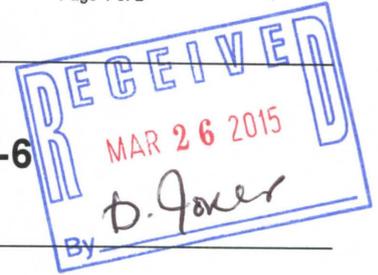


Board of Governors of the Federal Reserve System



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, Richard A. Whaley

Name of the Holding Company Director and Official

President

Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

CBA Bankshares, Inc.

Legal Title of Holding Company

119 North Lee Street

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

Americus

GA

31709

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:

Sybil B. Smith

SVP and CFO

Name

Title

229-928-6463

Area Code / Phone Number / Extension

229-928-6468

Area Code / FAX Number

ssmith@mail.cbkamericus.com

E-mail Address

Signature of Holding Company Director and Official

MARCH 13, 2015

Date of Signature

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

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  
 C.I.

1976625

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

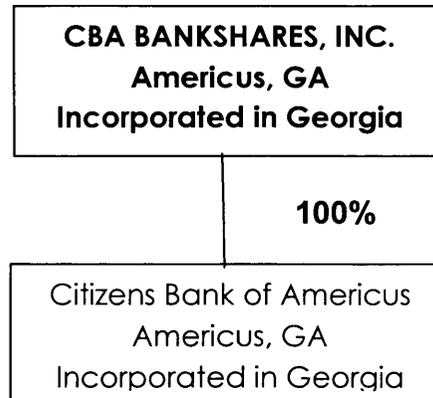


## Form FR Y-6

**CBA Bankshares, Inc.  
Americus, Georgia  
Fiscal Year Ending December 31, 2014**

### Report Item

1. The bank holding company does not prepare an annual report for its shareholders.
2. Organizational Chart



- a. Only one entity is controlled by CBA Bankshares, Inc. and is included in the organization chart.
- b. All changes and corrections to the branch listing have been verified. The report was submitted to the Federal Reserve Bank Contact by email on March 11, 2015.

Results: A list of branches for your depository institution: CITIZENS BANK OF AMERICUS (ID\_RSSD: 19936).  
 This depository institution is held by CBA BANKSHARES, INC. (1976625) of AMERICUS, GA.  
 The data are as of 12/31/2014. Data reflects information that was received and processed through 01/07/2015.

**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)	19936	CITIZENS BANK OF AMERICUS	119 NORTH LEE STREET	AMERICUS	GA	31709	SUMTER	UNITED STATES	9782	0	CITIZENS BANK OF AMERICUS	19936	
OK		Full Service	18331	TRIPP STREET BRANCH	106 TRIPP STREET	AMERICUS	GA	31709	SUMTER	UNITED STATES	234109	4	CITIZENS BANK OF AMERICUS	19936	
OK		Full Service	2331173	WAL-MART SUPERCENTER OFFICE	1809 HIGHWAY 280 EAST	AMERICUS	GA	31709	SUMTER	UNITED STATES	234110	6	CITIZENS BANK OF AMERICUS	19936	
OK		Full Service	773733	PRESTON BR	301 WASHINGTON STREET	PRESTON	GA	31824	WEBSTER	UNITED STATES	13520	5	CITIZENS BANK OF AMERICUS	19936	

Report Item 3: Securities Holders

(1)(a)(b)(c) and (2)(a)(b)(c)

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/2014			Securities holders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12/31/2014		
(1)(a) Name City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name City, State, Country	(2)(b) Country of Citizenship or Incorporation	(3)(c) Number and Percentage of Each Class of Voting Securities
James R. Buchanan, Jr. Americus, GA USA	USA	20,980 -6.32% Common Stock		NONE	
Ben F. Easterlin, IV Atlanta, GA USA	USA	76,600 - 23.07% Common Stock			
Perry Brothers, LLC Americus, GA USA	USA	32,968 - 9.93% Common Stock			

 **REVISED**

## Report Item 4: Insiders

(1), (2), (3)(a)(b)(c) and (4)(a)(b)(c)

(1) Name City, State Country	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title and Position with Bank Holding Company	(3)(b) Title and Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title and Position with Other Businesses (Include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (Include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
James R. Buchanan, Jr. Americus, GA USA	Retired	Director and Chairman	N/A	Vice President, Secretary & Treasurer Buchanan Farms, Inc.	6.32%	None	50% Buchanan Farms, Inc.
Ben F. Easterlin Atlanta, GA USA	Attorney	Director	N/A	Partner King and Spalding	23.07%	None	N/A
Tommye B Easterlin Atlanta, GA USA	Homemaker	N/A	N/A	N/A	4.58%	None	N/A
Edward D. Jones & Co. FBO: James G. Herron Americus, GA USA	Retired	Director	N/A	N/A	4.98%	None	N/A
M. Ronald Greer and Gladys M. Greer, JT Americus, GA USA	Realtor	Director	N/A	Owner Americus Realty Inc.	3.01%	None	50% Americus Realty, Inc.
J. Wade Halstead and Carol J. Halstead, JT Americus, GA USA	Retired	Director	N/A	N/A	4.52%	None	N/A
Robert Joseph Hooks Americus, GA USA	Retired Insurance Agent and Real Estate Broker	Director and Secretary	N/A	N/A	4.58%	None	25% Hooks Brothers Farm, LLC
George M. Peagler, Jr. Living Trust Americus, GA USA	Superior Court Judge	Director	N/A	N/A	4.83%	None	N/A
Perry Brothers, LLC Americus, GA USA	N/A	N/A	N/A	N/A	9.93%	None	58.88% Perry Bros. Oil Co. Inc.

(1) Name City, State Country	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title and Position with Bank Holding Company	(3)(b) Title and Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title and Position with Other Businesses (Include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (Include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
David P. Perry Americus, GA USA	Fuel Distributor	N/A	N/A	Vice- President Perry Bros. Oil Co., Inc.  President Perry Bros. Logistics  Managing Member Perry Bros. Aviation Fuels. LLC  Vice President Five Points Services, Inc.	.95%	None	50.0% Perry Bros. Logistics  50% Perry Bros. Aviation Fuels, LLC  50% Five Points Services, Inc.
William S. Perry, Jr. Americus, GA USA	Fuel Distributor	Director	N/A	President Perry Bros. Oil Co., Inc.  Vice President Perry Bros. Logistics  Managing Member Perry Bros. Aviation Fuels. LLC  President Five Points Services, Inc.	.95%	None	50.0% Perry Bros. Logistics  50% Perry Bros. Aviation Fuels, LLC  50% Five Points Services, Inc.
Jennifer P. Buford Cordele, GA USA	Speech Therapist	N/A	N/A	N/A	1.89%	None	N/A
Louis A. Riccardi Americus, GA USA	Dentist	Director	N/A	President Louis A. Riccardi DDS PC	4.85%	None	100% Louis A. Riccardi DDS PC
Burton A. Thomas Americus, GA USA	Business Manager	Director	N/A	Managing Member Grant Stepp, LLC	1.53%	None	N/A
Russell Thomas, Jr. Americus, GA USA	Consultant	Director	N/A	President Thomas Farms, Inc.	4.74%	None	N/A

(1) Name City, State Country	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title and Position with Bank Holding Company	(3)(b) Title and Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title and Position with Other Businesses (Include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (Include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Richard A. Whaley Americus, GA USA	N/A	Director and President	President and CEO (Citizens Bank of Americus)	Vice Chairman, Federal Home Loan Bank of Atlanta  Board Chairman, Magnolia Packing	.84%	None	