

Revised

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):  
12/31/13  
Month / Day / Year

I, STEVEN F SMITH  
Name of the Holding Company Director and Official  
EVP  
Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address  
Verity Capital Group, Inc  
Legal Title of Holding Company  
PO Box 647  
(Mailing Address of the Holding Company) Street / P.O. Box  
Winder GA 30680  
City State Zip Code  
94 W Athens St.  
Physical location (if different from mailing address)

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.

Person to whom questions about this report should be directed:  
Brian Hawkins CFO  
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

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  
6/6/14  
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

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

VERITY CAPITAL GROUP, INC.

FD-2550 : 3719611

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| <u>Report Item</u> | <u>Description</u>      | <u>Location</u>                 |
|--------------------|-------------------------|---------------------------------|
| 1(a)               | 10-K                    | Not applicable                  |
| 1(b)               | Annual Report           | Audited financials are attached |
| 2(a)               | Organization Chart      | Included                        |
| 2(b)               | Domestic Branch Listing | No changes                      |
| 3                  | Shareholders            | Included                        |
| 4                  | Directors and Officers  | Included                        |

**VERITY CAPITAL GROUP, INC.**

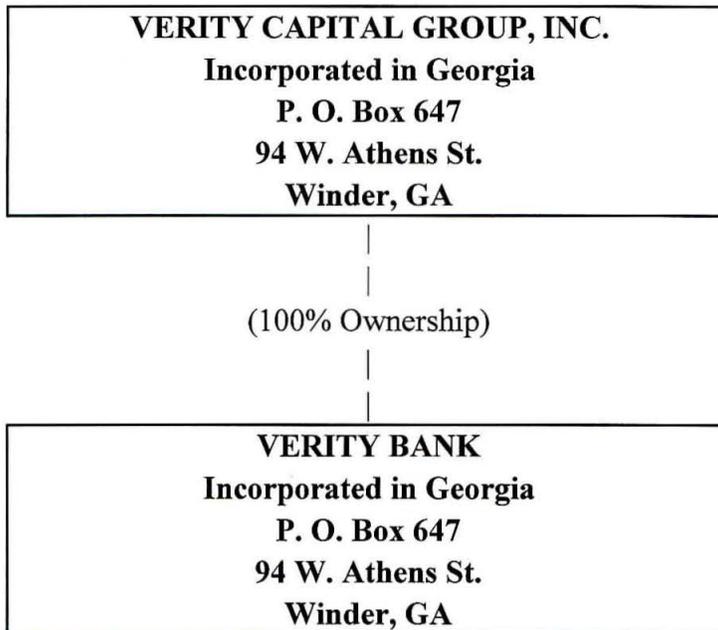
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**Annual Report of Bank Holding Companies**

**Report Item 2a: Organization Chart**

**12/31/2013**



**VERITY CAPITAL GROUP, INC.**

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**Annual Report of Bank Holding Companies  
Report Item 2b: Domestic Branches**

**12/31/2013**

Domestic branch listing provided to the Federal Reserve Bank.  
No changes for since prior submission.

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

12/31/2013

| <u>Name &amp; Address</u>                     | <u>Country of<br/>Citizenship</u> | <u># of Shares</u> | <u>% Owned</u>               |
|---|-----------------------------------|--------------------|------------------------------|
| Richard F. and Colleen Combs<br>Braselton, GA | USA                               | 378,665            | 13.2% stock                  |
|   |                                   | <u>63,037</u>      | <u>2.2%</u> options/warrants |
|   |                                   | 441,702            | 15.4% Total                  |
| John F. Conway<br>Cumming, GA                 | USA                               | 150,000            | 5.2% stock                   |
|   |                                   | <u>56,103</u>      | <u>2.0%</u> options/warrants |
|   |                                   | 206,103            | 7.2% Total                   |
| Ryker Lowe<br>Jasper, GA                      | USA                               | 327,500            | 11.4% stock                  |
|   |                                   | <u>107,346</u>     | <u>3.7%</u> options/warrants |
|   |                                   | 434,846            | 15.2% Total                  |
| Dr. J. J. Shah<br>Duluth, GA                  | USA                               | 225,000            | 7.9% stock                   |
|   |                                   | <u>77,472</u>      | <u>2.7%</u> options/warrants |
|   |                                   | 302,472            | 10.6% Total                  |
| Dr. Kirti Shah<br>Lawrenceville, GA           | USA                               | 154,000            | 5.4% stock                   |
|   |                                   | <u>53,673</u>      | <u>1.9%</u> options/warrants |
|   |                                   | 207,673            | 7.2% Total                   |

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

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

12/31/2013

| <u>Name &amp; Address</u> | <u>Country of<br/>Citizenship</u> | <u># of Shares</u> | <u>% Owned</u> |
|---------------------------|-----------------------------------|--------------------|----------------|
| None                      |                                   |                    |                |

