

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)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). 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, top-tier savings and loan holding companies, and U.S. intermediate 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. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

I, Leonard Moreland

Name of the Holding Company Director and Official

CEO & Director

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.

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.

[Signature]
 Signature of Holding Company Director and Official

03/22/2018

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 _____
 C.I. _____

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2017

Month / Day / Year

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address

CCF Holding Company

Legal Title of Holding Company

P O Box 935

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

Jonesboro GA 30237

City State Zip Code

101 North Main St; Jonesboro GA 30236

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Mary Jo Jester EVP & CFO

Name Title

678-284-3297

Area Code / Phone Number / Extension

770-515-7150

Area Code / FAX Number

maryjo.jester@heritagebank.com

E-mail Address

www.heritagebank.com

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

Is confidential treatment requested for any portion of this report submission?	0=No 1=Yes	0
In accordance with the General Instructions for this report (check only one),		
1. a letter justifying this request is being provided along with the report	<input type="checkbox"/>	
2. a letter justifying this request has been provided separately ...	<input type="checkbox"/>	
NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."		

1. CCF Holding Company, as of March 16, 2009, is not registered with the Securities and Exchange Commission.
The audited financials will be sent under separate cover.

Report Item 2a – Organizational Chart

CCF Holding Company
101 North Main Street
Jonesboro Georgia 30236
Incorporated in Georgia
No LEI



Heritage Bank
101 North Main St.
Jonesboro Georgia 30236
Incorporated in Georgia
100% owned by
CCF Holding Company
No LEI

Results: A list of branches for your depository institution: HERITAGE BANK (ID_RSSD: 628178).
 This depository institution is held by CCF HOLDING COMPANY (2708159) of JONESBORO, GA.
 The data are as of 12/31/2017. Data reflects information that was received and processed through 01/04/2018.

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)	628178	HERITAGE BANK	101 NORTH MAIN STREET	JONESBORO	GA	30236	CLAYTON	UNITED STATES	Not Required	Not Required	HERITAGE BANK	628178	
OK		Full Service	3719460	JEFF DAVIS BRANCH OFFICE	440 NORTH JEFF DAVIS DRIVE	FAYETTEVILLE	GA	30214	FAYETTE	UNITED STATES	Not Required	Not Required	HERITAGE BANK	628178	
OK		Full Service	3719497	FOREST PARK BRANCH OFFICE	822 MAIN STREET	FOREST PARK	GA	30297	CLAYTON	UNITED STATES	Not Required	Not Required	HERITAGE BANK	628178	
OK		Full Service	3209448	HAMPTON ROAD BRANCH OFFICE	860 HAMPTON ROAD	MCDONOUGH	GA	30253	HENRY	UNITED STATES	Not Required	Not Required	HERITAGE BANK	628178	
OK		Full Service	3719518	KEYS FERRY BRANCH OFFICE	203 KEYS FERRY STREET	MCDONOUGH	GA	30253	HENRY	UNITED STATES	Not Required	Not Required	HERITAGE BANK	628178	
OK		Full Service	3287455	EAGLES LANDING BRANCH OFFICE	830 EAGLES LANDING PARKWAY, SUITE 100	STOCKBRIDGE	GA	30281	HENRY	UNITED STATES	Not Required	Not Required	HERITAGE BANK	628178	

Report Item 3 – Shareholders with power to vote 5% or more of common stock at year end.

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

<u>Name and Address of Beneficial Owner</u>	<u>Country of Citizenship or Incorporation</u>	<u>Number of Shares of Common Stock</u>	<u>Percent of Shares of Common Stock Outstanding</u>	<u>Total Warrants</u>	<u>Total of Options; Warrants, & Direct Shares Owned</u>	<u>Percent of Total Direct Ownership & Options, etc.</u>
Ken Lehman Virginia, USA	United States	11,428,502	54.43%	0	11,428,502	54.43%
Scarbrough, et al Fayetteville, Georgia, USA	United States	1,106,250	5.27%	2,500,000	3,606,250	15.35%

Report Item 3 – (2)(a)(b)(c) N/A Since we are no longer a public company 13-G filings are not required. We are not able to determine ownership of shares held in street name.

Report item 4: Directors & Officers
(1)(2)(3)(a)(b)(c) and (4)(a)(b)(c)

