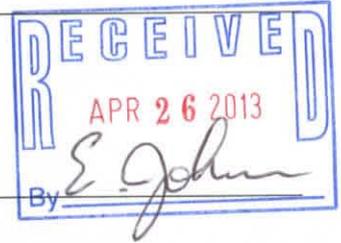


Board of Governors of the Federal Reserve System



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):

12/31/12
 Month / Day / Year

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

Reporter's Name, Street, and Mailing Address

Catwasa Bancshares, Inc.
 Legal Title of Holding Company
625 Battlefield Pkwy
 (Mailing Address of the Holding Company) Street / P.O. Box
At Oglethorpe GA 30742
 City State 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
706-866-9696
 Area Code / Phone Number / Extension

Joseph Haskins
 Signature of Holding Company Director and Official
4/24/13
 Date of Signature

Area Code / FAX Number
kdavis@capitalbank-ga.com
 E-mail Address

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

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

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 Federal Reserve Bank Use Only

RSSD ID 1081378
 C.I. _____

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.

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.

<p>N/A</p> <p>Legal Title of Subsidiary Holding Company</p> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <p>City State Zip Code</p> <p>Physical location (if different from mailing address)</p>	<p>Legal Title of Subsidiary Holding Company</p> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <p>City State Zip Code</p> <p>Physical location (if different from mailing address)</p>
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Form FR Y-6
CATOOSA BANCSHARES, INC.
Ft. Oglethorpe, GA
Fiscal Year Ending December 31, 2012

- 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.

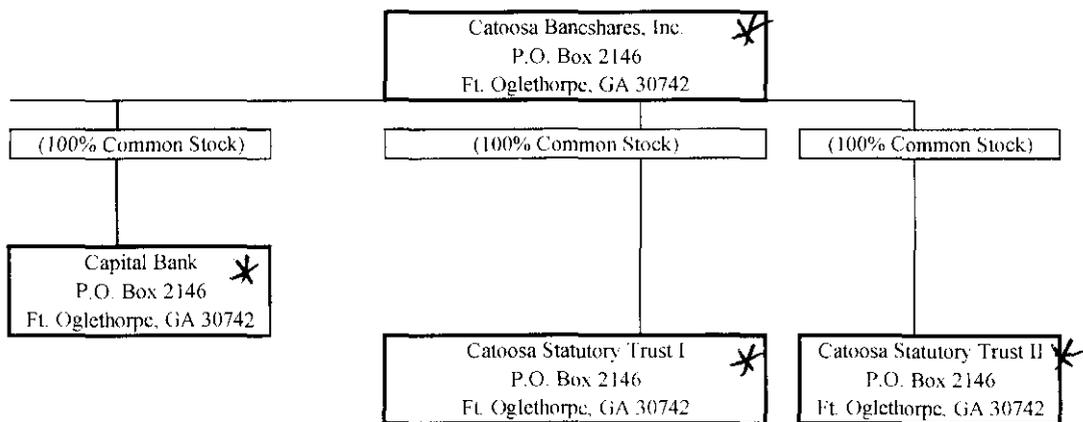
(2) None
- Report Item 4 Directors and Officers
A list of directors and officers of Catoosa Bancshares, Inc. has been included as Attachment 4 to FR Y-6 on page 5.

REVISED

Form FR Y-6
CATOOSA BANCSHARES, INC.
Ft. Oglethorpe, GA
Fiscal Year Ending December 31, 2012

Report Item 1. Catoosa Bancshares, Inc. does not prepare an annual report for its shareholders.

CATOOSA BANCSHARES, INC.
ATTACHMENT I-ORGANIZATION CHART
12/31/2012



* Incorporated In Georgia

CATOOSA BANCSHARES, INC.
 FORM FRY-6
 12/31/2012
 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	30742	CATOOSA	UNITED STATES	13014	0	CAPITAL BANK	80936
Full Service	3430019	CHICKAMAUGA BRANCH	13309 NORTH HIGHWAY 27	CHICKAMAUGA	GA	30707	WALKER	UNITED STATES	447299	4	CAPITAL BANK	80936
Full Service	1156829	RINGGOLD BRANCH	6345 HIGHWAY 41	RINGGOLD	GA	30736	CATOOSA	UNITED STATES	247586	3	CAPITAL BANK	80936

FORM FR Y-6
December 31, 2012

CATOOSA BANCSHARES, INC.
ATTACHMENT 3: LIST OF SHAREHOLDERS WITH FIVE PERCENT (5%)
OR MORE OF VOTING POWER
December 31, 2012

	<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 30750	United States	7	100.00%
		<hr/>	<hr/>
Total Shares Outstanding		<u>7</u>	<u>100.00%</u>

**Form FR Y-6
December 31, 2012**

CATOOSA BANCSHARES, INC.
ATTACHMENT 4: LIST OF DIRECTORS AND OFFICERS
December 31, 2012

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 30750	Chairman, President and Director	Chairman, CEO and Director	None	Banker	100.00%	N/A	None
Rebecca A. Haskins Lookout Mtn., GA 30750	Secretary, Director	Director	None	None	0.00%	N/A	None
A. Russell Friberg, Jr. Chattanooga, Tennessee 37404	Vice Chairman, Vice Pres. Director	Vice Chairman, Director	Heritage Funeral Home, LP President	Funeral Director	0.00%	N/A	75% Ownership of Heritage Funeral Home, LP

CATOOSA STATUTORY TRUST I
LIST OF DIRECTORS AND OFFICERS
December 31, 2012

Joseph M. Haskins, M.D. Lookout Mtn., GA 30750	Chairman, President and Director	Chairman, CEO and Director	None	Banker
Rebecca A. Haskins Lookout Mtn., GA 30750	Secretary, Director	Director	None	None

CATOOSA STATUTORY TRUST II
LIST OF DIRECTORS AND OFFICERS
December 31, 2012

Joseph M. Haskins, M.D. Lookout Mtn., GA 30750	Chairman, President and Director	Chairman, CEO and Director	None	Banker
Rebecca A. Haskins Lookout Mtn., GA 30750	Secretary, Director	Director	None	None