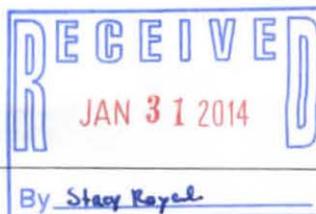




Annual Report of Holding Companies—FR Y-6



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.

I, KENNETH E. HUGHES

Name of the Holding Company Director and Official

PRESIDENT AND 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.

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.

Kenneth E. Hughes

Signature of Holding Company Director and Official

01/22/2014

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 3194076
C.I. _____

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2013

Month / Day / Year

Reporter's Name, Street, and Mailing Address

ALAPAHA HOLDING COMPANY

Legal Title of Holding Company

201 W. MARION AVE.

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

NASHVILLE GA 31639

City State Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

ELLEN BROGDON VICE PRESIDENT

Name Title

229-686-7491

Area Code / Phone Number / Extension

229-686-7161

Area Code / FAX Number

ebrogdon@bankofalapaha.com

E-mail Address

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

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.

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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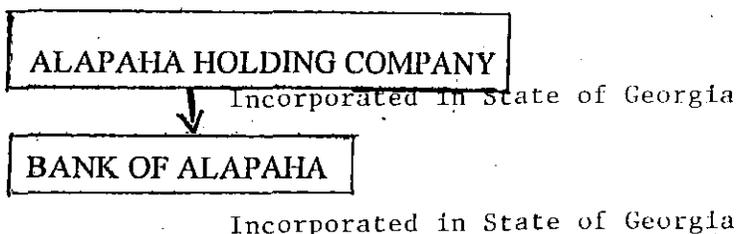
City State Zip Code

Physical location (if different from mailing address)

ALAPAHA HOLDING COMPANY
FRY-6

REPORT ITEM 1- PLEASE SEE ATTACHED

REPORT ITEM 2-ORGANIZATION CHART



ADDRESS FOR BOTH ENTITIES: 245 NE RAILROAD ST.
ALAPAHA, GA. 31622

100% OF BANK OF ALAPAHA IS OWNED BY ALAPAHA HOLDING COMPANY
REPORT ITEM 2 (B) DOMESTIC BRANCH LISTING

BANK OF ALAPAHA
OPENED IN MARCH OF 1905
245 NE RAILROAD STREET
ALAPAHA, BERRIEN COUNTY, GEORGIA, UNITED STATES, 31622, FULL
SERVICE BRANCH

BANK OF ALAPAHA-ENIGMA BRANCH
OPENED IN 1973
615 MAIN STREET
ENIGMA, BERRIEN COUNTY, GEORGIA, UNITED STATES, 31749 FULL
SERVICE BRANCH

BANK OF ALAPAHA-NASHVILLE BRANCH
OPENED IN 1976
201 WEST MARION AVENUE
NASHVILLE, BERRIEN COUNTY, GEORGIA, UNITED STATES, 31639, FULL
SERVICE BRANCH

COOK COMMUNITY BANK - A DIVISION OF BANK OF ALAPAHA
OPENED IN MARCH OF 2002
204 EAST FOURTH STREET
ADEL, COOK COUNTY, GEORGIA, UNITED STATES, 31620
FULL SERVICE BRANCH

REPORT ITEM 3.1
MARGUERITE J. GASKINS TRUST 5.89% OWNERSHIP
ALAPAHA, GEORGIA
2200 SHARES
UNITED STATES OF AMERICA

REPORT ITEM 3.2
A-NONE
B-NONE
C-NONE

Results: A list of branches for your holding company: ALAPAHA HOLDING COMPANY (3194076) of ALAPAHA, 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

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

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

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.

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
OK		Full Service (Head Office)	986935	BANK OF ALAPAHA
OK		Full Service	3115343	COOK COMMUNITY BANK BRANCH
OK		Full Service	985330	ENIGMA BRANCH
OK		Full Service	993438	NASHVILLE BRANCH

FRY-6, REPORT ITEM #4

#1 NAME AND ADDRESS	#2 PRINCIPAL OCCUPATION IF OTHER THAN BANK HOLDING COMPANY	#3A TITLE & POSITION POSITION HOLDING COMPANY	#3B TITLE & POSITION POSITION WITH SUBS	#3C TITLE & POSITION OTHER BUSINESSES	#4A PERCENTAGE OF VOTING SHARES IN BHC	#4B PERCENTAGE OF VOTING SHARES IN SUB.	#4C LIST NAME OF OTHER COMPANIES IF 25% OF VOTING SECURITIES ARE HELD	% OWNERSHIP
RICKEY S CARTER NASHVILLE, GA	NEW HOLLAND TRACTOR DEALER	DIRECTOR	DIRECTOR BANK OF ALAPAHA	N/A	LESS THAN 1%	NONE	NASHVILLE TRACTOR COMPANY	100
LUTHER DUKE III ADEL, GA	ICE MANUFACTURER	DIRECTOR	DIRECTOR BANK OF ALAPAHA	PRESIDENT ADEL ICE, INC	LESS THAN 2%	NONE	ADEL ICE, INC.	100
JAMES R GASKINS ALAPAHA, GA	TIMBER	DIRECTOR	DIRECTOR BANK OF ALAPAHA	DIRECTOR MOORE LUMBER CO	LESS THAN 1%	NONE	N/A	
CECIL W HILL NASHVILLE, GA	N/A	DIRECTOR	DIRECTOR CHAIRMAN BANK OF ALAPAHA	N/A	LESS THAN 1%	NONE	N/A	
KENNETH E HUGHES NASHVILLE, GA	N/A	PRESIDENT	PRES. & CEO BANK OF ALAPAHA	N/A	LESS THAN 1%	NONE	N/A	
TOMMY LEE NASHVILLE, GA	LEE'S FARM SUPPLY FARMER	DIRECTOR	DIRECTOR BANK OF ALAPAHA	PRESIDENT LEE'S FARM SUPPLY	0.00%	NONE	LEE'S FARM SUPPLY	100
STEVE MCMILLAN ENIGMA, GA	FARMER	DIRECTOR	DIRECTOR BANK OF ALAPAHA	CEO - BERRIEN PEANUT CO CEO- SOUTHERN GRACE FARMS	LESS THAN 1%	NONE	BERRIEN PEANUT CO SOUTHERN GRACE FARMS	50 50

C DANE PERKINS
NASHVILLE, GA

JUDGE

DIRECTOR

DIRECTOR
BANK OF
ALAPAHA

CEO-TROUTDALE
CEO-PERKINS
WAREHOUSE, INC

LESS THAN 1%

NONE

TROUTDALE CORP
PERKINS
WAREHOUSE INC

100
100