COUNTY	2E+05
OK	12/31/2012	Full Service	292337	MIDLAND BRANCH	214 N. CALDERWOOD	ALCOA	TN	37701	BLOUNT	UNITED STATES	252490	1	CITIZENS BANK OF BLOUNT COUNTY	2E+05
OK	12/31/2012	Full Service	248608	WAL-MART SUPERCENTER #672	1030 HUNTER'S CROSSING DRIVE	ALCOA	TN	37701	BLOUNT	UNITED STATES	252495	6	CITIZENS BANK OF BLOUNT COUNTY	2E+05
OK	12/31/2012	Full Service	324781	CHAPMAN HIGHWAY BRANCH	4000 CHAPMAN HIGHWAY	KNOXVILLE	TN	37920	KNOX	UNITED STATES	429948	11	CITIZENS BANK OF BLOUNT COUNTY	2E+05
OK	12/31/2012	Full Service	313433	PETERS ROAD BRANCH	125 SOUTH PETERS ROAD	KNOXVILLE	TN	37923	KNOX	UNITED STATES	419778	10	CITIZENS BANK OF BLOUNT COUNTY	2E+05
OK	12/31/2012	Full Service	307944	TOPSIDE BRANCH	2041 TOPSIDE ROAD	LOUISVILLE	TN	37777	BLOUNT	UNITED STATES	363361	9	CITIZENS BANK OF BLOUNT COUNTY	2E+05
OK	12/31/2012	Full Service	379751	411 SOUTH BRANCH	2307 MARKETPLACE DRIVE	MARYVILLE	TN	37801	BLOUNT	UNITED STATES	477834	12	CITIZENS BANK OF BLOUNT COUNTY	2E+05
OK	12/31/2012	Full Service	219736	FAIRPARK BRANCH	1819 E. BROADWAY	MARYVILLE	TN	37804	BLOUNT	UNITED STATES	252491	2	CITIZENS BANK OF BLOUNT COUNTY	2E+05
OK	12/31/2012	Full Service	96837	FOOTHILLS MALL BRANCH	205 FOOTHILLS MALL	MARYVILLE	TN	37801	BLOUNT	UNITED STATES	252492	3	CITIZENS BANK OF BLOUNT COUNTY	2E+05
OK	12/31/2012	Full Service	384032	HERITAGE BRANCH	2614 EAST LAMAR ALEXANDER PARKWAY	MARYVILLE	TN	37804	BLOUNT	UNITED STATES	482377	13	CITIZENS BANK OF BLOUNT COUNTY	2E+05
OK	12/31/2012	Full Service	218894	TOWNSEND BRANCH	7729 E. LAMAR ALEXANDER PKWY	TOWNSEND	TN	37882	BLOUNT	UNITED STATES	252494	5	CITIZENS BANK OF BLOUNT COUNTY	2E+05
OK	12/31/2012	Full Service	270532	VONORE BRANCH	2075 HIGHWAY 411	VONORE	TN	37885	MONROE	UNITED STATES	252497	8	CITIZENS BANK OF BLOUNT COUNTY	2E+05

Report item 3.1

Twin Cities Financial Services, Inc.
Stockholders Owning 5% or more of Registrant's Shares
Dec 31 2012 Registrant Owned

<u>Name and Address</u>	<u>Country of Citizenship</u>	<u>Common Shares</u>	
		<u>Number</u>	<u>Percentage</u>
Joe B. Bruce Maryville, Tennessee	U.S.A.	85,089	14.48
Ben Robertson Maryville, Tennessee	U.S.A.	86,657	14.74
Leon Shields Maryville, Tennessee	U.S.A.	37,979	6.46

Report item 3.2

None

Revised

**INSIDERS
Report Item 4**

**TWIN CITIES FINANCIAL SERVICES, INC.
December 31, 2012**

<u>Name and Address</u>	<u>Principal Occupation</u>	<u>Twin Cities Financial Services, Inc.</u>	<u>Position With</u>		<u>Twin Cities Financial Services, Inc. Percent</u>	<u>Percentage of Voting Shares</u>		<u>Name of Business Percent</u>	
			<u>Citizens Bank of Blount Co.</u>	<u>Other Business</u>		<u>Citizens Bank of Blount County</u>			
Joe B. Bruce Maryville, TN USA	Banker	President and Vice Chairman	President,CEO, & Vice Chairman	None	14.48	0	None	0	
Joe W. Downey Maryville, TN USA	Retired	Director	Director	None	4.37	0	None	0	
John W. Clabough Maryville, TN USA	Retired	Director	Director	None	4.69	0	None	0	
John Proffitt Maryville, TN USA	Retired	Director	Director	None	2.76	0	None	0	
Ben Robertson Maryville, TN USA	Retired	Chairman and Director	Chairman and Director	None	14.74	0	None	0	
Leon Shields Maryville, TN USA	Insurance	Director	Director	None	6.46	0	None	0	
Jim Warren Maryville, TN USA	Engineer	Secretary and Director	Secretary and Director	None	2.16	0	None	0	
Gaynell Lawson Maryville, TN USA	Banker	Assist Sec Treas & Director	Sr. Exec. VP and CFO	None	2.25	0	None	0	
Robert L. Carroll Maryville, TN USA	Banker	Director	Sr. Exec. VP	None	2.06	0	None	0	
G. Alvin Grubb Maryville, TN USA	Banker	Director	Exec. VP	None	0.51	0	None	0	