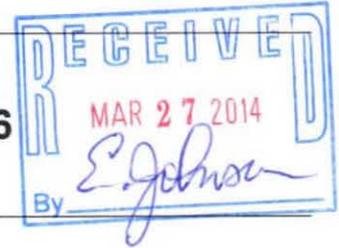


Board of Governors of the Federal Reserve System



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):

12/31/2013

Month / Day / Year

1. Joseph Haskins
 Name of the Holding Company Director and Official
President and CEO
 Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

Carousa Bancshares, Inc.

Legal Title of Holding Company

625 Battlefield Pkwy

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

Oglethorpe GA

City

State

30942

Zip Code

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.

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:

Kathy Davis CFO, Capital Bank

Name

Title

706-806-9696

Area Code / Phone Number / Extension

706-858-4175

Area Code / FAX Number

kdavis@capitalbank-ga.com

E-mail Address

capitalbank-ga.com

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

Joseph Haskins
 Signature of Holding Company Director and Official
3/12/14
 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 1001278
 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

For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

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

City State Zip Code

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City State Zip Code

Physical location (if different from mailing address)

Form FR Y-6
CATOOSA BANCSHARES, INC.
Ft. Oglethorpe, GA
Fiscal Year Ending December 31, 2013

- Report Item 1. Annual Report to Shareholders
Not applicable
- Report Item 2a Organizational Chart
The Organization Chart of Catoosa Bancshares, Inc and Subsidiary has been included as Attachment 1 to FR Y-6 on page 2.
- Report Item 2b Domestic Branch Listing
The Domestic Branch Listing of Catoosa Bancshares, Inc and Subsidiary has been included as Attachment 2 to FR Y-6 on page 3. There are no changes or corrections of the listing provided by the Federal Reserve. ✓
- Report Item 3 Shareholders
(1) A list of shareholders with 5% or more of the voting power of Catoosa Bancshares, Inc. has been included as Attachmant 3 to FR Y-6 on page 4.

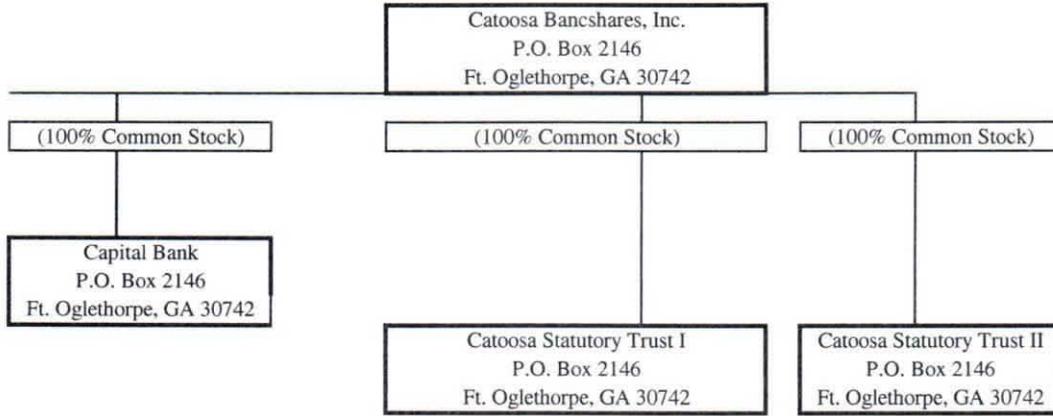
(2) None
- Report Item 4 Directors and Officers
A list of directors and officers of Catoosa Bancshares, Inc. has been included as Attachment 4 to FR Y-6 on page 5.

Form FR Y-6
CATOOSA BANCSHARES, INC.
Ft. Oglethorpe, GA
Fiscal Year Ending December 31, 2013

Report Item 1.

Catoosa Bancshares, Inc. does not prepare an annual report for its shareholders.

CATOOSA BANCSHARES, INC.
ATTACHMENT 1-ORGANIZATION CHART
12/31/2013



CATOOSA BANCSHARES, INC.
 FORM FRY-6
 12/31/2013
 ATTACHMENT 2-DOMESTIC BRANCH LISTING

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*
Full Service (Head Office)	80936	CAPITAL BANK	625 BATTLEFIELD PARKWAY	FORT OGLETHORPE	GA		CATOOSA	UNITED STATES	13014	0	CAPITAL BANK	80936
Full Service	3430019	CHICKAMAUGA BRANCH	13309 NORTH HIGHWAY 27	CHICKAMAUGA	GA		WALKER	UNITED STATES	447299	4	CAPITAL BANK	80936
Full Service	1156829	RINGGOLD BRANCH	6345 HIGHWAY 41	RINGGOLD	GA		CATOOSA	UNITED STATES	247586	3	CAPITAL BANK	80936

FORM FR Y-6
December 31, 2013

CATOOSA BANCSHARES, INC.
ATTACHMENT 3: LIST OF SHAREHOLDERS WITH FIVE PERCENT (5%)
OR MORE OF VOTING POWER
December 31, 2013

	<u>Country of Citizenship or Incorporation</u>	<u>Number of Shares</u>	<u>Percent Voting Power</u>
Joseph M. Haskins, M.D. Lookout Mtn., GA	United States	7	100.00%
		<hr/>	<hr/>
Total Shares Outstanding		<u>7</u>	<u>100.00%</u>

**Form FR Y-6
December 31, 2013**

CATOOSA BANCSHARES, INC.
ATTACHMENT 4: LIST OF DIRECTORS AND OFFICERS
December 31, 2013

Name and Address	Title		Title or Position with Other Business Company	Principal Occupation	Percent of Voting Shares		
	Bank Holding Company	Bank			Catoosa Bancshares, Inc.	Subsidiaries	Other Companies
Joseph M. Haskins, M.D. Lookout Mtn., GA	Chairman, President and Director	Chairman, CEO and Director	None	Banker	100.00%	N/A	None
Rebecca A. Haskins Lookout Mtn., GA	Secretary, Director	Director	None	None	0.00%	N/A	None
A. Russell Friberg, Jr. Chattanooga, Tennessee	Vice Chairman, Vice Pres. Director	Vice Chairman, Director	Heritage Funeral Home, LP Consultant	Funeral Consultant	0.00%	N/A	None

CATOOSA STATUTORY TRUST I
LIST OF DIRECTORS AND OFFICERS
December 31, 2013

Joseph M. Haskins, M.D. Lookout Mtn., GA	Chairman, President and Director	Chairman, CEO and Director	None	Banker
Rebecca A. Haskins Lookout Mtn., GA	Secretary, Director	Director	None	None

CATOOSA STATUTORY TRUST II
LIST OF DIRECTORS AND OFFICERS
December 31, 2013

Joseph M. Haskins, M.D. Lookout Mtn., GA	Chairman, President and Director	Chairman, CEO and Director	None	Banker
Rebecca A. Haskins Lookout Mtn., GA	Secretary, Director	Director	None	None