TOLLING AGREEMENT

This Tolling Agreement is entered into as of this _7th__ day of October, 2013, by and between the Federal Deposit Insurance Corporation (FDIC) and Community Bank & Trust – Alabama, Union Springs, Alabama (CBT-AL).

RECITALS

WHEREAS, CBT-AL and Community Bank and Trust – West Georgia, LaGrange, Georgia (CBT-GA), are both controlled by Community Bankshares, Inc., Cornelia, Georgia (CBI); and

WHEREAS, CBI also controlled Community Bank and Trust, Cornelia, Georgia (Cornelia), which failed on January 29, 2010, and Cornelia was then in "default" as defined in 12 U.S.C. § 1813(x)(1); and

WHEREAS, pursuant to 12 U.S.C. § 1815(e)(8), CBT-AL and CBT-GA are commonly controlled by CBI; and

WHEREAS, pursuant to 12 U.S.C. § 1815(e)(1)(A), at the time of Cornelia's failure, CBT-AL incurred a cross-guarantee liability to the FDIC in connection with the FDIC's actual and anticipated losses in connection with Cornelia's failure; and

WHEREAS, the initial period for the FDIC to assess cross-guarantee liability against CBT-AL would have expired on January 28, 2012;

WHEREAS, the FDIC and CBT-AL executed a tolling agreement effective November 30, 2011, extending the initial period for the FDIC to assess cross-guarantee liability against CBT-AL to January 28, 2013;

WHEREAS, the FDIC and CBT-AL executed a subsequent tolling agreement effective November 13, 2012, extending the period for the FDIC to assess cross-guarantee liability against CBT-AL to January 28, 2014;

WHEREAS, a successful assessment of cross-guarantee liability against CBT-AL would diminish its capital and may, depending on the amount of any final assessment, cause CBT-AL to be required to be placed into receivership by its chartering authority; and

WHEREAS, the FDIC has requested CBT-AL to extend the statute of limitations period in which the FDIC may attempt to assess cross-guarantee liability to allow time for the FDIC and CBT-AL to reach a settlement of the potential liability in lieu of an assessment of any such liability;

NOW THEREFORE, in consideration of the above premises and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, CBT-AL and FDIC, through their duly authorized representatives, stipulate and agree as follows:

1. CBT-AL agrees that, as to any actions related to the cross-guarantee liability stemming from Cornelia's failure as to which limitations have not elapsed, CBT-AL agrees to toll limitations until January 28, 2016.

2. This Tolling Agreement is not intended as, and shall not be construed as, an admission of liability by any party, including the right to contest the legality of conducting any hearing on cross-guarantee liability, and all such parties continue to reserve all rights, causes of action and defenses available to them, as such rights apply to this particular matter, and any other matter involving CBT-AL or any of its successors and assigns.

3. This Tolling Agreement may be modified, amended, or supplemented only by a written instrument signed by both parties.

4. This Tolling Agreement shall be binding upon CBT-AL.

5. This Tolling Agreement may be executed in counterparts. Facsimile signatures will be acceptable.

6. The Tolling Agreement is effective as of the date signed by CBT-AL's counsel or representative.

7. Notices pursuant to this Tolling Agreement shall be given as follows:

To the FDIC:	Andrea Fulton Toliver Regional Counsel Federal Deposit Insurance Corporation 10 Tenth Street NE, Suite 800 Atlanta, GA 30309-3906
To CBT-AL:	Dave G. Bryant President and CEO Community Bank & Trust – Alabama 9190 East Chase Parkway Montgomery, AL 36117

IN WITNESS WHEREOF, the parties, through their duly authorized representatives, have executed and delivered this Tolling Agreement.

FEDERAL DEPOSIT INSURANCE CORPORATION	Community Bank & Trust – Alabama Union Springs, Alabama
By: /s/ Doreen R. Eberley Director Risk Management Supervision	/s/ Dave G. Bryant Authorized Officer
Date: November 15, 2013	Date: October 7, 2013
By: /s/ Richard Osterman Acting General Counsel	
Date: November 22, 2013	