

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

APR 01 REC'D

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):

Month / Day / Year

I, David B. Turner

Reporter's Name, Street, and Mailing Address

CCF Holding Company

Legal Title of Holding Company

P O Box 935

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

Jonesboro GA 30237
 City State Zip Code

101 North Main Street, Jonesboro GA 30236

Physical location (if different from mailing address)

Name of the Holding Company Director and Official
 Chairman

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:

Mary Jo Jester SVP & CFO

Name Title

678-284-3297

Area Code / Phone Number / Extension

770-515-7150

Area Code / FAX Number

maryjo.jester@heritagebank.com

E-mail Address

www.HeritageBank.com

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

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.

David B. Turner

Signature of Holding Company Director and Official

03/28/2014

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 2708159
 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.

HERITAGE BANK

Legal Title of Subsidiary Holding Company

P O BOX 935

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

JONESBORO GA 30237
City State Zip Code

101 NORTH MAIN ST, JONESBORO GA 30236
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)

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Physical location (if different from mailing address)

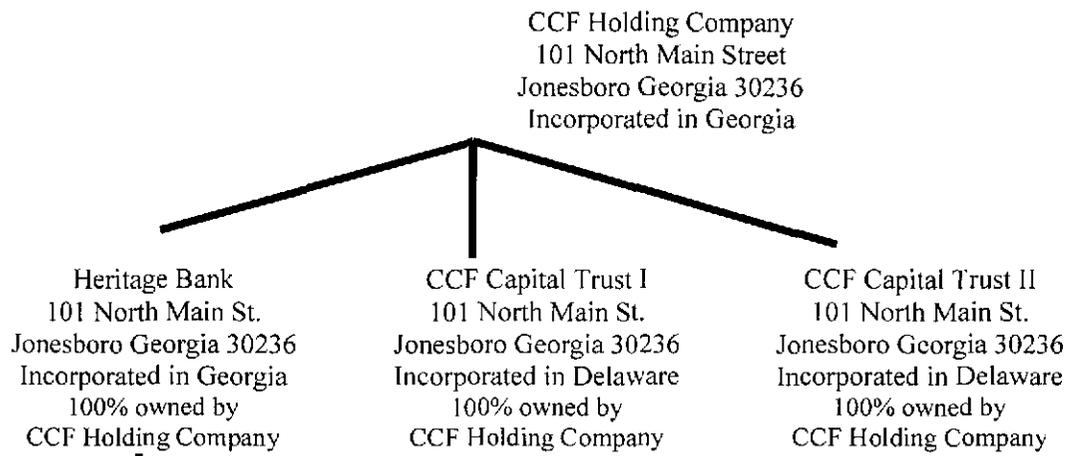
Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Report Item 2a – Organizational Chart



Results: A list of branches for your depository institution: HERITAGE BANK (ID_RSSD: 628178).
 This depository institution is held by CCF HOLDING COMPANY (2708159) of JONESBORO, 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 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)	628178	HERITAGE BANK	101 NORTH MAIN STREET	JONESBORO	GA	30236	CLAYTON	UNITED STATES	43680	0	HERITAGE BANK	628178	
OK		Full Service	3719460	JEFF DAVIS BRANCH OFFICE	440 NORTH JEFF DAVIS DRIVE	FAYETTEVILLE	GA	30214	FAYETTE	UNITED STATES	282439	6	HERITAGE BANK	628178	
OK		Full Service	3719497	FOREST PARK BRANCH OFFICE	822 MAIN STREET	FOREST PARK	GA	30297	CLAYTON	UNITED STATES	282434	1	HERITAGE BANK	628178	
OK		Full Service	3209448	HAMPTON ROAD BRANCH OFFICE	860 HAMPTON ROAD	MCDONOUGH	GA	30253	HENRY	UNITED STATES	422897	9	HERITAGE BANK	628178	
OK		Full Service	3719518	KEYS FERRY BRANCH OFFICE	203 KEYS FERRY STREET	MCDONOUGH	GA	30253	HENRY	UNITED STATES	282438	5	HERITAGE BANK	628178	
OK		Full Service	3287455	EAGLES LANDING BRANCH OFFICE	830 EAGLES LANDING PARKWAY, SUITE 100	STOCKBRIDGE	GA	30281	HENRY	UNITED STATES	429802	10	HERITAGE BANK	628178	

Report Item 3 – Shareholders with power to vote 5% or more of common stock at year end.

