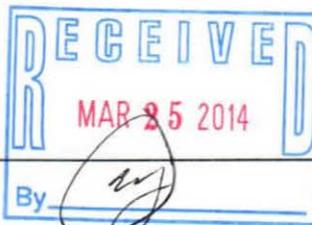


Board of Governors of the Federal Reserve System



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, 2013

Month / Day / Year

I, **Michael D. Sale**

Name of the Holding Company Director and Official

President

Title of the Holding Company Director and Official

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.

Reporter's Name, Street, and Mailing Address

TCB Bancshares, Inc.

Legal Title of Holding Company

PO Box 306

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

Crawford **GA** **30630**
City State Zip Code

102 North Church Street

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:

Michael D. Sale **President**

Name Title

706-743-8184

Area Code / Phone Number / Extension

706-743-3824

Area Code / FAX Number

msale@thecommercialbank.net

E-mail Address

Not Applicable

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

Signature of Holding Company Director and Official

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 **1417418**
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

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

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City State Zip Code

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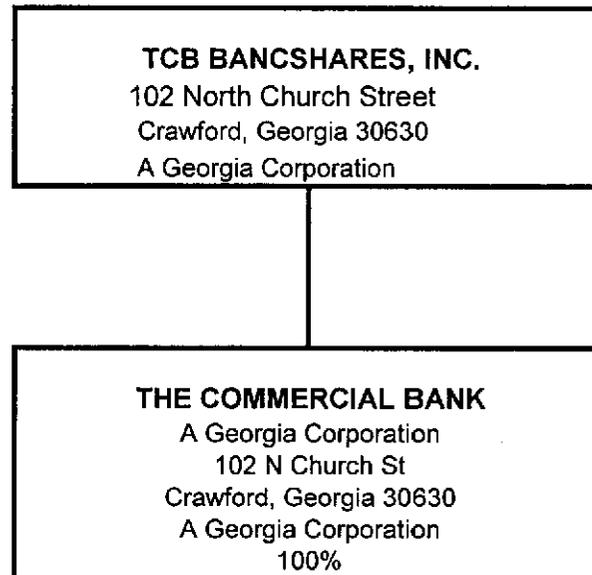
Form FR Y-6

TCB Bancshares, Inc.
A Georgia Corporation
Crawford, Georgia
December 31, 2013

Report Item

1: The bank holding company prepares an annual report for its shareholders. Two copies are enclosed.

2a: Organizational Chart



2b: Domestic Branch Listing is correct.

Results: A list of branches for your depository institution: COMMERCIAL BANK, THE (ID_RSSD: 469737).

This depository institution is held by TCB BANCSHARES, INC. (1417418) of CRAWFORD, GA.

The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

Reconciliation and Verification Steps

1. In the Data Action column of each branch row, enter one or more of the actions specified below.
2. If required, enter the date in the Effective Date column.

Actions

OK: If the branch information is correct, enter 'OK' in the Data Action column.

Change: If the branch information is incorrect or incomplete, revise the data, enter 'Change' in the Data Action column and the date when this information first became valid in the Effective Date column.

Close: If a branch listed was sold or closed, enter 'Close' in the Data Action column and the sale or closure date in the Effective Date column.

Delete: If a branch listed was never owned by this depository institution, enter 'Delete' in the Data Action column.

Add: If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the Data Action column and the opening or acquisition date in the Effective Date column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

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*	Comments
Ok		Full Service (Head Office)	469737	COMMERCIAL BANK, THE	102 CHURCH STREET	CRAWFORD	GA	30630	OGLETHORPE	UNITED STATES	139	0	COMMERCIAL BANK, THE	469737	
Ok		Full Service	2771809	WINTERVILLE BRANCH	100 MOORES GROVE ROAD	WINTERVILLE	GA	30683	CLARKE	UNITED STATES	294934	2	COMMERCIAL BANK, THE	469737	
Add	Nov 2013	Limited Service		ATHENS OFFICE	1550 TIMOTHY RD, STE 103-A	ATHENS	GA	30606	CLARKE	UNITED STATES		3	COMMERCIAL BANK, THE		

OK
2

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Report Item 3: Shareholders
(1)(a)(b)(c) and (2)(a)(b)(c)

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-13

Shareholders not listed in (3)(1)(a) through (3)(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-12

(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number & Percentage of Each Class of Voting Securities	(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number & Percentage of Each Class of Voting Securities
C.C. Brooks Crawford, GA, USA	USA	12,138 - 18.78% Common Stock	None		
Charles C. Brooks, Jr. Crawford, GA, USA	USA	4,668 - 7.22% Common Stock			
Kathryn R. Cabaniss Maxey, GA, USA	USA	3,988 - 6.17% Common Stock			
Edwin R. Hart, Jr. Colbert, GA, USA	USA	3,563 - 5.51% Common Stock			
Marion C. Johnson Lexington, GA, USA	USA	5,452 - 8.43% Common Stock			

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Report Item 4: Insiders

(1) (2) (3)(a)(b)(c) and (4)(a)(b)(c)

(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
William M. Cabaniss Maxeys, GA, USA	Retired	Director Secretary to Board	Director/Secretary to Board The Commercial Bank	N/A	3.66%	N/A	N/A
Bobby D. Cook Crawford, GA, USA	Home Builder	Director	Director The Commercial Bank	Owner Cook Builders	4.87%	N/A	Cook Builders 100%
Robert C. Johnson Lexington, GA, USA	Retired	Director	Director The Commercial Bank	N/A	0.10%	N/A	N/A
James C. Mercer, Jr. Winterville, GA, USA	Auctioneer	Director Chairman to Board	Director/Chairman to Board The Commercial Bank	President Mercer Enterprises, Inc. President Mercer Auctions	0.66%	N/A	Mercer Enterprises, Inc. 100% Mercer Auctions 100%
Michael D. Sale Bogart, GA, USA	Banker	Director President and CEO	Director President & CEO The Commercial Bank	N/A	0.23%	N/A	N/A
Robbie B. Paine Athens, GA, USA	Banker	Director Compliance Officer	Director The Commercial Bank	N/A	4.83%	N/A	N/A
C.C. Brooks Crawford, GA, USA	Retired	N/A	Director Emeritus The Commercial Bank	N/A	18.78%	N/A	N/A