

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):

December 31, 2013

Month / Day / Year

I, Tonia Guthrie

Reporter's Name, Street, and Mailing Address

DNB Financial Services, Inc.

Name of the Holding Company Director and Official

Legal Title of Holding Company

Chief Financial Officer

P.O. Box 2830

Title of the Holding Company Director and Official

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

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.

Douglas	GA	31534
City	State	Zip Code

211 East Ward Street Douglas, GA 31533

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:

Tonia Guthrie CFO

Name Title

912-720-7237

Area Code / Phone Number / Extension

912-384-2289

Area Code / FAX Number

tonia@dnbdouglas.com

E-mail Address

www.dnbdouglas.com

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

Signature of Holding Company Director and Official

04/14/2014

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 3049626
 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.

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>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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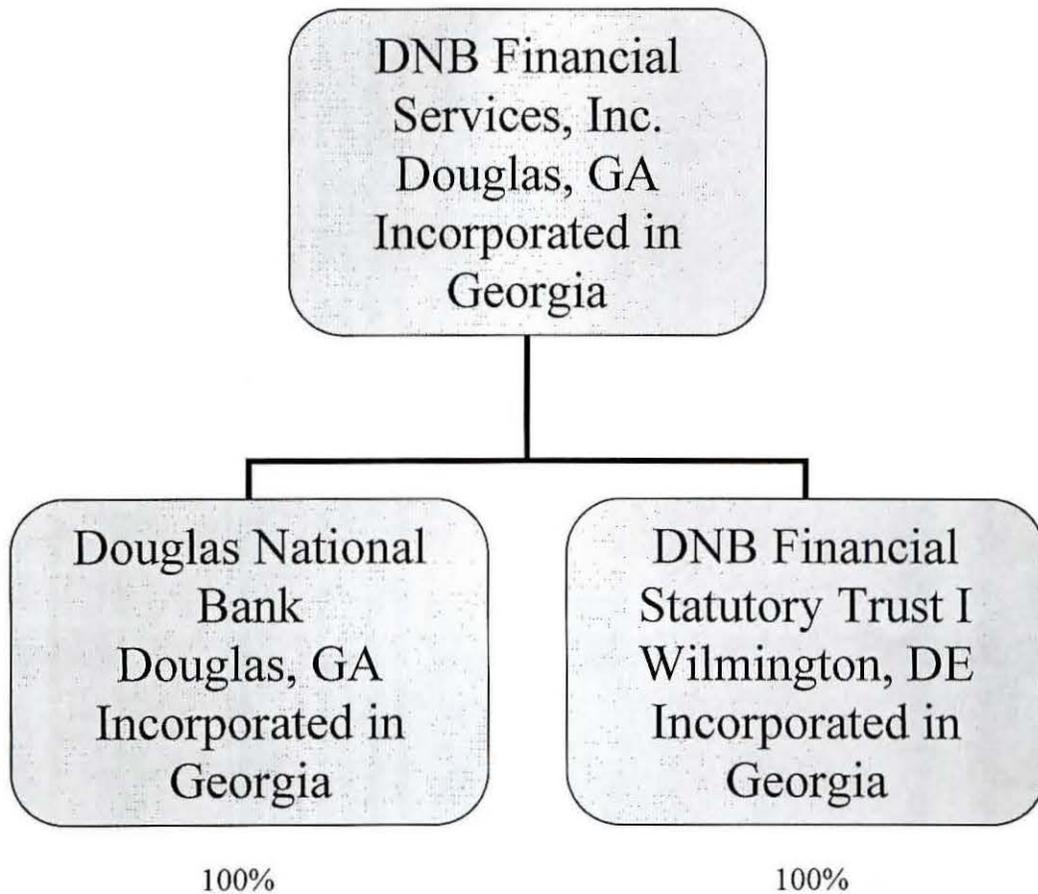
Revised

Form FR Y-6
Douglas National Bank
Douglas, Georgia
Fiscal Year Ending December 31, 2013

Report Item

- 1: a. The BHC is not required to prepare form 10K with the SEC.
- 1: b. The BHC does not prepare an annual report for its shareholders.

