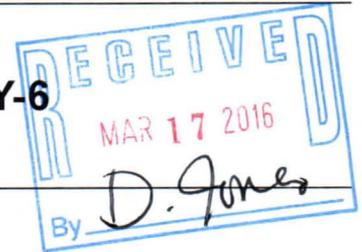


Board of Governors of the Federal Reserve System



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, 2015

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, 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

865-977-5923

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
 3-11-2016

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 1082473
 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

12/31/2015

Twin Cities Financial Services, Inc.
Maryville, TN USA

Incorporated in State of Tennessee

Reporter's Legal Entity Identifier

N/A

100% ownership of subsidiary

Citizens Bank of Blount County
Maryville, TN USA

Incorporated in State of Tennessee

Reporter's Legal Entity Identifier

N/A

 **REVISED**
3/30/16

**Report Item 2b
Domestic Branch Listing**

12/31/2015

Full branch listing attached.

**Citizens Bank of Blount County
Maryville, TN USA**

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 **12/31/2015**. Data reflects information that was received and processed through **01/07/2016**.

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)	218131	CITIZENS BANK OF BLOUNT COUNTY	330 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	3134933	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	411 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, 2015

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, USA	U.S.A.	85,573	14.39
Ben Robertson Maryville, Tennessee, USA	U.S.A.	89,031	14.98
Leon Shields Maryville, Tennessee, USA	U.S.A.	36,000	6.05

Report item 3.2

None

 **REVISED**
4/6/16

**INSIDERS
Report item 4**

**TWIN CITIES FINANCIAL SERVICES, INC.
December 31, 2015**

<u>Name and Address</u>	<u>Principal Occupation</u>	<u>Twin Cities Financial Services, Inc.</u>	<u>Position With Citizens Bank of Blount Co.</u>	<u>Other Business</u>	<u>Percentage of Voting Shares</u>		<u>Name of Business Percent</u>	
					<u>Twin Cities Financial Services, Inc. Percent</u>	<u>Citizens Bank of Blount County</u>		
Jerry Dean Maryville, TN USA	Retired	Director	Director	None	0.73	0	None	0
Bill Clabough Maryville, TN USA	Exec of Non Profit	Director	Director	None	0.78	0	None	0
Leann Hicks Louisville, TN USA	Education	Director	Director	None	1.91	0	None	0
John Proffitt Maryville, TN USA	Retired	Vice Chairman Director	Vice Chairman Director	None	4.68	0	None	0
Ben Robertson Maryville, TN USA	Retired	Director	Director	None	14.98	0	None	0
Leon Shields Maryville, TN USA	Insurance	Director	Director	None	6.05	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	Chairman and Director	Chairman and Director	None	1.8	0	None	0

<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>Bank of Citizens Blount Co.</u>	<u>Other Business</u>	<u>Twin Cities Financial Services, Inc. Percent</u>	<u>Citizens Bank of Blount County</u>		
G. Alvin Grubb Maryville, TN USA	Banker	Assis Secretary and Director	SEVP/Assi Sec Director	None	0.63	0	None	0
Joe B. Bruce Townsend, TN USA	Retired	N/A	N/A	None	14.39	0	None	0