



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, **Gaynell Lawson**

Reporter's Name, Street, and Mailing Address

Twin Cities Financial Services, Inc.

Name of the Holding Company Director and Official

Legal Title of Holding Company

President/CEO

330 E. Broadway Ave/P O Box 9730

Title of the Holding Company Director and Official

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

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.

Maryville

TN

37802

City

State

Zip Code

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.

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Kathy Bowers

SVP/CFO

Name

Title

865-977-5936

Area Code / Phone Number / Extension

865-977-5355

Area Code / FAX Number

kbowers@cbbcbank.com

E-mail Address

cbbcbank.com

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

Gaynell Lawson
Signature of Holding Company Director and Official

Date of Signature

3-10-2014

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 **1082418**

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

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

12/31/2013

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 depository institution: CITIZENS BANK OF BLOUNT COUNTY (ID_RSSD: 218131)
 This depository institution is held by TWIN CITIES FINANCIAL SERVICES, INC. (1082478) of MARYVILLE, TN
 The data are as of 12/31/2013

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*
Correct		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	218131
Correct		Full Service	292337	MIDLAND BRANCH	214 N. CALDERWOOD	ALCOA	TN	37201	BLOUNT	UNITED STATES	252490	1	CITIZENS BANK OF BLOUNT COUNTY	218131
Correct		Full Service	2486608	WAL-MART SUPERCENTER #672	1030 HUNTER'S CROSSING DRIVE	ALCOA	TN	37201	BLOUNT	UNITED STATES	252495	6	CITIZENS BANK OF BLOUNT COUNTY	218131
Correct		Full Service	3134933	PETERS ROAD BRANCH	125 SOUTH PETERS ROAD	KNOXVILLE	TN	37923	KNOX	UNITED STATES	419778	10	CITIZENS BANK OF BLOUNT COUNTY	218131
Correct		Full Service	3079744	TOPSIDE BRANCH	2041 TOPSIDE ROAD	LOUISVILLE	TN	37777	BLOUNT	UNITED STATES	363361	9	CITIZENS BANK OF BLOUNT COUNTY	218131
Correct		Full Service	3797561	4111 SOUTH BRANCH	2307 MARKETPLACE DRIVE	MARYVILLE	TN	37801	BLOUNT	UNITED STATES	477834	12	CITIZENS BANK OF BLOUNT COUNTY	218131
Correct		Full Service	219736	FAIRPARK BRANCH	1819 E. BROADWAY	MARYVILLE	TN	37804	BLOUNT	UNITED STATES	252491	2	CITIZENS BANK OF BLOUNT COUNTY	218131
Correct		Full Service	96937	FOOTHILLS MALL BRANCH	205 FOOTHILLS MALL	MARYVILLE	TN	37801	BLOUNT	UNITED STATES	252492	3	CITIZENS BANK OF BLOUNT COUNTY	218131
Correct		Full Service	3840832	HERITAGE BRANCH	2614 EAST LAMAR ALEXANDER PARKWA	MARYVILLE	TN	37804	BLOUNT	UNITED STATES	482377	13	CITIZENS BANK OF BLOUNT COUNTY	218131
Correct		Full Service	2188694	TOWNSEND BRANCH	7729 E. LAMAR ALEXANDER PKWY	TOWNSEND	TN	37882	BLOUNT	UNITED STATES	252494	5	CITIZENS BANK OF BLOUNT COUNTY	218131

Report item 3.1

Twin Cities Financial Services, Inc.

Stockholders Owning 5% or more of Registrant's Shares

Dec 31 2013

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.	78,782	13.35
Ben Robertson Maryville, Tennessee	U.S.A.	87,621	14.85
Leon Shields Maryville, Tennessee	U.S.A.	38,229	6.48

Report item 3.2

None

Revised

INSIDERS
Report item 4

TWIN CITIES FINANCIAL SERVICES, INC.
December 31, 2013

<u>Name and Address</u>	<u>Principal Occupation</u>	<u>Twin Cities Financial Services, Inc.</u>	<u>Position With</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>Twin Cities Financial Services, Inc. Percent</u>	<u>Citizens Bank of Blount County</u>		
Joe W. Downey Maryville, TN USA	Retired	Director	Director	None	3.13	0	None	0
John W. Clabough Maryville, TN USA	Retired	Director	Director	None	4.72	0	None	0
John Proffitt Maryville, TN USA	Retired	Director	Director	None	4.71	0	None	0
Ben Robertson Maryville, TN USA	Retired	Chairman and Director	Chairman and Director	None	14.85	0	None	0
Leon Shields Maryville, TN USA	Insurance	Director	Director	None	6.48	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	President/CEO Director	President/CEO Director	None	2.35	0	None	0
Robert L. Carroll Maryville, TN USA	Retired	Vice Chairman and Director	Vice Chairman and Director	None	1.78	0	None	0
G. Alvin Grubb Maryville, TN USA	Banker	Assis Secretary and Director	SEVP/Assi Sec Director	None	0.54	0	None	0
Joe B. Bruce Maryville, TN USA	Retired	N/A	N/A	None	13.35	0	None	0