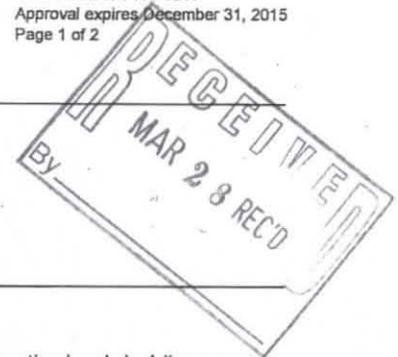


Board of Governors of the Federal Reserve System



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, 2013**

Month / Day / Year

I, **Steven Smith**

Reporter's Name, Street, and Mailing Address

**Verity Capital Group, Inc.**

Name of the Holding Company Director and Official

Legal Title of Holding Company

**EVP**

**P. O. Box 647**

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>Winder</b>	<b>GA</b>	<b>30680</b>
City	State	Zip Code

**94 W. Athens St.**

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:

<b>Brian Hawkins</b>	<b>CFO</b>
Name	Title

**678-425-6381**

Area Code / Phone Number / Extension

**678-425-6397**

Area Code / FAX Number

**bhawkins@veritybank.net**

E-mail Address

**www.veritybank.net**

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

Signature of Holding Company Director and Official

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 **3719611**  
 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

**VERITY CAPITAL GROUP, INC.**

**FR Y-6**

**Annual Report of Bank Holding Companies**

**12/31/2012**

<b><u>Report Item</u></b>	<b><u>Description</u></b>	<b><u>Location</u></b>
1(a)	10-K	Not applicable
1(b)	Annual Report	Audited financials are attached
2(a)	Organization Chart	Included
2(b)	Domestic Branch Listing	Emailed 3/7/2013
3	Shareholders	Included
4	Directors and Officers	Included

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Revised

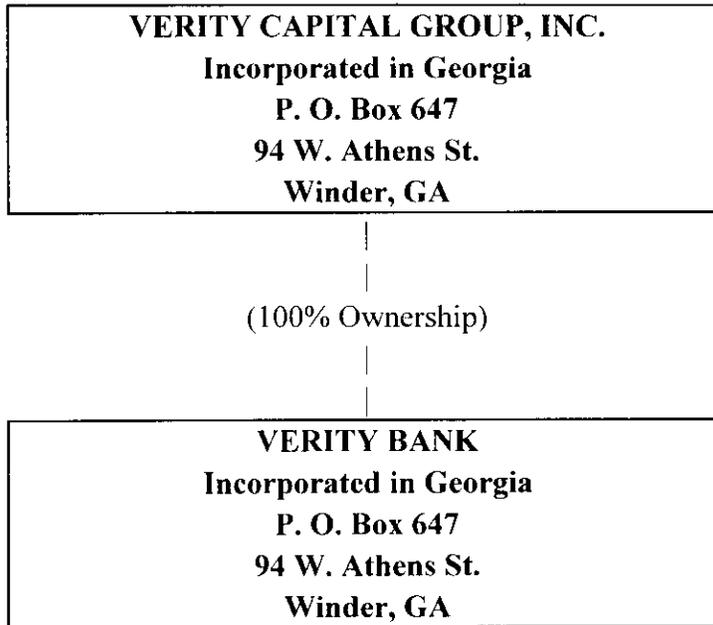
**VERITY CAPITAL GROUP, INC.**

**FR Y-6**

**Annual Report of Bank Holding Companies**

**Report Item 2a: Organization Chart**

**12/31/2012**



**Results:** A list of branches for your depository institution: VERITY BANK (ID\_RSSD: 3719620).  
 This depository institution is held by VERITY CAPITAL GROUP, INC. (3719611) of WINDER, GA.  
 The data are as of 12/31/2017. Data reflects information that was received and processed through 02/04/2018.

**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)	3719620	VERITY BANK	94 WEST ATHENS STREET	WINDER	GA	30680	BARROW	UNITED STATES	463471	0	VERITY BANK	3719620	
OK		Full Service	4423746	HABERSHAM BRANCH	255 N MAIN STREET	CORNELIA	GA	30531	HABERSHAM	UNITED STATES	Not Required	Not Required	VERITY BANK	3719620	

VERITY CAPITAL GROUP, INC.

