

Board of Governors of the Federal Reserve System



Annual Report of Bank 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)). 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 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). 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 Bank Holding Companies* must be signed by one director of the top-tier bank holding company. This individual should also be a senior official of the top-tier bank holding company. In the event that the top-tier bank 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 bank holding company's fiscal year-end):
December 31, 2011
 Month / Day / Year

I, Shad Williams, President
 Name of the Bank Holding Company Director and Official
President & CEO
 Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address
Cheaha Financial Group, Inc.
 Legal Title of Bank Holding Company
1320 Highway Drive
 (Mailing Address of the Bank Holding Company) Street / P.O. Box
Oxford AL 36203
 City State Zip Code

attest that the *Annual Report of Bank Holding Companies* (including the supporting attachments) for this report date have 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:
Douglas B. Schauer, CPA Member
 Name Title
205-769-3474
 Area Code / Phone Number / Extension
205-979-6313
 Area Code / FAX Number
Doug.schauer@warrenaverett.com
 E-mail Address
N/A
 Address (URL) for the Bank Holding Company's web page

Shad Williams
 Signature of Bank Holding Company Director and Official
April 24, 2012
 Date of Signature

For bank holding companies not registered with the SEC—
 Indicate status of Annual Report to Shareholders:
 is included with the FR Y-8 report
 will be sent under separate cover
 is not prepared

For Federal Reserve Bank Use Only
 RSSD ID _____
 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

Board of Governors of the Federal Reserve System



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Annual Report of Bank 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 CFR 211.13(c)); and Section 225.5(b) of Regulation Y (12 CFR 225.5(b)). Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

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Date of Report (top-tier bank holding company's fiscal year-end):
December 31, 2011

Month / Day / Year

I, Shad Williams, President

Name and Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

Cheaha Financial Group, Inc.

Legal Title of Bank Holding Company

1320 Highway Drive

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

Oxford, Alabama 36203

City / State / Zip Code

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Person to whom questions about this report should be directed:

Douglas B. Schauer, CPA Member

Name / Title

(205) 769-3474

Area Code / Phone Number

(205) 979-6313

FAX Number

Doug.schauer@warrenaverett.com

E-mail Address

N/A

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

Signature of Bank Holding Company Director and Official

Date of Signature

For bank 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 Number _____

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 Bank Holding Companies

Top-tiered bank holding companies must list the names, mailing address and physical locations of each of their subsidiary bank holding companies below.

Legal Title of Subsidiary Bank Holding Company

(Mailing Address of the Subsidiary Bank 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)

Form FR Y-6

Cheaha Financial Group, Inc.

Oxford, Alabama

Year Ending December 31, 2011

Report Item

- 1: See cover page.
- 2a: Organization Chart
- 2b: Domestic Branch Listing - Filed Electronically on 03/05/12.

Cheaha Financial Group, Inc.
(Parent Company)
Oxford, Alabama

Cheaha Bank
(100% Owned
Subsidiary)
Oxford, Alabama

Cheaha Statutory Trust I
(100% Owned
Subsidiary)
Oxford, Alabama

Results: A list of branches for your depository institution: CHEAHA BANK (ID_RSSD: 2915126).
 This depository institution is held by CHEAHA FINANCIAL GROUP, INC. (2915117) of OXFORD, AL.
 The data are as of 12/31/2011. Data reflects information that was received and processed through 01/05/2012.

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.

| | 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) | 2915126 | CHEAHA BANK | 1320 HIGHWAY DRIVE | OXFORD | AL | 36203 | CALHOUN | UNITED STATES | 81167 | 0 | CHEAHA BANK | 2915126 | |
| OK | Full Service | 3448948 | ALEXANDRIA BRANCH | 120 BIG VALLEY DRIVE | ALEXANDRIA | AL | 36250 | CALHOUN | UNITED STATES | 452044 | 1 | CHEAHA BANK | 2915126 | |
| OK | Full Service | 4236115 | ANNISTON BRANCH | 1100 QUINTARD AVENUE | ANNISTON | AL | 36201 | CALHOUN | UNITED STATES | Not Required | 3 | CHEAHA BANK | 2915126 | |
| OK | Full Service | 3719291 | JACKSONVILLE BRANCH | 1500 PELHAM ROAD SOUTH | JACKSONVILLE | AL | 36265 | CALHOUN | UNITED STATES | 472657 | 2 | CHEAHA BANK | 2915126 | |

Form FR Y-6
Cheaha Financial Group, Inc.
 12/31/2011

Report Item 3: Shareholders

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

| Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-2011. | | | 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 12-31-2011. | | |
|---|--|--|---|--|--|
| (1)(a) Name & Address (City, State, Country) | (1)(b) Country of Citizenship or Incorporation | (1)(c) Number and Percent of Each Class of Voting Securities | (2)(a) Name & Address (City, State, Country) | (2)(b) Country of Citizenship or Incorporation | (2)(c) Number and Percent of Each Class of Voting Securities |
| Shad A. Williams Anniston, Alabama | USA | 35,000 - 6.68% Common Stock | None | | |

Form FR Y-6
Cheaha Financial Group, Inc.
December 31, 2011

Report Item 4: Insiders (Directors and Officers)
(1), (2), (3)(a)(b)(c) and (4)(a)(b)(c)

| (1) Name & Address (City, State, Country) | (2) Principal Occupation if other than Bank Holding Company | (3)(a) Title & Position with Bank Holding Company | (3)(b) Title & Position with Subsidiaries (include name of subsidiaries) | (3)(c) Title & 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 (including partnerships) if 25% or more of voting securities held (List names of companies and percentage of voting securities held) |
|---|--|---|---|---|---|--|---|
| Ronald L. Aderholt Oxford, Alabama | Optometrist | Director | Director - Cheaha Bank | Owner - Oxford Eye Clinic Oxford, Alabama | 2.62% | None | Oxford Eye Clinic - 100% |
| Randall A. Beshears Oxford, Alabama | Automobile Dealer | Director | Director - Cheaha Bank | President - Beshears Auto, Inc. President - Beshears, Inc. | 2.41% | None | Beshears Auto, Inc. - 98% Beshears, Inc. - 98% |
| Donnie J. Borrelli Oxford, Alabama | General Foreman | Director | Director - Cheaha Bank | Owner - Borrelli, Inc. Partner - Prime Properties Partner - Oxford Development | 2.22% | None | Borrelli, Inc. - 100% Prime Properties - 33.3% Oxford Development - 33.3% |
| Herbert Cunningham Oxford, Alabama | Construction | Director | Director - Cheaha Bank | None | 2.40% | None | None |
| James W. Justice, Jr. Oxford, Alabama | Farming & Development | Director | Director - Cheaha Bank | Partner - Oxford Development | 2.71% | None | Oxford Development - 33.3% |
| Hugh D. Miller, Sr. Oxford, Alabama | Personal Services | Director | Director - Cheaha Bank | Owner - Miller Funeral Home | 2.43% | None | Miller Funeral Home - 100% |
| Dwight K. Rice Oxford, Alabama | Legal Services | Director / Chairman of the Board | Director / Chairman of the Board - Cheaha Bank | Partner - Rice & Rice, LLP Partner - Silver Run | 2.67% | None | Rice & Rice, LLP - 50% Silver Run - 50% |
| Shad A. Williams Anniston, Alabama | Banking | Director / President | Director / President - Cheaha Bank President - Cheaha Statutory Trust I | N/A | 6.68% | None | N/A |