

revised

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):

12/31/2012  
Month / Day / Year

1. Wendell S Langley  
Name of the Holding Company Director and Official  
EXEC VICE PRESIDENT  
Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

CFB BANKSHARES, INC.  
Legal Title of Holding Company  
P O Box 1189  
(Mailing Address of the Holding Company) Street / P.O. Box

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.

WARTBURG TN 37887  
City State Zip Code

1015 MAIN STREET  
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:

WENDELL LANGLEY EXEC VP  
Name Title

423-346-2265  
Area Code / Phone Number / Extension

423-346-2946  
Area Code / FAX Number

wlangley @ cfbbank.com  
E-mail Address

Wendell Langley  
Signature of Holding Company Director and Official  
3/29/13  
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

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

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RSSD ID \_\_\_\_\_  
C.I. \_\_\_\_\_

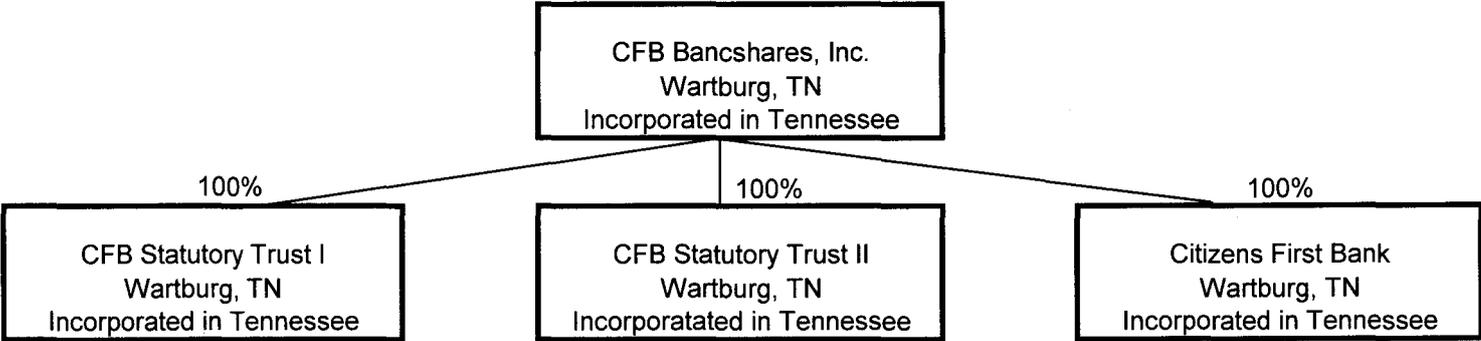
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Form FR Y-6

CFB Bancshares, Inc.  
Wartburg, Tennessee  
Fiscal Year Ending December 31, 2012

Report Item

- 1: The bank holding company prepares an annual report for its shareholders. Two copies are enclosed
- 2: Organization Chart



**Results:** A list of branches for your depository institution: CITIZENS FIRST BANK (ID\_RSSD: 2532082).  
 This depository institution is held by CFB BANCSHARES, INC. (3135462) of WARTBURG, TN.  
 The data are as of 12/31/2012. Data reflects information that was received and processed through

**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)	2532082	CITIZENS FIRST BANK	1015 MAIN STREET	WARTBURG	TN	37887	MORGAN	UNITED STATES	57070	0	CITIZENS FIRST BANK	2532082	
OK		Full Service	3810282	HARRIMAN BRANCH	1017 SOUTH ROANE STREET	HARRIMAN	TN	37748	ROANE	UNITED STATES	479333	4	CITIZENS FIRST BANK	2532082	
OK		Full Service	3815719	OAK RIDGE BRANCH	1298 OAK RIDGE TURNPIKE	OAK RIDGE	TN	37831	ANDERSON	UNITED STATES	493448	5	CITIZENS FIRST BANK	2532082	
OK		Full Service	2582247	OLIVER SPRINGS BRANCH	850 EAST TRI-COUNTY BOULEVARD	OLIVER SPRINGS	TN	37840	ANDERSON	UNITED STATES	290530	1	CITIZENS FIRST BANK	2532082	
OK		Full Service	3354272	ONEIDA BRANCH	15730 SCOTT HIGHWAY	ONEIDA	TN	37841	SCOTT	UNITED STATES	441840	3	CITIZENS FIRST BANK	2532082	

**Form FR Y-6**  
**CFB Bancshares, Inc.**  
**Fiscal Year Ending December 31, 2012**

**Report Item 3: Shareholders**

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-2012			Shareholders 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 12-31-2012		
(1)(a) Name & Address (City, State)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name & Address (City, State)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
James Wilson Oak Ridge, TN	USA	23,388 - 6% Common Stock	NONE	NONE	NONE

**Form FR Y-6**  
**CFB Bancshares, Inc.**  
**Fiscal Year Ending December 31, 2012**

**Report Item 4: Insiders**

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Names & Address (City, State)	Principal Occupation if other than with Bank Holding company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries (include names of subsidiaries)	Title & Position with Other Businesses (include names of other businesses)	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Subsidiaries (incl names of subsidiaries)	List names of other companies (incl partnerships) if 25% or more of voting securities are held (List names of companies and % of voting securities held)
Clyde Darnell Wartburg, TN	Retired Grocer	Director	Director Citizens First Bank Director CFB Financial Services, Inc.	Director - Four Star Properties Director - Morgan Co. Broadcasting General Partner - Greenview Farms General Partner - Darnell Rentals	4%	0	Four Star Properties - 40% Morgan Co. Broadcasting - 30% Greenview Farms - 50% Darnell Rentals - 50%
David Goodman Wartburg, TN	Timberman/Farmer	Director	Director Citizens First Bank Director CFB Financial Services, Inc.	Sole Proprietor - Goodman Farms	2%	0	Goodman Farms - 100%
C.H. Smith Oliver Springs, TN	Retired Businessman	Director	Director Citizens First Bank Director CFB Financial Services, Inc.	General Partner - Smithgate Farms	4%	0	Smithgate Farms - 33%
Steve Smith Oliver Springs, TN	Dentist	Director	Director Citizens First Bank Director CFB Financial Services, Inc.	Pres. & Director - Smith & Smith, P.C. Gen. Partner - White & Smith Properties	2%	0	Smith & Smith, P.C. - 50% White & Smith - 50%
James F. Wilson Oak Ridge, TN	Attorney	Director & Chairman	Dir. & Chair. Citizens First Bank Dir. & Chair. CFB Financial Services, Inc.	Pres. & Chair. - Wilson & Brooks, P.C. Pres. & Chair. - W. Group Properties, Inc.	6%	0	Wilson & Brooks, P.C. - 60% W. Group Properties, Inc. - 100%
Billy Rice Wartburg, TN	President Citizens First Bank	Director & President	Director & Pres. Citizens First Bank Dir. & Pres. CFB Financial Services, Inc.	General Partner - HLR Investors	3%	0	HLR Investors - 33%
Wendell Langley Oliver Springs, TN	Executive VP Citizens First Bank	Director & CFO	Director Citizens First Bank Executive VP Citizens First Bank CFO CFB Financial Services, Inc.	General Partner - HLR Investors	2%	0	HLR Investors - 33%
Elizabeth Maden Wartburg, TN	Senior VP Citizens First Bank	Secretary	Senior VP Citizens First Bank VP & Secretary CFB Financial Services	N/A	0%	0	N/A