

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, 2014

Month / Day / Year

N/a

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

I, **K.W. Gong**

Name of the Holding Company Director and Official

VP, CFO & Director

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.

Reporter's Name, Street, and Mailing Address
First Chatsworth Bankshares, Inc.

Legal Title of Holding Company

701 North Third Avenue / PO Box 889

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

| | | |
|-------------------|-----------|--------------|
| Chatsworth | GA | 30705 |
| City | State | Zip Code |

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.

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
K.W. Gong **VP, CFO & Director**

Name Title

706-695-9646

Area Code / Phone Number / Extension

706-517-5148

Area Code / FAX Number

kw.gong@fnbcga.com

E-mail Address

Signature of Holding Company Director and Official

02/06/2015

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 **1084481**
 C.I. _____

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

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, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

FORM FRY-6
FIRST CHATSWORTH BANKSHARES, INC.
CHATSWORTH, GEORGIA 30705
YEAR ENDING DECEMBER 31, 2014

REPORT ITEM 1a: FORM 10 K FILED WITH THE SECURITIES AND EXCHANGE COMMISSION.

NONE

REPORT ITEM 1 b: ANNUAL REPORT TO SHAREHOLDERS.
ANNUAL REPORT PROVIDED BY OUR AUDITORS, MAULDIN & JENKINS, CPA, LLC.
COPIES WILL FOLLOW.

ITEM # 2 (1)

ORGANIZATION CHART

FIRST CHATSWORTH BANKSHARES, INC.
701 NORTH THIRD AVENUE
CHATSWORTH, GEORGIA 30705
STATE OF INCORPORATION -GEORGIA

100%

FIRST NATIONAL COMMUNITY BANK
701 NORTH THIRD AVENUE
CHATSWORTH, GEORGIA 30705
STATE OF INCORPORATION -GEORGIA

100%

FIRST CHATSWORTH
CAPITAL TRUST I
701 NORTH THIRD AVENUE
CHATSWORTH, GEORGIA
30705
STATE OF INCOR -GEORGIA

FIRST CHATSWORTH BANKSHARES, INC OWNS 100.00% OF FIRST NATIONAL
COMMUNITY BANK & FIRST CHATSWORTH CAPITAL TRUST I AS OF
DECEMBER 31, 2013

ITEM # 2 b

| 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 | 450632 | THE FIRST NATIONAL BANK OF CHATSWORTH | ^701 N. THIRD AVE. | CHATSWORTH | GEORGIA | 30705 | MURRAY | UNITED STATES | 15542 | 0 | ^FIRST NATIONAL COMMUNITY BANK | 450632 |
| FULL SERVICE | 2606536 | DALTON OFFICE | 362 NORTHGATE DRIVE | DALTON | GEORGIA | 30721 | WHITFIELD | UNITED STATES | 254064 | 3 | ^FIRST NATIONAL ^FIRST NATIONAL | 450632 |
| LIMITED SERVICE | 328638 | ETON BRANCH | HWY.411 &286 | ETON | GEORGIA | 30724 | MURRAY | UNITED STATES | 254062 | 1 | ^FIRST NATIONAL ^FIRST NATIONAL | 450632 |

DECEMBER 31, 2014

ITEM # 3 (1)

SHAREHOLDERS OF RECORD, THAT DIRECTLY OR INDIRECTLY OWNS, CONTROLS, OR HOLDS WITH POWER TO VOTE 5 PERCENT OR MORE OF ANY CLASS OF VOTING SECURITIES OF THE BANK HOLDING COMPANY.

| | | | |
|--------|----------------|-------------------------|--|
| 1) | JOHN WATERS | | |
| 2) | U. S. A. | | |
| 3) | 484,514 SHARES | 63.48% OF VOTING SHARES | |
| FAMILY | 28247 SHARES | 3.70% OF VOTING SHARES | |
| TOTAL | 512,761 SHARES | 67.18% OF VOTING SHARES | |

| | | | |
|--------|-----------------------------------|------------------------|--|
| 1) | SUN INVESTMENTS, LLC JERRY SUN | | |
| 2) | U. S. A. | | |
| 3) | 68,617 SHARES | 8.99% OF VOTING SHARES | |
| FAMILY | | | |
| TOTAL | | | |

DECEMBER 31, 2014

ITEM # 3 (2)