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Annual Report of Bank Holding Companies

Report Item 3(1): Shareholders Controlling 5% or More of Voting Securities

12/31/2012

<u>Name &amp; Address</u>	<u>Country of Citizenship</u>	<u># of Shares</u>	<u>% Owned</u>
Richard F. and Colleen Combs Braselton, GA	USA	378,665	13.7% stock
		<u>50,429</u>	<u>1.8%</u> options/warrants
		429,094	15.5% Total
John F. Conway Cumming, GA	USA	150,000	5.4% stock
		<u>50,835</u>	<u>1.8%</u> options/warrants
		200,835	7.2% Total
Ryker Lowe Jasper, GA	USA	327,500	11.8% stock
		<u>94,381</u>	<u>3.4%</u> options/warrants
		421,881	15.2% Total
Dr. J. J. Shah Duluth, GA	USA	225,000	8.1% stock
		<u>66,230</u>	<u>2.4%</u> options/warrants
		291,230	10.5% Total
Dr. Kirti Shah Lawrenceville, GA	USA	154,000	5.6% stock
		<u>47,190</u>	<u>1.7%</u> options/warrants
		201,190	7.3% Total

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Annual Report of Bank Holding Companies

Report Item 3(2): Shareholders Controlling 5% or More of Voting Securities

During the Year, Not Included in Report Item 3(1)

12/31/2012

<u>Name &amp; Address</u>	<u>Country of Citizenship</u>	<u># of Shares</u>	<u>% Owned</u>
John L. Lewis Dawsonville, GA	USA	1,390	0.1% stock
		<u>82,551</u>	<u>3.0%</u> options/warrants
		83,941	3.0% Total

VERITY CAPITAL GROUP, INC.

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Annual Report of Bank Holding Companies  
Report Item 4: Principal Shareholders, Directors, and Executive Officers

12/31/2012

<u>Name &amp; Address</u>	<u>Principal Occupation</u>	<u>Title or Position with Holding Co. &amp; Subsidiaries</u>	<u>Holding Company Shares Owned</u>	<u>Holding Company %</u>	<u>Subsidiary Shares</u>	<u>Other Companies</u>	<u>Title</u>	<u>Other Company %</u>
William G. Brantley Winder, GA	Home Builder	Director Verity Capital Group, Inc.	132,675	4.8%	-	Colonial Development, LLC	Member	100%
		Director Verity Bank						
Richard & Colleen Combs Braselton, GA	Business owner	Chairman & Director (Rich Combs only) Verity Capital Group, Inc.	429,094	15.5%	-	Excella International Corp Combs & Bartlett 3, LLC AMBC, LLC	CEO Managing Member Managing Member	0% 50% 50%
		Director (Rich Combs only) Verity Bank						
John F. (Jack) Conway Cumming, GA	Manufacturer	Vice-Chairman, Director Verity Capital Group, Inc.	200,835	7.2%	-	Atlanta Gearworks, Inc Crownway Properties, LLC 433 Hightower, LLC Massaway Properties, LLC	President Member Member Member	75% 50% 75% 50%
		Vice-Chairman, Director Verity Bank						
Brian D. Hawkins Bishop, GA	Banker	CFO, EVP, & Secretary Verity Capital Group, Inc.	22,145	0.8%	-	None	N/A	N/A
		CFO, EVP, & Secretary Verity Bank						
J. Bronson Lavender Gainesville, GA	Banker	EVP Verity Capital Group, Inc.	31,971	1.2%	-	None	N/A	N/A
		SLO & EVP Verity Bank						
John L. Lewis Dawsonville, GA	Banker	CFO & President Verity Capital Group, Inc.	83,941	3.0%	-	Performance Resource, LLC Lewis Capital Management, LLC White Bay Capital, LLC White Bay Holdings, LLC Lewis Financial Group, Inc.	Managing Member Managing Member Managing Member Managing Member CEO	100% 100% 100% 100% 100%
		CEO Verity Bank						

REVIEW

<u>Name &amp; Address</u>	<u>Principal Occupation</u>	<u>Title or Position with Holding Co. &amp; Subsidiaries</u>	<u>Holding Company Shares Owned</u>	<u>Holding Company %</u>	<u>Subsidiary Shares</u>	<u>Other Companies</u>	<u>Title</u>	<u>Other Company %</u>
Ryker J. Lowe Jasper, GA	Owner of a car dealership	Director Verity Capital Group, Inc.	421,881	15.2%	-	Jasper Jeep Mountain Properties II, LLC First Citizens Bank	President President Director	N/A N/A N/A
		Director Verity Bank						
Dr. J. J. Shah Duluth, GA	Orthopedic Surgeon	Director Verity Capital Group, Inc.	291,230	10.5%	-	Gwinnett Clinic, LTD Touchmark Bancshares, Inc.	President Organizer, Chairman	42.2% 10%
		Director Verity Bank						
Dr. Kirti Shah Lawrenceville	Doctor	Director Verity Capital Group, Inc.	201,190	7.3%	-	Nephron Corporation Kikashah Properties, LLC Kidney-Hypertension Clinic, PC Gwinnett Supply Company, LLC	Director Director Director Director	50.0% 50.0% 75.0% 100.0%
		Director Verity Bank						
		Director & EVP Verity Capital Group, Inc.	63,211	2.3%	-	None	N/A	N/A
Steven F. Smith Winder, GA	Banker	Director, President, & COO Verity Bank						
Anna B. Williams Dawsonville, GA	CPA	Director Verity Capital Group, Inc.	25,000	0.9%	-	The Maverick Group, LLC Anna B. Williams PC Equine Partners America, LLC	Member Director Shareholder Member	50.0% 100.0% 25.0%
		Director Verity Bank						