

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, 2012

Month / Day / Year

I, Shad Williams

Reporter's Name, Street, and Mailing Address

Cheaha Financial Group, Inc.

Name of the Holding Company Director and Official

President

Legal Title of Holding Company

1320 Highway Drive

Title of the Holding Company Director and Official

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

Oxford

AL

36203

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:

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

Signature of Holding Company Director and Official

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

Date of Signature

03/28/13

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 rec
- is not prepared

For Federal Reserve Bank Use Only

RSSD ID 2915117
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

Revised 4-29-13

Form FR Y-6

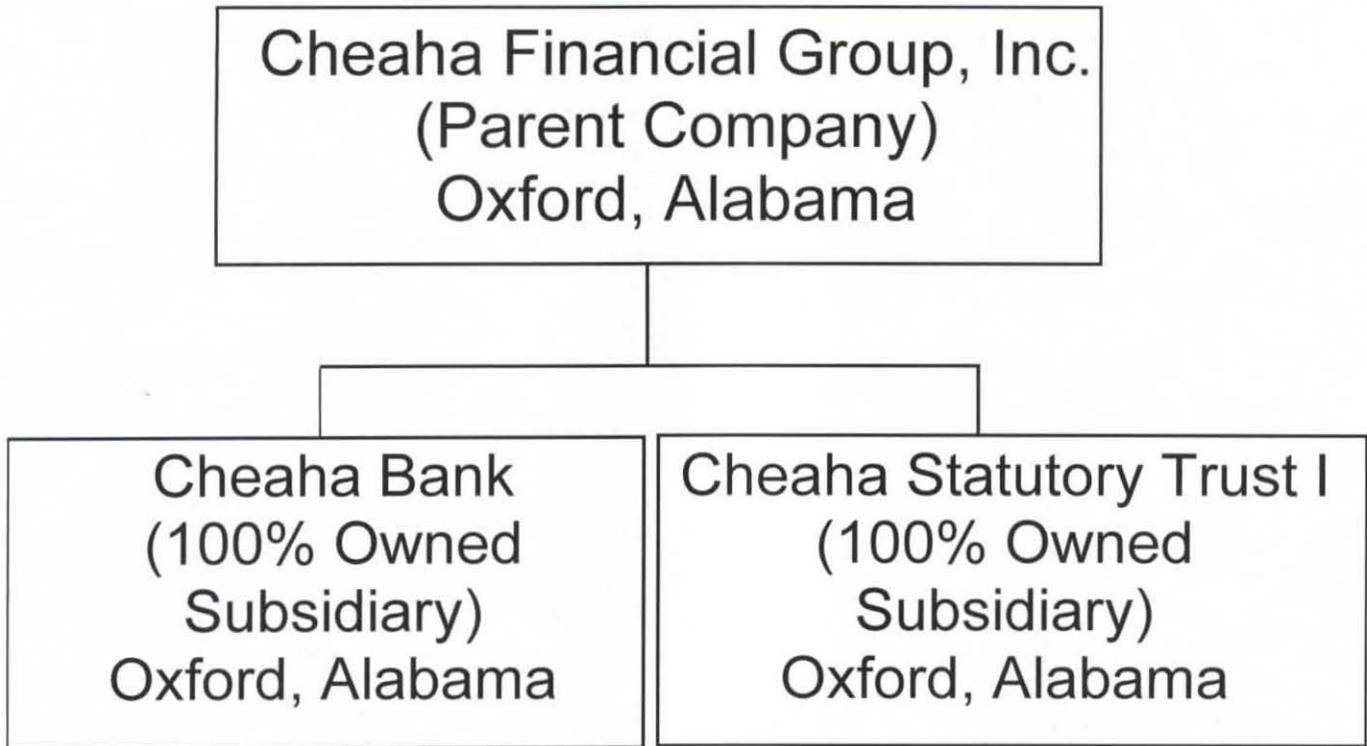
Cheaha Financial Group, Inc.

Oxford, Alabama

Year Ending December 31, 2012

Report Item

- 1: See cover page.
- 2a: Organization Chart
All Entities are Incorporated in Alabama
- 2b: Domestic Branch Listing - Filed Electronically on 02/11/13.



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 12/31/2012. Data reflects information that was received and processed through 01/06/2013.

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)	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	516208	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.
12/31/2012

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 12-31-2012.			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, 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	37,800 - 7.21% Common Stock	None		

Form FR Y-6
Cheaha Financial Group, Inc.
December 31, 2012

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	2.70%	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	7.21%	None	N/A