- 2: Organization Chart



Results: A list of branches for your depository institution: DOUGLAS NATIONAL BANK (ID_RSSD: 3049635).
 This depository institution is held by DNB FINANCIAL SERVICES, INC. (3049626) of DOUGLAS, 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)	3049635	DOUGLAS NATIONAL BANK	211 EAST WARD STREET	DOUGLAS	GA	31533	COFFEE	UNITED STATES	359847	0	DOUGLAS NATIONAL BANK	3049635	

Report Item 3: Shareholders
 Current Shareholders with ownership, control of holdings of 5% or more
 with power to vote as of 12/31/13

Name	ADDRESS	CITY, STATE	Country of Citizenship or Incorporation	SHARES OWNED	\$AMOUNT	% OWN
Margie Amin		Douglas, Ga	USA	52,000	552,000	6.2769%
Dr. Gregory G. Goggans		Douglas, Ga	USA	58,333	583,330	7.0413%
Kerry Van Moore		West Green, Ga	USA	80,333	1,243,330	9.6969%
Elton D. Brooks, Jr.		Douglas, Ga	USA	133,333	1,333,330	16.0945%
Luke E. Morgan		Douglas, Ga	USA	73,000	730,000	10.0189%
Stuart S. Smith		Douglas, Ga	USA	69,500	695,000	8.3893%
Diann V. Lott		Douglas, Ga	USA	45,000	450,000	5.4319%

Report Item 3 (2): None

Report Item 4: Directors and Officers	NAME	CITY, STATE	Country of Citizenship or Incorporation	Item 4 (3)(a) Bank Holding Company TITLE & POSITION	SHARES OWNED	\$AMOUNT	Item 4(4)a Bank Holding Company % OWN	Item 4(4)c List names of other companies if 25% or more of voting securities are held	Item 4(2) Principal occupation if other than with holding company organization
	Francis Lott	Douglas, Ga	USA	Director	21,666	216,660	2.6153%	Lott Properties, Inc.(100%) Lott Holdings, LLC (76.3%) Perimeter Place Associates, LP (49.5%) Lott Properties III, L.P. (48%)	CEO CEO CEO CEO
	Luke E. Morgan	Douglas, Ga	USA	EVP	73,000	730,000	10.0189%	N/A	N/A
	Stuart S. Smith	Douglas, Ga	USA	Director & President	69,500	695,000	8.3893%	N/A	N/A
	Tonia Guthrie	Douglas, Ga	USA	Insider & CFO	2,000	25,020	0.2414%	N/A	N/A
	Dr. Gregory G. Goggans	Douglas, Ga	USA	Director	58,333	583,330	7.0413%	Gregory Goggans, DMD, MS (50%)	Orthodontist
	Kerry Van Moore	West Green, Ga	USA	Director	80,333	1,243,330	9.6969%	N/A	Farmer
	Elton D. Brooks, Jr.	Douglas, Ga	USA	Director & Chairman	133,333	1,333,330	16.0945%	Brooks Aviation, Inc (100%) Advanced Industrial Components, Inc (99%) Douglas Helicopter, LLC (33.3%) Tradewind Turbine, LLC(51%) The Liberty Foundation, LLC Brooks Auto Parts Brooks Auto Supply	Pres/CEO Sec/Treas Member Member
	Nathaniel A. Carter, Jr.	Douglas, Ga	USA	Director	2,000	47,000	0.2414%	Specialized Structures, Inc. Ware Forest, Inc Madison Timberlands, LLC(50%) Hamilton Timberlands, LLC B C W Groves, Inc. Pineland Ablation-Hanger Toasty Foods of Douglas, LLC Toasty Foods of Brunswick, LLC BenTec, LLC Southeast Modular-Ellaville 301 Land Investment, LLC Med. Cab. Of Ocilla, LLC Med. Cab. Of Douglas, LLC Med. Cab. Of Alma, LLC Med. Cab. Of Hazlehurst, LLC Med. Cab. Of Waycross-Downtown, LLC Carter Marketing, LLC TMC RX Mgt., LLC Vidalia SC, LLC CT Realty, LLC MPC, LLC Med. Cab. Of Waycross, LLC Yellow Fly Plantation, LLC YellowFly Water, LLC Dover Hall Plantation, LLC Kingsway Productions, LLC	CEO CEO
	David Lott	Douglas, Ga	USA	Director	2,000	60,000	0.2414%	Superior Financial Management Services, LLC(100%) Douglas Investment Company, LLC(86%) LN Property Associates, LLC(77.4%) Crown Properties Group, LLC(38.7%) Evergreen Subdivision, LLC(43%) FDD, LLC(about 25%) ACC Ranch, LLC(100% owned by Clinton Lott, Jr. Trust for the benefit of David Lott and his children)	
	Item (4)(3)b	None							
	Item (4)(3)c	None							
	Item (4)(4)b	None							