(1) (a) (b) (c)

<u>Name and Address of Beneficial Owner</u>	<u>Country of Citizenship or Incorporation</u>	<u>Number of Shares of Common Stock</u>	<u>Percent of Shares of Common Stock Outstanding</u>
David B. Turner Jonesboro, Georgia	United States	261,045	7.24%
Heritage Bank 401(k) Plan Jonesboro, Georgia	United States	243,708	6.76%

Note: Since we are no longer a public company 13-G filings are not required. We will not be able to determine ownership of shares held in street name other than insiders.

Report item 4: Directors & Officers
 (1)(2)(3)(a)(b)(c) and (4)(a)(b)(c)

(1) Name & Address	(2) Principal Occupation	(3)(a) Title & Position @ CCF Holding Co	(3)(b) Title & Position with Subsidiaries	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in CCF Holding Co	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) List name of other companies if 25% or more of voting securities are held
Charles S. Tucker McDonough GA	Retired from University of Georgia Cooperative Extension Service	Director	Director – Heritage Bank	None	CCFH – 36,514 shares 1.01%	None	None
John B. Lee, Jr. Morrow GA	Self Employed	Director – Chairman of the Board	Director – and Inspector for Heritage Bank	None	CCFH - 46,096 shares 1.28%	None	None
Edwin S. Kemp, Jr. Jonesboro GA	Attorney	Director & Secretary	Attorney; Director – Heritage Bank	President, Edwin S. Kemp, Jr. Attorney	CCFH - 109,012 shares 3.02%	None	None
John T. Mitchell Jonesboro GA	Realtor	Director	Director - Heritage Bank	50% owner & President of Adams-Mitchell Realty, Inc.	CCFH – 238,967 shares 6.63%	None	50% Adams-Mitchell Realty, Inc.
David B. Turner Jonesboro GA	Banker	President & CEO – Director	Chairman of the Board Heritage Bank	None	CCFH – 261,045 shares 7.24%	None	None
Leonard A. Moreland Jonesboro GA	Banker	Executive Vice President – Director	President & CEO, Director - Heritage Bank	None	CCFH - 120,904 shares 3.35%	None	None
Roy V. Hall Jonesboro GA	Certified Public Accountant	Director	Director, Chairman of Audit Committee – Heritage Bank	Director – Macedonian Call Foundation, Inc.	CCFH – 31,177 shares <1.0%	None	
Stephen E. Boswell Jonesboro GA	Lawyer	Director	Director – Heritage Bank	Stephen E. Boswell PC; 100% Owner	CCFH - 13,916 shares <1.0%	None	100% Stephen E. Boswell PC
John Westervelt Jonesboro GA	Banker	Sr. VP	EVP – Heritage Bank	None	CCFH – 19,172 shares <1.0%	None	None
John C. Bowdoin Griffin GA	Banker	Sr. VP	EVP – Heritage Bank	None	CCFH - 59,137 shares 1.64%	None	None

Report item 4: Directors & Officers, cont'd
 (1)(2)(3)(a)(b)(c) and (4)(a)(b)(c)

(1) Name & Address	(2) Principal Occupation	(3)(a) Title & Position @ CCF Holding Co	(3)(b) Title & Position with Subsidiaries	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in CCF Holding Co	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) List name of other companies if 25% or more of voting securities are held
C. T. "Tommy" Segers McDonough GA	Banker	Sr. VP	EVP – Heritage Bank	None	CCFH - 75,485 shares 2.09%	None	None
Edith W. Stevens Barnesville GA	Banker	Sr. VP	Sr. VP – Heritage Bank	None	CCFH - 62,982 shares 1.75%	None	None
Mary Jo Jester Molena GA	Banker	Sr. VP & CFO	Sr. VP & CFO – Heritage Bank	None	CCFH -- 41,861 shares 1.16%	None	
Shirley Etheridge Rex GA	Banker		Group VP	None	CCFH - 2,713 shares <1.0%	None	None
Kathy Zovlonsky Stockbridge GA	Banker		Sr. VP	None	CCFH -- 27,253 shares <1.0%	None	None