- 1) NONE
- 2) N/A
- 3) N/A

ITEM # 4

DIRECTORS AND OFFICERS:

| | | | |
|----|--|----|---|
| 1) | J. ROLAND HARBIN CHATSWORTH, GEORGIA/USA | 1) | BRAD K. ROWE CHATSWORTH, GEORGIA/ USA |
| 2) | DIRECTOR OF FIRST NATIONAL COMMUNITY BANK | 2) | DIRECTOR OF FIRST NATIONAL COMMUNITY BANK |
| 3) | A) CHAIRMAN AND DIRECTOR B) DIRECTOR C) NONE | 3) | VICE PRESIDENT AND DIRECTOR |
| 4) | NUMBER OF SHARES AND PERCENTAGE OF EACH CLASS A) BANK HOLDING CO 17,454 SHARES OR 2.29% B) NONE C) NONE | 4) | NUMBER OF SHARES AND PERCENTAGE OF EACH CLASS A) BANK HOLDING CO. 918 SHARES OR '0.12%] B) NONE C) NONE |
| 1) | LAURICE TATUM | 1) | K. W. GONG DALTON, GEORGIA 30721/USA |
| 2) | PRESIDENT & CEO; DIRECTOR OF FIRST NATIONAL COMMUNITY BANK | 2) | EXECUTIVE VICE PRESIDENT AND DIRECTOR; CFO |
| 3) | PRESIDENT & CEO , DIRECTOR A) PRESIDENT & CEO , DIRECTOR OF HOLDING CO 1,025 SHARES OR .21% B) PRESIDENT & CEO , DIRECTOR OF BANK C) NONE | 3) | A) VP & SECRETARY OF HOLDING COMPANY CFO B) EXECUTIVE VICE PRESIDENT AND DIRECTOR CFO C) NONE |
| 4) | NUMBER OF SHARES AND PERCENTAGE OF EACH CLASS A) BANK HOLDING CO. 9,359 SHARES OR 1.226% B) NONE C) NONE | 4) | NUMBER OF SHARES AND PERCENTAGE OF EACH CLASS A) BANK HOLDING CO. 18,852 SHARES OR 2.47% B) NONE C) NONE |

REPORT ITEM 1a: FORM 10-K FILED WITH SECURITIES AND EXCHANGE COMMISSION:

NONE

REPORT ITEM 1b: ANNUAL REPORTS TO SHAREHOLDERS.

ANNUAL REPORT PROVIDED BY OUR AUDITORS,
P. C., COPY ATTACHED

REPORT ITEM 4:

12-31-14

4(1) NAME AND ADDRESS LAMAR DUNN

4(2) PRINCIPAL OCCUPATION, IF OTHER THAN WITH THE HOLDING COMPANY ORGANIZATION.
PRESIDENT & CEO OF INSURANCE SERVICE CORPORATION

4(3)(A) TITLE OR POSITION WITH THE BANK HOLDING COMPANY
DIRECTOR

4(3)(B) TITLE OR POSITION WITH ALL DIRECT AND INDIRECT SUBSIDIARIES OF THE BANK HOLDING COMPANY
DIRECTOR OF FIRST NATIONAL COMMUNITY BANK

4(3)(C) TITLE OR POSITION WITH ANY OTHER BUSINESS COMPANY IN WHICH THE PERSON IS A DIRECTOR, TRUSTEE, PARTNER, OR EXECUTIVE OFFICER.
PRESIDENT & CEO OF INSURANCE SERVICE CORPORATION

4(4) NUMBER OF SHARES AND PERCENTAGE OF EACH CLASS OF VOTING SECURITIES OWNED, CONTROLLED, OR HELD WITH POWER TO VOTE IN:

4(4)(A) THE BANK HOLDING COMPANY;
15,125 SHARES OR 1.98%

4(4)(B) DIRECT AND INDIRECT SUBSIDIARIES OF THE BANK HOLDING COMPANY;
NONE

4(4)(C) ANY OTHER BUSINESS COMPANY, IF 25 PERCENT OR MORE OF ITS OUTSTANDING VOTING SECURITIES OR PROPORTIONATE INTEREST IN A PARTNERSHIP ARE HELD.

REPORT ITEM 4:

12-31-14

4(1) NAME AND ADDRESS K. W. GONG
DALTON, GEORGIA 30721

4(2) PRINCIPAL OCCUPATION, IF OTHER THAN WITH THE HOLDING COMPANY ORGANIZATION.
DIRECTOR , EXECUTIVE VICE PRESIDENT , CASHIER, AND CFO
OF FIRST NATIONAL BANK OF CHATSWORTH.

