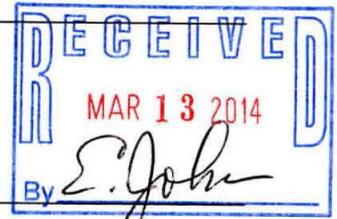


Board of Governors of the Federal Reserve System



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.

1. John E. Turner
 Name of the Holding Company Director and Official
President/CEO
 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
2/26/2014
 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 2710675
 C.I. _____

Date of Report (top-tier holding company's fiscal year-end):
12-31-13
 Month / Day / Year

Reporter's Name, Street, and Mailing Address
Capitol City Bancshares, Inc.
 Legal Title of Holding Company
562 Lee Street
 (Mailing Address of the Holding Company) Street / P.O. Box
Atlanta GA 30310
 City State Zip Code

Physical location (if different from mailing address)

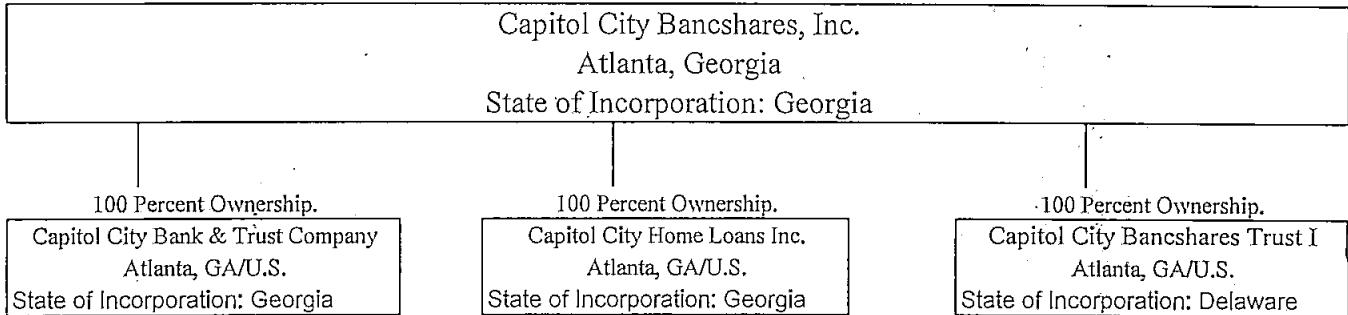
Person to whom questions about this report should be directed:
Tadina Butler CEO
 Name Title
(404) 215-8173 ext 2790
 Area Code / Phone Number / Extension
(404) 752-5684
 Area Code / FAX Number
tbutler@capitolcitybank-att.com
 E-mail Address

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

Form FR Y-6
Capitol City Bancshares, Inc.
Atlanta, Georgia
Year Ending, December 31, 2013

Report Item 2a: Organization Chart



Results: A list of branches for your holding company: CAPITOL CITY BANCSHARES, INC. [2710675] of ATLANTA, GA.
 The data are as of 12/31/2013. Data reflects information that was received and processed through 04/07/2014.

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)	2743977	CAPITOL CITY BANK & TRUST COMPANY	562 LEE STREET	ATLANTA	GA	30310	FULTON	UNITED STATES	55107	0	CAPITOL CITY BANK & TRUST COMPANY	2243977	
OK		Full Service	3050051	ALBANY BRANCH OFFICE	301 W OGLETHORPE STREET	ALBANY	GA	31701	DOUGHERTY	UNITED STATES	365278	5	CAPITOL CITY BANK & TRUST COMPANY	2243977	
OK		Full Service	2479981	AIRPORT BRANCH	2000 TERMINAL RD, ATRIUM, SUITE S-4	ATLANTA	GA	30320	FULTON	UNITED STATES	290234	4	CAPITOL CITY BANK & TRUST COMPANY	2243977	
OK		Full Service	2243995	CASCADE BRANCH	2358 CASCADE ROAD	ATLANTA	GA	30311	FULTON	UNITED STATES	290231	1	CAPITOL CITY BANK & TRUST COMPANY	2243977	
OK		Full Service	3742413	PEACHTREE BRANCH	94 PEACHTREE STREET N.E.	ATLANTA	GA	30303	FULTON	UNITED STATES	478510	8	CAPITOL CITY BANK & TRUST COMPANY	2243977	
OK		Full Service	3320389	AUGUSTA BRANCH	1268 BROAD STREET	AUGUSTA	GA	30901	RICHMOND	UNITED STATES	442309	7	CAPITOL CITY BANK & TRUST COMPANY	2243977	
OK		Full Service	3247851	SAVANNAH BRANCH	339 MARTIN LUTHER KING BLVD	SAVANNAH	GA	31401	CHATHAM	UNITED STATES	428069	6	CAPITOL CITY BANK & TRUST COMPANY	2243977	
OK		Full Service	2748294	STONE MOUNTAIN BRANCH	5674 MEMORIAL DRIVE	STONE MOUNTAIN	GA	30083	DEKALB	UNITED STATES	290233	3	CAPITOL CITY BANK & TRUST COMPANY	2243977	

Report Item 3: Shareholders

(1)(a) (1)(b) (1)(c) (2)(a) (2)(b) (2)(c)

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-2013			Shareholders not listed in (3)(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12/31/2013		
(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
William Thomas Atlanta, GA USA	USA	680,240 - 6.59% Common Stock	N/A	N/A	N/A

Form FR Y-6
 Capitol City Bancshares, Inc.
 Atlanta, Georgia
 Year Ending, December 31, 2013

Report Item 4: Insiders

(1) (2) (3)(a)(b)(c) and (4)(a)(b)(c)

(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Scottl Cochran, Smyrna, GA	Attorney	General Counsel	General Counsel Capitol City Bank & Trust Co.	Partner Cochran & Edwards	.02%	N/A	Cochran & Edwards 50%
William Thomas, Atlanta, GA	Owner Thomas Cleaning Service	Director	Director Capitol City Bank & Trust Co.	Pres., Thomas Cleaning Service, Inc.	6.59%	N/A	Pres., Thomas Cleaning Service, Inc. 100%