

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

APR 17 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):

**December 31, 2013**

Month / Day / Year

I, **RONNIE A. BARNHILL**

Reporter's Name, Street, and Mailing Address

**GB BANK GROUP, INC.**

Legal Title of Holding Company

**102 E. BARNARD ST.**

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

**GLENNVILLE**

**GA**

**30427**

City

State

Zip Code

Name of the Holding Company Director and Official

**DIRECTOR/VICE 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.

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:

**WILL J. SHEFFIELD**

**SVP/CFO/SEC**

Name

Title

**9126543471**

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

*Ronnie A. Barnhill*

Signature of Holding Company Director and Official

**04/16/2014**

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

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 Federal Reserve Bank Use Only

RSSD ID **334887**  
 C.I. \_\_\_\_\_

## 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.

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)

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

FISCAL YEAR ENDING DECEMBER 31, 2013

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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

**Form FR Y-6**

**GB BANK GROUP, INC.**

Glennville, Georgia

Fiscal Year Ending December 31, 2013

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, Executive Vice President

Will J. Sheffield, Senior Vice President/CFO/Secretary

100%

**SUBSIDIARY**

State of Incorporation - Georgia

Glennville Bank

Glennville, Georgia 30427

Lauree D. Kicklighter, Chairman of the Board

Tracy M. Durrence, President/CEO

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

**Results:** A list of branches for your depository institution: GLENNVILLE BANK (ID\_RSSD: 439132).  
 This depository institution is held by GB BANK GROUP, INC. (3348897) of GLENNVILLE, GA.  
 The data are as of 03/31/2014. Data reflects information that was received and processed through 04/07/2014.

**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)	439132	GLENNVILLE BANK	102 EAST BARNARD STREET	GLENNVILLE	GA	30427	TATTNALL	UNITED STATES	5915	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		Full Service	453231	WEST MAIN STREET BRANCH	15 WEST MAIN STREET	CLAXTON	GA	30417	EVANS	UNITED STATES	235248	6	GLENNVILLE BANK	439132	
					712 NORTH MAIN STREET, HIGHWAY 301										
OK		Limited Service	218636	DRIVE THRU BRANCH	NORTH	GLENNVILLE	GA	30427	TATTNALL	UNITED STATES	219779	1	GLENNVILLE BANK	439132	
OK		Full Service	2949680	LUDOWICI BRANCH	131 E CYPRESS STREET	LUDOWICI	GA	31316	LONG	UNITED STATES	363459	3	GLENNVILLE BANK	439132	
OK		Full Service	4115313	REIDSVILLE BRANCH	246 SOUTH MAIN STREET, SUITE F	REIDSVILLE	GA	30453	TATTNALL	UNITED STATES	505908	4	GLENNVILLE BANK	439132	

## GB BANK GROUP, INC.

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December 31, 2013

## Report Item 3: Shareholders

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

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

<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.	8.83%	2,655
Ethel S. Faircloth	Glennville, 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, 2013

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	8.83% 2,655 shares	None	None
Tracy M. Durrence Glennville, GA	None	President/CEO Director	President/CEO - Glennville Bank	None	3.01% 902 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	Executive Vice President	Executive Vice President/Cashier Glennville Bank	None	1.640% 492 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.**  
Form FR Y-6  
December 31, 2013

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	1.48% 446 shares	None	None
Donna K. Tootle Glennville, GA	Educator	Director	Director Glennville Bank	None	.72% 217 shares	None	None
Ethel S. Faircloth Glennville, GA	Retired Homemaker	Principal Shareholder	Principal Shareholder GB Bank Group, Inc.	None	9.02% 2716 shares	None	None