

Board of Governors of the Federal Reserve System

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# 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.

I, Edward J. Cooney

Name of the Holding Company Director and Official

President

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 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 \_\_\_\_\_  
C.I. \_\_\_\_\_

3118456

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

December 31, 2013

Month / Day / Year

Reporter's Name, Street, and Mailing Address

ABB Financial Group, Inc.

Legal Title of Holding Company

5660 New Northside Dr, Suite 200

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

Atlanta

City

GA

State

30328

Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Brandi Pajot

Name

SVP - CFO

Title

678-384-8055

Area Code / Phone Number / Extension

678-742-9998

Area Code / FAX Number

bpajot@myaffinitybank.com

E-mail Address

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

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."

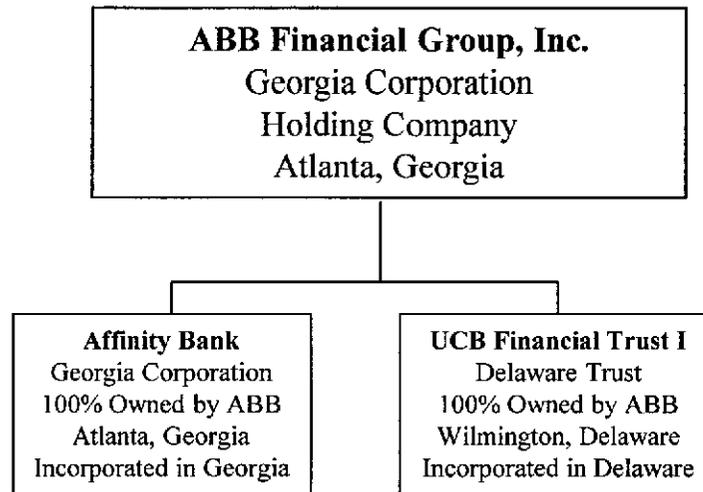
No

**ABB FINANCIAL GROUP, INC.**  
**12-31-2013**

Item 1: Annual Report to Shareholders

This item was not available by the submission date of this form; the annual report will be forwarded as soon as practicable.

# *Organizational Chart*



**Results:** A list of branches for your depository institution: AFFINITY BANK (ID\_RSSD: 3118447).  
 This depository institution is held by ABB FINANCIAL GROUP, INC. (3118456) of ATLANTA, GA.  
 The data are as of 12/31/2013. Data reflects information that was received and processed through 02/28/2014.

**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)	3118447	AFFINITY BANK	5660 NEW NORTHSIDE DRIVE, SUITE 200	ATLANTA	GA	30328	FULTON	UNITED STATES	360323	0	AFFINITY BANK	3118447	

**ABB FINANCIAL GROUP, INC.**

**Report Item 3-1**

**Shareholders with Ownership Control or Holdings of 5% or more with power to vote as of fiscal year 12-31-13**

Shareholder	City, State	Country	No. Shares	Options	Warrants	Total Shares	Percent	Class
Serguei Kouzmine	Atlanta, Ga	USA	170,000	-	-	170,000	9.11%	Common
Larry C. Martin	Rome, GA	USA	153,571	-	-	153,571	8.23%	Common
James R. Henderson	Atlanta, Ga	USA	125,000	-	-	125,000	6.70%	Common
Total Shares Outstanding - Common						1,866,087		
Total Options Outstanding - Common								
Total Warrants Outstanding - Common								
Total Outstanding Shares - Common						<u>1,866,087</u>		
Shareholder	City, State	Country	No. Shares	Options	Warrants	Total Shares	Percent	Class
Serguei Kouzmine	Atlanta, Ga	USA	3,000	-	-	3,000	100.00%	Preferred
Total Outstanding Shares - Preferred						<u>3,000</u>		

**ABB FINANCIAL GROUP, INC.**

**Report Item 3-2**

**Shareholders with Ownership Control or Holdings of 5% not Listed in Report Item 3-1 as of 12-31-13**

Shareholder	Address	Country	No. Shares	Total Shares	Percent	Class
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N/A

ABB Financial Group, Inc.  
Fiscal Year Ending December 31, 2013



REVISED Report Item 4: Insiders

Name, City, State, Country	Principal Occupation if other than Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries	Title & Position with other Businesses	%of voting shares in Bank Holding Co.	%of voting shares in Subsidiaries	Other Companies & percentage of voting securities held
<b>Edward J. Cooney</b> Atlanta, GA	President/Director Affinity Bank	Director	President/Director Affinity Bank	Managing Member MEMM, LLC Atlanta, GA	0.83%	0.00%	MEMM LLC - 50%
<b>Leeman Bennett</b> Cumming, GA	N/A	Director	Director	Past Chairman Chick-fil-A Peach Bowl Atlanta, GA	0.96%	0.00%	N/A
<b>Frank A. Clayton, DDS.</b> Suwanee, GA	Owner Clayton Dental, PC	N/A	Director Affinity Bank	Owner Clayton Dental, PC Suwanee, GA President WMJ Holdings, LLC Suwanee, GA	0.24%	0.00%	N/A
<b>Brandl Pajot</b> Sandy Springs, GA	SVP/CFO Affinity Bank	N/A	SVP/CFO Affinity Bank	N/A	0.00%	0.00%	N/A
<b>Jeffrey R. Lake</b> Cumming, GA	President Dixie Electric Company	Director	Director Affinity Bank	President Dixie Electric Company Cumming, GA Director Community Business bank Cumming, GA	0.88%	0.00%	Dixie Electric Company - 100%
<b>Robert C. McMahan</b> Atlanta, GA	President Golden Point Group, Inc.	Chairman	Chairman Affinity Bank	President Golden Point Group, Inc. Atlanta, GA Director Cotton States Mutual Ins. Co. Atlanta, GA Director Shield Insurance Company Atlanta, GA	2.38%	0.00%	Golden Point Group, Inc. - 86%
<b>Wayne V. Mitsch</b> Berkley Lake, GA	President Kaiser, Mitsch & Associates	Director	Director Affinity Bank	President Kaiser, Mitsch & Associates Atlanta, GA	2.14%	0.00%	Kaiser, Mitsch & Assoc - 100%
<b>Clark N. Nelson, Jr</b> Mineral Bluff, GA	EVP/CCO Affinity Bank	N/A	EVP/CCO Affinity Bank	N/A	0.00%	0.00%	N/A