



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):

12-31-2013

Month / Day / Year

1. Debbie C. Small
 Name of the Holding Company Director and Official
President
 Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

Tennessee Community Bank Holdings, Inc.
 Legal Title of Holding Company

575 S. Main Street, P.O. Box 427
 (Mailing Address of the Holding Company) Street / P.O. Box

Ashland City TN 37015
 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.

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:

Diane Adkins SVP + Cashier
 Name Title

615-792-0029
 Area Code / Phone Number / Extension

615-792-6605
 Area Code / FAX Number

diane.adkins@cbtcc.com
 E-mail Address

Signature of Holding Company Director and Official

Debbie C. Small
 3-27-14

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 3213847
 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

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.

Community Bank + Trust
Legal Title of Subsidiary Holding Company
P.O. Box 427
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
Ashland City TN 37015
City State Zip Code
575 S. Main St
Physical location (if different from mailing address)

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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Tennessee Community Bank Holdings, Inc.

**Form FR Y-6
Annual Report**

Report Items Index

December 31, 2013

1. Bank Holding Company Financial Statements

Community Trust Inc. is not registered with the SEC. A copy of the annual report to be provided to the shareholders will be submitted under cover.

2. Organization Chart

See exhibit "2a"

2b. Tiering Structure

See exhibit "2b"

3. Shareholders

See exhibit "C"

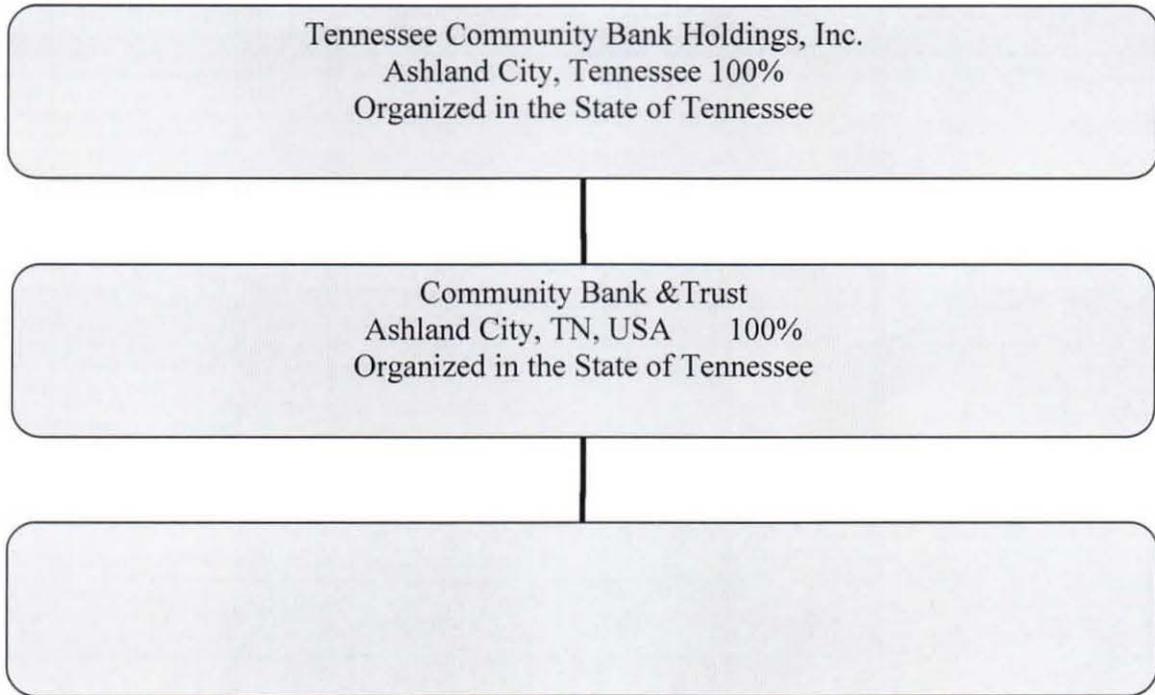
4. Directors and Officers

See Exhibit "D"

Tennessee Community Bank Holdings, Inc.

Organization Chart

December 31, 2013



Item 2B

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)	2851185	COMMUNITY BANK & TRUST	575 SOUTH MAIN STREET	ASHLAND CITY	TN	37015	CHEATHAM	UNITED STATES	77222	0	COMMUNITY BANK & TRUST	2851185	
OK		Full Service	3817375	KINGSTON SPRINGS BRANCH	101 WEST KINGSTON SPRINGS ROAD	KINGSTON SPRINGS	TN	37082	CHEATHAM	UNITED STATES	362612	2	COMMUNITY BANK & TRUST	2851185	
OK		Full Service	2851514	PEGRAM BRANCH	704 U.S. HWY 70	PEGRAM	TN	37143	CHEATHAM	UNITED STATES	290906	1	COMMUNITY BANK & TRUST	2851185	
OK		Full Service	3817384	PLEASANT VIEW BRANCH	2566 HIGHWAY 49 EAST	PLEASANT VIEW	TN	37146	CHEATHAM	UNITED STATES	419522	3	COMMUNITY BANK & TRUST	2851185	
OK		Full Service	3348169	SPRINGFIELD BRANCH	3564 TOM AUSTIN HIGHWAY	SPRINGFIELD	TN	37172	ROBERTSON	UNITED STATES	439880	4	COMMUNITY BANK & TRUST	2851185	

Tennessee Community Bank Holdings, Inc.