4(3)(A) TITLE OR POSITION WITH THE BANK HOLDING COMPANY
DIRECTOR , VICE PRESIDENT & CORPORATE SECRETARY

4(3)(B) TITLE OR POSITION WITH ALL DIRECT AND INDIRECT SUBSIDIARIES OF THE BANK HOLDING COMPANY
DIRECTOR , EXECUTIVE VICE PRESIDENT , CASHIER, AND CFO
OF FIRST NATIONAL COMMUNITY BANK

4(3)(C) TITLE OR POSITION WITH ANY OTHER BUSINESS COMPANY IN WHICH THE PERSON IS A DIRECTOR, TRUSTEE, PARTNER, OR EXECUTIVE OFFICER.
NONE

4(4) NUMBER OF SHARES AND PERCENTAGE OF EACH CLASS OF VOTING SECURITIES OWNED, CONTROLLED, OR HELD WITH POWER TO VOTE IN:

4(4)(A) 18,852 SHARES OR 2.47%

ERR

4(4)(B) DIRECT AND INDIRECT SUBSIDIARIES OF THE BANK HOLDING COMPANY;
NONE

4(4)(C) ANY OTHER BUSINESS COMPANY, IF 25 PERCENT OR MORE OF ITS OUTSTANDING VOTING SECURITIES OR PROPORTIONATE INTEREST IN A PARTNERSHIP ARE HELD.
NONE

REPORT ITEM 4:

12-31-14

4(1) NAME AND ADDRESS J. ROLAND HARBIN
CHATSWORTH, GEORGIA 30705

4(2) PRINCIPAL OCCUPATION, IF OTHER THAN WITH THE HOLDING COMPANY ORGANIZATION.
RETIRED

4(3)(A) TITLE OR POSITION WITH THE BANK HOLDING COMPANY
CHAIRMAN

4(3)(B) TITLE OR POSITION WITH ALL DIRECT AND INDIRECT SUBSIDIARIES OF THE BANK HOLDING COMPANY
DIRECTOR OF FIRST NATIONAL COMMUNITY BANK

4(3)(C) TITLE OR POSITION WITH ANY OTHER BUSINESS COMPANY IN WHICH THE PERSON IS A DIRECTOR, TRUSTEE, PARTNER, OR EXECUTIVE OFFICER.
NONE

4(4) NUMBER OF SHARES AND PERCENTAGE OF EACH CLASS OF VOTING SECURITIES OWNED, CONTROLLED, OR HELD WITH POWER TO VOTE IN:

4(4)(A) THE BANK HOLDING COMPANY;
17,454 SHARES OR 2.29%; FAMILY 17,569 OR 2.30%

4(4)(B) DIRECT AND INDIRECT SUBSIDIARIES OF THE BANK HOLDING COMPANY;
NONE

4(4)(C) ANY OTHER BUSINESS COMPANY, IF 25 PERCENT OR MORE OF ITS OUTSTANDING VOTING SECURITIES OR PROPORTIONATE INTEREST IN A PARTNERSHIP ARE HELD.
NONE

REPORT ITEM 4:

12-31-14

- 4(1) NAME AND ADDRESS JOEY LENTS
CHATSWORTH, GEORGIA 30705
- 4(2) PRINCIPAL OCCUPATION, IF OTHER THAN WITH THE HOLDING COMPANY ORGANIZATION.
V. P. OF SALES- LEN-DAL CARPETS
- 4(3)(A) TITLE OR POSITION WITH THE BANK HOLDING COMPANY
DIRECTOR
- 4(3)(B) TITLE OR POSITION WITH ALL DIRECT AND INDIRECT SUBSIDIARIES OF THE BANK HOLDING COMPANY
DIRECTOR OF FIRST NATIONAL COMMUNITY BANK
- 4(3)(C) TITLE OR POSITION WITH ANY OTHER BUSINESS COMPANY IN WHICH THE PERSON IS A DIRECTOR, TRUSTEE, PARTNER, OR EXECUTIVE OFFICER.
L & M RENTALS 6% PARTNER
LENTS FARMS 100%
JOEY LENTS RENTALS 100%
LEN-DAL CARPETS 26.55% PARTNER- VICE PRESIDENT OF SALES
- 4(4) NUMBER OF SHARES AND PERCENTAGE OF EACH CLASS OF VOTING SECURITIES OWNED, CONTROLLED, OR HELD WITH POWER TO VOTE IN:
- 4(4)(A) THE BANK HOLDING COMPANY;
26,431 SHARES OR 3.46%; FAMILY 26,485 OR 3.47%
- 4(4)(B) DIRECT AND INDIRECT SUBSIDIARIES OF THE BANK HOLDING COMPANY;
NONE
- 4(4)(C) ANY OTHER BUSINESS COMPANY, IF 25 PERCENT OR MORE OF ITS OUTSTANDING VOTING SECURITIES OR PROPORTIONATE INTEREST IN A PARTNERSHIP ARE HELD.
L & M RENTALS 6% PARTNER
LENTS FARMS 100%
JOEY LENTS RENTALS 100%
LEN-DAL CARPETS 26.55% PARTNER

