



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, 2014

Month / Day / Year

N/A

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

I, Gaynell Lawson

Name of the Holding Company Director and Official

President/CEO

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

Twin Cities Financial Services, Inc.

Legal Title of Holding Company

P O Box 9730

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

Maryville TN 37802

City State Zip Code

330 E. Broadway Ave, Maryville, TN 37804

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:

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

3-17-2015

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

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

12/31/2014

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. (1062476) of MARYVILLE, TN.
 The data are as of 12/31/2014. Data reflects information that was received and processed through 01/07/2015.

| 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) | 218131 | CITIZENS BANK OF BLOUNT COUNTY | 930 E. BROADWAY | MARYVILLE | TN | 37804 | BLOUNT | UNITED STATES | 14679 | 0 | CITIZENS BANK OF BLOUNT COUNTY | 218131 | |
| OK | | Full Service | 292337 | MIDLAND BRANCH | 214 N. CALDERWOOD | ALCOA | TN | 37701 | BLOUNT | UNITED STATES | 252490 | 1 | CITIZENS BANK OF BLOUNT COUNTY | 218131 | |
| OK | | Full Service | 2486608 | WAL-MART SUPERCENTER #672 | 1030 HUNTER'S CROSSING DRIVE | ALCOA | TN | 37701 | BLOUNT | UNITED STATES | 252495 | 6 | CITIZENS BANK OF BLOUNT COUNTY | 218131 | |
| OK | | Full Service | 3134953 | PETERS ROAD BRANCH | 125 SOUTH PETERS ROAD | KNOXVILLE | TN | 37923 | KNOX | UNITED STATES | 419778 | 10 | CITIZENS BANK OF BLOUNT COUNTY | 218131 | |
| OK | | Full Service | 3079744 | TOPSIDE BRANCH | 2041 TOPSIDE ROAD | LOUISVILLE | TN | 37777 | BLOUNT | UNITED STATES | 363361 | 9 | CITIZENS BANK OF BLOUNT COUNTY | 218131 | |
| OK | | Full Service | 3797561 | 1411 SOUTH BRANCH | 2307 MARKETPLACE DRIVE | MARYVILLE | TN | 37801 | BLOUNT | UNITED STATES | 477834 | 12 | CITIZENS BANK OF BLOUNT COUNTY | 218131 | |
| OK | | Full Service | 219736 | FAIRPARK BRANCH | 1819 E. BROADWAY | MARYVILLE | TN | 37804 | BLOUNT | UNITED STATES | 252491 | 2 | CITIZENS BANK OF BLOUNT COUNTY | 218131 | |
| OK | | Full Service | 96937 | FOOTHILLS MALL BRANCH | 205 FOOTHILLS MALL | MARYVILLE | TN | 37801 | BLOUNT | UNITED STATES | 252492 | 3 | CITIZENS BANK OF BLOUNT COUNTY | 218131 | |
| OK | | Full Service | 3840832 | HERITAGE BRANCH | 2614 EAST LAMAR ALEXANDER PARKWAY | MARYVILLE | TN | 37804 | BLOUNT | UNITED STATES | 482377 | 13 | CITIZENS BANK OF BLOUNT COUNTY | 218131 | |
| OK | | 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

December 31, 2014

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. | 78,257 | 13.17 |
| Ben Robertson Maryville, Tennessee | U.S.A. | 89,031 | 14.98 |
| Leon Shields Maryville, Tennessee | U.S.A. | 37,979 | 6.39 |

Report item 3.2

None

INSIDERS
Report item 4

TWIN CITIES FINANCIAL SERVICES, INC.
December 31, 2014

| <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 | 3.19 | 0 | None | 0 |
| John W. Clabough Maryville, TN USA | Retired | Director | Director | None | 4.62 | 0 | None | 0 |
| Leann Hicks Louisville, TN USA | Education | Director | Director | None | 1.86 | 0 | None | 0 |
| John Proffitt Maryville, TN USA | Retired | Director | Director | None | 4.68 | 0 | None | 0 |
| Ben Robertson Maryville, TN USA | Retired | Chairman and Director | Chairman and Director | None | 14.98 | 0 | None | 0 |
| Leon Shields Maryville, TN USA | Insurance | Director | Director | None | 6.39 | 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 | 2.76 | 0 | None | 0 |
| Robert L. Carroll Maryville, TN USA | Retired | Vice Chairman and Director | Vice Chairman and Director | None | 1.8 | 0 | None | 0 |
| G. Alvin Grubb | Banker | Assis Secretary | SEVP/Assi Sec | None | 0.63 | 0 | None | 0 |

| <u>Name and Address</u> Maryville, TN USA | <u>Principal Occupation</u> | Twin Cities Financial Services, Inc. and Director | <u>Position With</u> | | <u>Percentage of Voting Shares</u> | | <u>Name of Business Percent</u> | |
|--|-----------------------------|--|---|-------------------|---|---|---------------------------------|---|
| | | | Citizens Bank of Blount Co. Director | Other Business | Twin Cities Financial Services, Inc. Percent | Citizens Bank of Blount County | | |
| Joe B. Bruce Townsend, TN USA | Retired | N/A | N/A | None | 13.17 | 0 | None | 0 |