(1) Name & Address	(2) Principal Occupation	(3)(a) Title & Position @ CCF Holding Co	(3)(b) Title & Position with Subsidiaries	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in CCF Holding Co including options & warrants	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) List name of other companies if 25% or more of voting securities are held
Stephen E. Boswell Jonesboro GA USA	Retired Superior Court Judge	Director	Director – Heritage Bank	Stephen E. Boswell PC; 100% Owner	CCFH - 32,194 shares <1.0%	None	100% Stephen E. Boswell PC
John C. Bowdoin Griffin GA USA	Retired Banker	N/A	Director – Heritage Bank	None	CCFH - 333,942 shares 1.58%	None	None
Michael Burt Stockbridge GA USA	Financial Advisor	Director	Director – Heritage Bank	Executive Director; Life & Money Matters (non- profit)	CCFH - 50,925 shares <1.0%	None	None
Dick Florin Stockbridge GA USA	Retired Banker	N/A	Director – Heritage Bank	None	CCFH - 103,473 shares <1.0%	None	None
Dennis Gilmer McDonough GA USA	Retired Banker	N/A	Director – Heritage Bank	None	CCFH - 38,900 shares <1.0%	None	None
Roy V. Hall Jonesboro GA USA	Certified Public Accountant	Director & Secretary	Director; Chairman of Audit Committee – Heritage Bank	Director – Macedonian Call Foundation, Inc.; Owner – RV Hall, Inc.	CCFH – 87,836 shares <1.0%	None	100% RV Hall, Inc.
Edwin S. Kemp, Jr. Jonesboro GA USA	Attorney	Director & Chairman	Attorney; Director & Secretary – Heritage Bank	President, Edwin S. Kemp, Jr. Attorney	CCFH - 144,990 shares <1.0%	None	None
Ken Lehman Virginia, USA	Private Investor	Director	Director – Heritage Bank		CCFH – 12,177,032 shares 58.00%	None	See attached exhibit – Related Interest Form
John T. Mitchell Jonesboro GA USA	Realtor	Director	Director – Heritage Bank	50% owner & President of Adams-Mitchell Realty, Inc.	CCFH – 307,070 shares 1.46%	None	50% Adams-Mitchell Realty, Inc.
Leonard A. Moreland Jonesboro GA USA	Banker	President & CEO – Director	CEO; Director – Heritage Bank	None	CCFH - 195,340 shares <1.0%	None	None
C. T. “Tommy” Segers McDonough GA USA	Retired Banker	N/A	Director – Heritage Bank	None	CCFH - 109,012 shares <1.0%	None	None

Report item 4: Directors & Officers, cont'd
 (1)(2)(3)(a)(b)(c) and (4)(a)(b)(c)

(1) Name & Address	(2) Principal Occupation	(3)(a) Title & Position @ CCF Holding Co	(3)(b) Title & Position with Subsidiaries	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in CCF Holding Co	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) List name of other companies if 25% or more of voting securities are held
David B. Turner Forsyth GA USA	Retired Banker	Director	Chairman of the Board Heritage Bank	None	CCFH -- 355,970 shares 1.70%	None	None
Shirley Etheridge Rex GA USA	Banker	Sr. VP	Sr. VP -- Heritage Bank	None	CCFH - 59,902 shares <1.0%	None	None
Mary Jo Jester Molena GA 30258 USA	Banker	EVP & CFO	EVP & CFO -- Heritage Bank	Jester Rentals, Inc.; Owner	CCFH -- 67,808 shares <1.0%	None	Jester Rentals, Inc.; 100% of voting shares
Howard B. "Rocky" Lipham, III Peachtree City GA USA	Banker	Sr. VP	President -- Heritage Bank	None	CCFH - 52,153 shares <1.0%	None	None
Edith W. Stevens Barnesville GA 30204 USA	Banker	Sr. VP	Sr. VP -- Heritage Bank	None	CCFH - 83,694 shares <1.0%	None	None
John Westervelt Jonesboro GA 30236 USA	Banker	Sr. VP	EVP -- Heritage Bank	Clayton County Water Authority; Directory & Secretary	CCFH -- 59,785 shares <1.0%	None	None
Kathy Zovlonsky Stockbridge GA USA	Banker	Sr. VP	Sr. VP -- Heritage Bank	None	CCFH -- 83,175 shares <1.0%	None	None

RELATED INTEREST FORM

Date: December 31, 2017

Name: Kenneth R. Lehman

Position: Director and/or Principal Shareholder

Business Address: 1408 N. Abingdon Street, Arlington, VA 22207

Set forth below are (i) all companies that I am deemed or presumed to control under federal regulations and/or on whose boards of directors I serve, and (ii) all "covered transactions" [as defined in Section 23A(b)(1)(C)(i) of Reg W] with respect to depository institutions (or their affiliates) that I am deemed to control.

Business Name/Location	Type of Company	Position / Relationship	Percent Controlled(1)
Liberty Bell Bank, Marlton, NJ	Bank	Director & principal stockholder	43%
Delmar Bancorp and The Bank of Delmarva, Salisbury, MD(2)	Bank & holding company	Director & principal stockholder	41%
Marine Bancorp and Marine Bank & Trust Company, Vero Beach, FL	Bank & holding company	Director & principal stockholder	45%
Village Bank & Trust Financial Corporation and Village Bank, Midlothian, VA	Bank & holding company	Director & principal stockholder	40%
Heritage Bancorporation and The Heritage Bank, Hinesville, GA	Bank & holding company	Director & principal stockholder	47%
Virginia Partners Bank, Fredericksburg, VA	Bank	Director & principal stockholder	43%
CCF Holding Company and Heritage Bank, Jonesboro, GA	Bank & holding company	Director & principal stockholder	58%
ABB Financial Group and Affinity Bank, Atlanta, GA	Bank & holding company	Principal stockholder	51%
Providence Bank, Alpharetta, GA	Bank	Principal stockholder	49%
IMF Hekima SACA [LLC], a microfinance institution headquartered in Goma, the Democratic Republic of the Congo	Corporation	Director	21%
BVC Capital, LLC, (a single-owner LLC)(2)	Limited liability company	Managing Member	100%

1. Assumes that I have exercised all warrants and options (and that no other option- or warrant-holder has done so).

2. I am the managing member, sole owner and sole beneficiary of BVC Capital, which is a single-owner LLC that is disregarded for tax purposes.

SIGNATURE: /s/ Kenneth R. Lehman

Date: December 31, 2017