

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, **TRACY M. DURRENCE**

Reporter's Name, Street, and Mailing Address

**GB BANK GROUP, INC.**

Name of the Holding Company Director and Official

**PRESIDENT/CEO**

Legal Title of Holding Company

**102 E. BARNARD STREET**

Title of the Holding Company Director and Official

(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.

<b>GLENNVILLE</b>	<b>GA</b>	<b>30427</b>
City	State	Zip Code

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.

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

**WILL J. SHEFFIELD** **SVP/CFO/SEC**

Name Title

**912654-3471**

Area Code / Phone Number / Extension

**9126541517**

Area Code / FAX Number

**wills@glennvillebank.com**

E-mail Address

**www.glennvillebank.com**

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

*Tracy M Durrence*

Signature of Holding Company Director and Official

**03/29/2013**

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 **334 8 897**  
 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

**Form FR Y-6**  
**GB BANK GROUP, INC.**  
Glennville, Georgia

FISCAL YEAR ENDING DECEMBER 31, 2012

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Report Item

- 1: a. GB Bank Group, Inc. is not required to prepare Form 10-K with the SEC
  
- 1: b. Bank Holding Company Financial Statements – Attached

Revised

**Form FR Y-6**

**GB BANK GROUP, INC.**

Glennville, Georgia

Fiscal Year Ending December 31, 2012

Report Item 2: Organizational Chart

**PARENT COMPANY**  
State of Incorporation - Georgia  
GB Bank Group, Inc.  
102 East Barnard Street  
Glennville, Georgia 30427  
Jesse J. Durrence, Chairman of the Board  
Tracy M. Durrence, President/CEO  
C. Paul Eason, Executive Vice President  
Reba L. Woodcock, Senior Vice President  
Will J. Sheffield, Senior Vice President/CFO/Secretary

**100%  
SUBSIDIARY**  
State of Incorporation - Georgia  
Glennville Bank  
Ludowici Bank  
(a Division of Glennville Bank)  
Reidsville Bank  
(a Division of Glennville Bank)  
Tippins Bank  
(a Division of Glennville Bank)  
P.O. Box 278  
Glennville, Georgia 30427  
Lauree D. Kicklighter, Chairman of the  
Board

Report Item 2: Supplemental Questions A through D are N/A.

**Results:** A list of branches for your depository institution (BANKING) BANK (L) RSSD 439132.  
 This depository institution is held by SEBASTIAN GROUP, INC (344869) of GLENNVILLE, GA.  
 The data are as of 12/31/2010. Data reflects information that was received and processed through 12/24/2010.

**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)	439132	GLENNVILLE BANK	102 EAST BARNARD STREET	GLENNVILLE	GA	30427	TATTNALL	UNITED STATES		5919		0	GLENNVILLE BANK	439132	
OK		Full Service	576037	CLAXTON BRANCH	101 NORTH DUVAL STREET	CLAXTON	GA	30417	EVANS	UNITED STATES		10016		5	GLENNVILLE BANK	439132	
OK		Limited Service	453231	WEST MAIN STREET BRANCH	15 WEST MAIN STREET	CLAXTON	GA	30427	EVANS	UNITED STATES		235248		6	GLENNVILLE BANK	439132	
OK		Limited Service	218636	DRIVE THRU BRANCH	702 DOWNING MUSGROVE	GLENNVILLE	GA	30427	TATTNALL	UNITED STATES		219779		1	GLENNVILLE BANK	439132	
OK		Full Service	2940680	LUDOWICI BRANCH	131 E CYPRESS STREET	LUDOWICI	GA	31116	LONG	UNITED STATES		563459		3	GLENNVILLE BANK	439132	
OK		Full Service	4115313	REIDSVILLE BRANCH	246 SOUTH MAIN STREET, SUITE F	REIDSVILLE	GA	30453	TATTNALL	UNITED STATES		595968		4	GLENNVILLE BANK	439132	

## GB BANK GROUP, INC.

Form FR Y-6

December 31, 2012

## Report Item 3: Shareholders

(1)(a) (1)(b) (1)(c) (2)(a) (2)(b) (2)(c)

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 Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-11.
 

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<u>(1)(a) Name</u>	<u>(1)(a) Address</u>	<u>(1)(b) Citizenship</u>	<u>(1)(c) Percentage Owned</u>	<u>(1)(d) Number of Shares</u>
C. W. Durrence Jr.	Glennville, GA	U.S.A.	7.03%	2,109
Jesse J. Durrence	Glennville, GA	U.S.A.	8.95%	2,807
Ethel S. Faircloth	Statesboro, GA	U.S.A.	9.05%	2,716

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 last fiscal year ending 12-31-12.

<u>(2)(a) Name</u>	<u>(2)(a) Address</u>	<u>(2)(b) Citizenship</u>	<u>(2)(c) Percentage Owned</u>	<u>(2)(d) Number of Shares</u>
None	None	None	None	None

## GB BANK GROUP, INC.

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December 31, 2012

Report Item 4: Directors, Officers, and Principal Shareholders:

(1) (2) (3)(a)(b)(c) and (4)(a)(b)(c)

(1) Name and Address	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title and Position with Bank Holding Company	(3)(b) Title and Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title and 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 (includes partnerships) if 25% or more of voting securities are held
Jesse J. Durrence Glennville, GA	Retired Educator	Chairman of Board	Director - Glennville Bank	None	8.95% 2,710 shares	None	None
Tracy M. Durrence Glennville, GA	None	President/CEO Director	President/CEO - Glennville Bank	None	2.99% 897 shares	None	None
C. Paul Eason Glennville, GA	None	Executive Vice President	Market President Tippins Bank	None	1.91% 575 shares	None	None
Reba L. Woodcock Glennville, GA	None	Senior Vice President	Senior Vice President/Cashier Glennville Bank	None	1.623% 487 shares	None	None
Will J. Sheffield Glennville, GA	None	Senior V P CFO/Secretary	V P/C F O Glennville Bank	None	0.133% 40 shares	None	None

## GB BANK GROUP, INC.

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December 31, 2012

Report Item 4: Directors, Officers, and Principal Shareholders:

(1) (2) (3)(a)(b)(c) and (4)(a)(b)(c)

(1) Name and Address	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title and Position with Bank Holding Company	(3)(b) Title and Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title and 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 (includes partnerships) if 25% or more of voting securities are held
Ronnie Barnhill Glennville, GA	Accountant	Director	Director Glennville Bank	Ronnie Barnhill Accounting	.41% 126 shares	None	None
C. Wendy Durrence, III Glennville, GA	Pharmacist	Director	Director GB Bank Group, Inc. Glennville Bank	None	.26% 82 shares	None	None
W. F. "Bill" Durrence, Jr. Glennville, GA	Farmer	Director	Director Glennville Bank	None	3.09% 930 shares	None	None
Lauree D. Kicklighter Glennville, GA	Retired Banker	Director	Chrm of Board Glennville Bank	None	1.79% 541 shares	None	None
Donna K. Tootle Glennville, GA	Educator	Director	Director Glennville Bank	None	.72% 217 shares	None	None
Ethel S. Fairecloth Statesboro, GA	Retired Homemaker	Principal Shareholder	Principal Shareholder GB Bank Group, Inc.	None	9.02% 2716 shares	None	None