

FR Y-6  
OMB Number 7100-0297  
Approval expires December 31, 2014  
Page 1 of 2

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**APR 2 2012**

Board of Governors of the Federal Reserve System



## Annual Report of Bank Holding Companies—FR Y-6

3348897

### 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, **TRACY M. DURRENCE**  
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  
**GB BANK GROUP, INC.**  
Legal Title of Bank Holding Company  
**102 E. BARNARD STREET**  
(Mailing Address of the Bank Holding Company) Street / P.O. Box  
**GLENNVILLE GA 30427**  
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:  
**WILL J. SHEFFIELD** **VICE PRESIDENT/CFO**  
Name Title  
**912654-3471**  
Area Code / Phone Number / Extension  
**912654-1517**  
Area Code / FAX Number  
**wills@glennvillebank.com**  
E-mail Address  
**www.glennvillebank.com**  
Address (URL) for the Bank Holding Company's web page

*Tracy M. Durrence*  
Signature of Bank Holding Company Director and Official  
**03/30/2012**  
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-6 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



ITEM 3

**GB BANK GROUP, INC.**  
**Form FR Y-6**  
 December 31, 2011

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 12-31-11.

<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.	8.75%	2,687
Ethel S. Faircloth	Savannah, GA	U.S.A.	9.02%	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 12-31-11.

<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.

Form FR Y-6

December 31, 2011

## 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	8.75% 2,687 shares	None	None
Tracy M. Durrence Glennville, GA	None	President/CEO Director	President/CEO - Glennville Bank	None	2.92% 882 shares	None	None
C. Paul Eason Glennville, GA	None	Executive Vice President	President/CEO - 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	1.583% 477 shares	None	None
Will J. Sheffield Glennville, GA	None	Vice President CFO/Secretary	V P/C F O Glennville Bank	None	0.132% 40 shares	None	None

## GB BANK GROUP, INC.

Form FR Y-6

December 31, 2011

## 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/ Tippins Bank	Ronnie Barnhill Accounting	.41% 126 shares	None	None
C. Wendell Durrence, Jr. Glennville, GA	Retired IRS	Director	Director GB Bank Group, Inc.	None	7.03% 2109 shares	None	None
W. F. "Bill" Durrence, Jr. Glennville, GA	Farmer	Director	Director Glennville Bank/ Tippins 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. Faircloth Savannah, GA	Retired Homemaker	Principal Shareholder	Principal Shareholder GB Bank Group, Inc.	None	9.02% 2716 shares	None	None

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

FISCAL YEAR ENDING DECEMBER 31, 2011

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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

RSSD Tiering for:  
 GB BANK GROUP, INC.  
 Structure as of 20111231 and going downward

Seq Num	ID RSSD	Legal Name	AddL	City	State/ Country	Dist FR	Ent Type	Acty Code	Basis of Relatnshp	PCT
0001	3348897	GB BANK GROUP, INC.								
0002	439132	GLENNVILLE BANK		GLENNVILLE	GEORGIA	6	BHC	551111	Vtg Eqty Other	100
0003	576037	TIPPINS BANK		CLAXTON	GEORGIA	6	NMB	52211	Vtg Eqty Other	100

Total Number of Entities in the tree 3  
 Total Number of Unique Entities in the tree 3

**Tier Selection Criteria**

RSSD Tiering for: 3348897 GB BANK GROUP, INC.  
 As of Date: 20111231  
 Direction: Down  
 Selection Rule: All Entities  
 Branches - Domestic Institutions: No Branches  
 Branches - Foreign Institutions: No Branches

**Explanatory Notes**

Entity Type	Description
BHC	BANK HOLDING COMPANY
NMB	NON-MEMBER BANK
Primary Activity Code	Description
52211	COMMERCIAL BANKING
551111	OFFICES OF BANK HOLDING COMPANIES
Basis of Relationship	Description
Other	Other Basis of Relationship
Vtg Eqty	Voting Equity