Report Item 2b

Domestic Branch Listing

- 1) Community Bank & Trust, Inc.
Main Office
Opened October 1999
575 South Main Street
P. O. Box 427
Ashland City, TN 37015
Full Service Branch
Cheatham County
- 2) Community Bank & Trust
Pegram Branch
Opened October 1999
704 Highway 70
P. O. Box 127
Pegram, TN 37143
Full Service Branch
Cheatham County
- 3) Community Bank & Trust
Kingston Springs Branch
Opened December 2001
101 W. Kingston Springs Road
P. O. Box 340
Kingston Springs, TN 37082
Full Service Branch
Cheatham County
- 4) Community Bank & Trust
Pleasant View Branch
Opened December 2002
2566 Hwy 49 East
P. O. Box 280
Pleasant View, TN 37146
Full Service Branch
Cheatham County

5) Community Bank & Trust
Springfield Branch
Opened April 2005
3564 Tom Austin Hwy
Springfield, TN 37172
Full Service Branch
Cheatham County

Tennessee Community Bank Holdings, Inc.
FRY-6 Report Item 3
Shareholders With More Than Five Percent
Of Voting Common Stock
Fiscal year Ending December 31, 2013

3.1

<u>Name and Address</u>	<u>Country of Citizenship</u>	<u>Number of Voting Shares Owned</u>	<u>Percentage</u>
James or Vickie Dillingham Nashville, TN	USA	45,332	4.40%
Dillingham Foundation Nashville, TN Owned by James & Vickie Dillingham	USA	17,020	1.65%
Vickie Dillingham Nashville, TN	USA	10,188	0.99%

The above listed shareholder has the ability to vote a total of 72,540 shares or 7.01% of the total outstanding shares of stock as of year ending December 31, 2013.

3.2 N/A

Tennessee Community Bank Holdings, Inc.
 Report Item 4: Directors and Executive Officers
 Form FRY-6

31-Dec-13

Name and Address	Principal Occupation	TN Community Bank Holdings, Inc	Community Bank & Trust	Position Other Business	TN Community Bank Holdings, Inc/Shares	Community Bank Shares/Percentage	Other Business Percentage	Name
Samuel Balthrop Ashland City, TN 37015	Retired Attorney	Director	Director	Retired Attorney	10,605 shares 0	N/A	N/A	N/A
James Dillingham Nashville TN, 37205	Contractor Property Leasing	Director	Director	TN Geothermal Technologies, LLC Owner Triangle Leasing Owner R/E Leasing Further Endeavors Owner R/E Leasing Double R Properties Owner R/E Mgmt.	62,352 shares 6.03%	N/A	30% 50% 25% 49%	TN Geothermal Technologies, LLC Triangle leasing Further Endeavors Double R Properties
Johnnie Marlin Springfield TN 37172	Banking	Robertson County President Director	Director	Banking	8,100 shares	N/A	N/A	N/A
Morgan Stanley FBO Johnnie Marlin	Banking	Robertson County President Director	Director	Banking	1,620 shares	N/A	N/A	N/A
					Total 9,720 shares 0.94%			

Tennessee Community Bank Holdings, Inc.

31-Dec-13

Form FRY-6

Name and Address	Principal Occupation	TN Community Bank Holdings, Inc	Community Bank & Trust	Position Other Business	TN Community Bank Holdings, Inc Shares/Percentage	Community Bank Shares/Percentage	Other Business Percentage	Name
Johnny Melton Ashland City TN, 37015	Real Estate Investment	Director	Director	Dixieland Co Owner	22725 shares 2.20%	N/A	100	Dixieland Co.
				Radiation Billing Srv Secretary/Treasurer			10	Radiation Billing Service
				Demonbreun & Melton Partner			50	Demonbreun & Melton
				Wilkinson & Melton Partner			50	Wilkinson & Melton
				Melton & Moore Partner			50	Melton & Moore
				Miller Oil & Gas Secretary/Treasurer			33	Miller Oil & Gas
Richard Murray Kingston Springs TN 37082	Retired Owner Harpeth Clock Co.	Director	Director	Community Bank & Trust Maintenance	8383 shares	N/A	N/A	N/A
Reliance Trust FBO Richard Murray	Retired owner Harpeth Clock Co.	Director	Director	Community Bank & Trust Maintenance	14,140 shares	N/A	N/A	N/A
					Total 22,523 shares 2.18%			
Darwin Newton Ashland City TN 37015	Soil Conservation & Engineering	Director	Director	Retired	2,010 shares 0.19%	N/A	N/A	N/A
J. Thomas Perry Clarksville TN 37043	Insurance	Director Secretary	Director Secretary	Sen Vice Pres CFO	14,110 shares 1.36%	N/A	N/A	Delta Dental
Doris Sanders Ashland City TN 37015	Retired from County Govt.	Director	Director	Retired	1,010 shares 0.10%	N/A	N/A	N/A

Tennessee Community Bank Holdings, Inc.

31-Dec-13

Form FRY-6

Name and Address	Principal Occupation	TN Community Bank Holdings, Inc	Community Bank & Trust	Position Other Business	TN Community Bank Holdings, Inc Shares/Percentage	Community Bank Shares/Percentage	Other Business Percentage	Name
Debbie C. Small Pleasant View TN 37186	Banking	Director President/CEO	Director President	N/A	31705 shares	N/A	N/A	N/A
					10,000 shares restricted stock			
					Total 41,705 shares 4.03%			
Evie Somers Kingston Springs TN 37082	Retired Attorney	Director	Director	Retired	47,460 shares 4.59%	N/A	N/A	N/A