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Report Item 4: Principal Shareholders, Directors, and Executive Officers

12/31/2013

| <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<br>Winder, GA        | Home Builder                | Director<br>Verity Capital Group, Inc.<br><br>Director<br>Verity Bank  | 136,591                             | 4.8%                     | -                        | Colonial Development, LLC  | Member  | 100%                                 |
| Richard & Colleen Combs<br>Braselton, GA | Business owner              | Chairman & Director (Rich Combs only)<br>Verity Capital Group, Inc.<br><br>Director (Rich Combs only)<br>Verity Bank | 441,702                             | 15.4%                    | -                        | Excella International Corp<br>Combs & Bartlett 3, LLC<br>AMBC, LLC<br>Gateway Venture Partners, LLC.   | CEO<br>Managing Member<br>Managing Member<br>Managing Member                    | 0%<br>50%<br>50%<br>50%              |
| John F. (Jack) Conway<br>Cumming, GA     | Manufacturer                | Vice-Chairman, Director<br>Verity Capital Group, Inc.<br><br>Vice-Chairman, Director<br>Verity Bank                  | 206,103                             | 7.2%                     | -                        | Atlanta Gearworks, Inc<br>Crownway Properties, LLC<br>433 Hightower, LLC<br>Massaway Properties, LLC   | President<br>Member<br>Member<br>Member   | 75%<br>50%<br>75%<br>50%             |
| Brian D. Hawkins<br>Bishop, GA           | Banker                      | CFO, EVP, & Secretary<br>Verity Capital Group, Inc.<br><br>CFO, EVP, & Secretary<br>Verity Bank                      | 26,645                              | 0.9%                     | -                        | None   | N/A   | N/A                                  |
| J. Bronson Lavender<br>Gainesville, GA   | Banker                      | EVP<br>Verity Capital Group, Inc.<br><br>SLO & EVP<br>Verity Bank  | 35,978                              | 1.3%                     | -                        | None   | N/A   | N/A                                  |
| John L. Lewis<br>Dawsonville, GA         | Banker                      | CEO & President<br>Verity Capital Group, Inc.<br><br>CEO<br>Verity Bank  | 99,729                              | 3.5%                     | -                        | Performance Resource, LLC<br>Lewis Capital Management, LLC<br>White Bay Capital, LLC<br>White Bay Holdings, LLC<br>Lewis Financial Group, Inc. | Managing Member<br>Managing Member<br>Managing Member<br>Managing Member<br>CEO | 100%<br>100%<br>100%<br>100%<br>100% |

| <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<br>Jasper, GA         | Owner of a car dealership   | Director<br>Verity Capital Group, Inc.                       | 434,846                             | 15.2%                    | -                        | Jasper Jeep<br>Mountain Properties II, LLC<br>Foothills Community Bank  | President            | 0%                     |
|                                     |                             | Director<br>Verity Bank                                      |                                     |                          |                          |   | President            | N/A                    |
| Dr. J. J. Shah<br>Duluth, GA        | Orthopedic Surgeon          | Director<br>Verity Capital Group, Inc.                       | 302,472                             | 10.6%                    | -                        | Gwinnett Clinic, LTD<br>Touchmark Bancshares, Inc   | Director             | 42.2%                  |
|                                     |                             | Director<br>Verity Bank                                      |                                     |                          |                          |   | Organizer, Chairman  | 10%                    |
| Dr. Kirti Shah<br>Lawrenceville     | Doctor                      | Director<br>Verity Capital Group, Inc.                       | 207,673                             | 7.2%                     | -                        | Nephron Corporation<br>Kikashah Properties, LLC<br>Kidney-Hypertension Clinic, PC<br>Gwinnett Supply Company, LLC | Director             | 50.0%                  |
|                                     |                             | Director<br>Verity Bank                                      |                                     |                          |                          |   | Director             | 50.0%                  |
| Steven F. Smith<br>Winder, GA       | Banker                      | Director & EVP<br>Verity Capital Group, Inc.                 | 75,348                              | 2.6%                     | -                        | None  | Director             | 75.0%                  |
|                                     |                             | Director, President, & COO<br>Verity Bank                    |                                     |                          |                          |   | Director             | 100.0%                 |
| Anna B. Williams<br>Dawsonville, GA | CPA                         | Director<br>Verity Capital Group, Inc.                       | 25,000                              | 0.9%                     | -                        | The Maverick Group, LLC<br>Anna B. Williams PC<br>Equine Partners America, LLC                                    | N/A                  | N/A                    |
|                                     |                             | Director<br>Verity Bank                                      |                                     |                          |                          |   | Member               | 50.0%                  |
|                                     |                             |  |                                     |                          |                          |   | Director/Shareholder | 100.0%                 |
|                                     |                             |  |                                     |                          |                          |   | Member               | 25.0%                  |