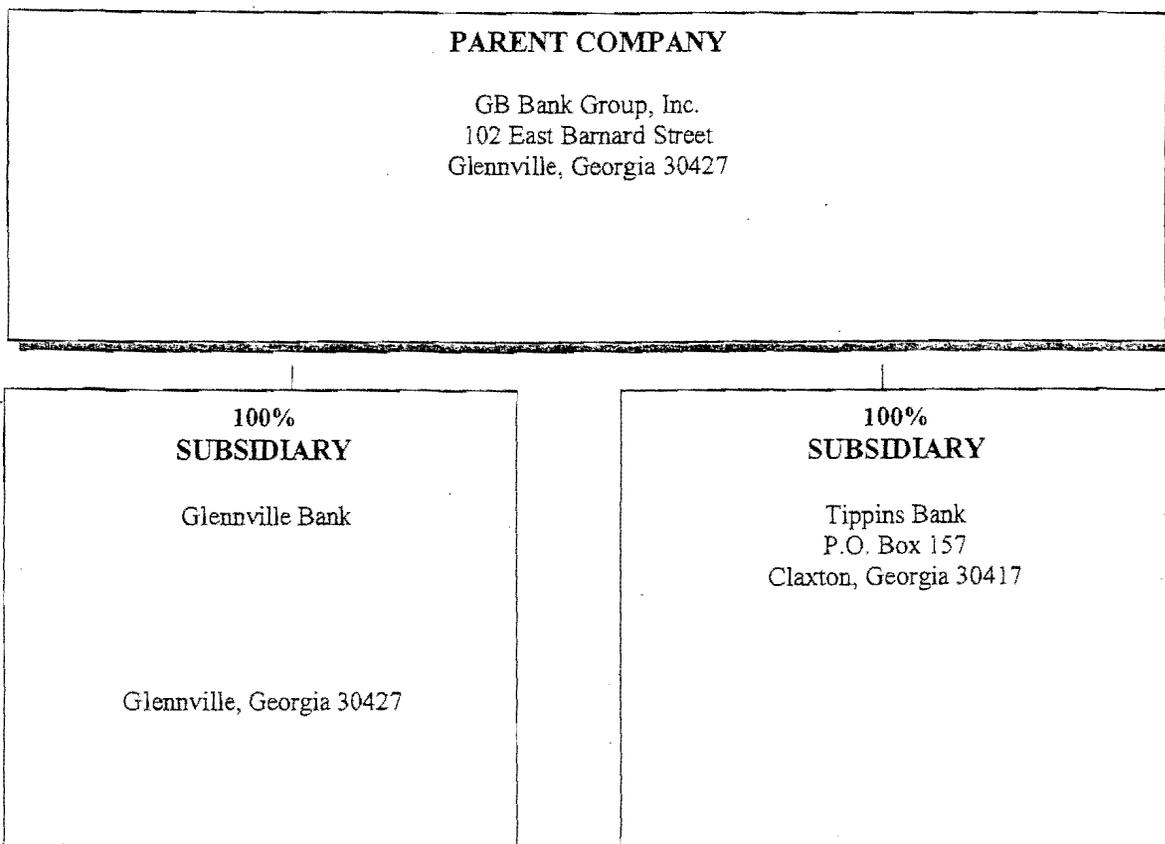
Two asterisks (\*\*) next to the Seq Num indicates that confidentiality is pending or granted.  
 An asterisk (\*) next to the Addl Line Num denotes the Seq Num at which the offspring of this entity are listed.  
 A dot dot dot notation (...) next to Legal Name denotes a circular relationship.

**Form FR Y-6**

**GB BANK GROUP, INC.**  
Glennville, Georgia

Fiscal Year Ending December 31, 2011

Report Item 2: Organizational Chart



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

**Form FR Y-6**

**GB BANK GROUP, INC.**  
Glennville, Georgia

Fiscal Year Ending December 31, 2011

Report Item 2: Organizational Chart

**PARENT COMPANY**

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, Vice President/CFO/Secretary

**100%  
SUBSIDIARY**

Glennville Bank  
Ludowici Bank  
(a Division of Glennville Bank)  
Reidsville Bank  
(a Division of Glennville Bank)  
P.O. Box 278  
Glennville, Georgia 30427  
Lauree D. Kicklighter, Chairman of the Board  
Tracy M. Durrence, President/CEO

**100%  
SUBSIDIARY**

Tippins Bank  
P.O. Box 157  
Claxton, Georgia 30417  
Daniel M. Strickland, Chairman of the Board  
C. Paul Eason, 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 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.

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		Limited Service	218636	DRIVE THRU BRANCH	702 DOWNING MUSGROVE	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	

**Results:** A list of branches for your depository institution: TIPPINS BANK (ID\_RSSD: 576037).  
 This depository institution is held by GB BANK GROUP, INC. (3346897) of GLENNVILLE, GA.  
 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**

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 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)	576037	TIPPINS BANK	101 NORTH DUVAL STREET	CLAXTON	GA	30417	EVANS	UNITED STATES	10016		0 TIPPINS BANK	576037	
OK		Limited Service	453231	WEST MAIN STREET BRANCH	15 WEST MAIN STREET	CLAXTON	GA	30417	EVANS	UNITED STATES	235248		1 TIPPINS BANK	576037	