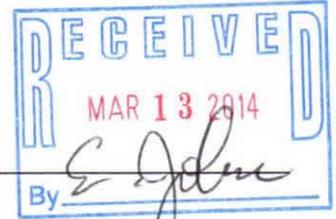


Board of Governors of the Federal Reserve System



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, Starling H. Waldron

Reporter's Name, Street, and Mailing Address

CCB Bancshares, Inc.

Legal Title of Holding Company

PO BOX 338

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

HAHIRA GA 31632

City State Zip Code

120 W. Main St. Hahira, GA 31632

Physical location (if different from mailing address)

Name of the Holding Company Director and Official

CFO/Secretary/Treasurer

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.

Person to whom questions about this report should be directed:

Starling H. Waldron

CFO

Name

Title

229-794-2111

Area Code / Phone Number / Extension

229-794-3346

Area Code / FAX Number

swaldron@citizenscommunitybank.net

E-mail 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.

Starling H. Waldron

Signature of Holding Company Director and Official

03/03/2014

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 1084696
 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

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)

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)

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)

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)

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)

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)

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)

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)

Form FR Y-6

CCB Bancshares, Inc.
PO Box 338
120 W. Main Street
Hahira, GA 31632
Fiscal Year Ending December 31, 2013

Report Item 1. Annual Report to Shareholders

The bank holding company prepares an annual report for its shareholders. Two copies are enclosed.

Report Item 2a. Organizational Chart

CCB BANCSHARES, INC.
(PARENT COMPANY)
HAHIRA, GA
Incorporated in Georgia
100%

CITIZENS COMMUNITY BANK
(WHOLLY-OWNED SUBSIDIARY)
HAHIRA, GA
Incorporated in Georgia
100%

REMERTON AGENCY, INC
(WHOLLY-OWNED SUBSIDIARY OF
CITIZENS COMMUNITY BANK)
REMERTON, GA
Incorporated in Georgia

Report Item 2b. Domestic Branch Listing

The Reporter has verified the branch report against the actual domestic branches of our depository institution. No changes are necessary. Listing enclosed.

Results: A list of branches for your depository institution: CITIZENS COMMUNITY BANK (ID_RSSD: 564838).
 This depository institution is held by CCB BANCSHARES, INC. (1084696) of HAHIRA, GA.
 The data are as of 12/31/2013. Data reflects information that was received and processed through 04/07/2014.

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 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)	564838	CITIZENS COMMUNITY BANK	120 W. MAIN ST.	HAHIRA	GA	31632	LOWNDES	UNITED STATES	7676	0	CITIZENS COMMUNITY BANK	564838	
ok		Full Service	885832	MORVEN BRANCH	130 MAIN STREET	MORVEN	GA	31638	BROOKS	UNITED STATES	14464	1	CITIZENS COMMUNITY BANK	564838	
ok		Full Service	2856724	BAYTREE OFFICE	1210 BAYTREE ROAD	VALDOSTA	GA	31602	LOWNDES	UNITED STATES	226315	3	CITIZENS COMMUNITY BANK	564838	
ok		Full Service	1838013	VALDOSTA OFFICE	3261 N VALDOSTA RD	VALDOSTA	GA	31602	LOWNDES	UNITED STATES	226314	2	CITIZENS COMMUNITY BANK	564838	

CCB Bancshares, Inc.
PO Box 338
120 W. Main Street
Hahira, GA 31632
Fiscal Year Ending December 31, 2013

Report Item 3. Shareholders

1. Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2013.

<u>Shareholder and Address</u>	<u>County of Citizenship</u>	<u>Voting Shares Owned</u>	<u>Shares Represented by Options, Warrants, or Other Securities or Rights</u>	<u>Total</u>	<u>Percent of Total Voting Shares</u>
D.K. Hollis, Jr. Hahira, GA 31632	USA	3,558	0	3,558	70.18%

2. Shareholders not listed above that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-2013. **NONE**

CCB Bancshares, Inc.
PO Box 338
120 W. Main Street
Hahira, GA 31632
Fiscal Year Ending December 31, 2013

Report Item 4.

Insiders

(1) Name & Address	D.K. Hollis, Jr. Hahira, GA	Glenn L. Copeland Valdosta, GA	Archie M. Waldron Hahira, GA	Starling H. Waldron Hahira, GA	Tim S. Jones Valdosta, GA
(2) Principal Occupation	n/a	n/a	n/a	n/a	n/a
(3)(a) Title & position with BHC	Chairman & President	Director & Vice President	n/a	Director & Secretary & Treasurer	Director
(3)(b) Title & position with subsidiaries	Chairman of Citizens Community Bank, Executive Officer	Director, CEO of Citizens Community Bank, Executive officer	President of Remerton Agency, Inc.	Director and CFO of Citizens Community Bank, Executive Officer	Director and President Citizens Community Bank, Executive Officer
(3)(c) Title & position with other businesses	Partner in Lone Oak LLLP	n/a	n/a	n/a	n/a
(4)(a) Percentage of voting share in BHC	70.18%	Less than 1%	n/a	3.16%	none
(4)(b) Percentage of voting shares in subsidiaries	none	none	none	none	none
(4)(c) List names of other companies	Lone Oak LLLP – GP less than 1%,	n/a	n/a	Lone Oak LLLP –LP, 33.133%	n/a