REPORT ITEM 4:

12-31-14

- 4(1) NAME AND ADDRESS MONA G. LINDER
CHATSWORTH, GEORGIA 30705
- 4(2) PRINCIPAL OCCUPATION, IF OTHER THAN WITH THE HOLDING COMPANY ORGANIZATION.
RETIRED
- 4(3)(A) TITLE OR POSITION WITH THE BANK HOLDING COMPANY
DIRECTOR
- 4(3)(B) TITLE OR POSITION WITH ALL DIRECT AND INDIRECT SUBSIDIARIES OF THE BANK HOLDING COMPANY
DIRECTOR OF FIRST NATIONAL COMMUNITY BANK
- 4(3)(C) TITLE OR POSITION WITH ANY OTHER BUSINESS COMPANY IN WHICH THE PERSON IS A DIRECTOR, TRUSTEE, PARTNER, OR EXECUTIVE OFFICER.
NONE
- 4(4) NUMBER OF SHARES AND PERCENTAGE OF EACH CLASS OF VOTING SECURITIES OWNED, CONTROLLED, OR HELD WITH POWER TO VOTE IN:
- 4(4)(A) THE BANK HOLDING COMPANY;
1,962 SHARES OR .26%; FAMILY 2,537 SHARES OR .33%
- 4(4)(B) DIRECT AND INDIRECT SUBSIDIARIES OF THE BANK HOLDING COMPANY;
NONE
- 4(4)(C) ANY OTHER BUSINESS COMPANY, IF 25 PERCENT OR MORE OF ITS OUTSTANDING VOTING SECURITIES OR PROPORTIONATE INTEREST IN A PARTNERSHIP ARE HELD.
NONE

REPORT ITEM 4:

12-31-14

4(1) NAME AND ADDRESS LINDA PEEPLES
DALTON, GEORGIA 30720

4(2) PRINCIPAL OCCUPATION, IF OTHER THAN WITH THE HOLDING COMPANY ORGANIZATION.
RETIRED

4(3)(A) TITLE OR POSITION WITH THE BANK HOLDING COMPANY
DIRECTOR

4(3)(B) TITLE OR POSITION WITH ALL DIRECT AND INDIRECT SUBSIDIARIES OF THE BANK HOLDING COMPANY
DIRECTOR OF FIRST NATIONAL COMMUNITY BANK

4(3)(C) TITLE OR POSITION WITH ANY OTHER BUSINESS COMPANY IN WHICH THE PERSON IS A DIRECTOR, TRUSTEE, PARTNER, OR EXECUTIVE OFFICER.
NONE

4(4) NUMBER OF SHARES AND PERCENTAGE OF EACH CLASS OF VOTING SECURITIES OWNED, CONTROLLED, OR HELD WITH POWER TO VOTE IN:

4(4)(A) THE BANK HOLDING COMPANY;
3,548 SHARES OR .46%;

4(4)(B) DIRECT AND INDIRECT SUBSIDIARIES OF THE BANK HOLDING COMPANY;
NONE

4(4)(C) ANY OTHER BUSINESS COMPANY, IF 25 PERCENT OR MORE OF ITS OUTSTANDING VOTING SECURITIES OR PROPORTIONATE INTEREST IN A PARTNERSHIP ARE HELD.
NONE

REPORT ITEM 4:

12-31-14

4(1) NAME AND ADDRESS JERRY PETTY
CRANDALL, GEORGIA 30711-5100

4(2) PRINCIPAL OCCUPATION, IF OTHER THAN WITH THE HOLDING COMPANY ORGANIZATION.
TREASURER PETTY DAIRY, INC.

4(3)(A) TITLE OR POSITION WITH THE BANK HOLDING COMPANY
DIRECTOR

4(3)(B) TITLE OR POSITION WITH ALL DIRECT AND INDIRECT SUBSIDIARIES OF THE BANK HOLDING COMPANY
DIRECTOR OF FIRST NATIONAL COMMUNITY BANK

4(3)(C) TITLE OR POSITION WITH ANY OTHER BUSINESS COMPANY IN WHICH THE PERSON IS A DIRECTOR, TRUSTEE, PARTNER, OR EXECUTIVE OFFICER.
TREASURER PETTY DAIRY, INC.

4(4) NUMBER OF SHARES AND PERCENTAGE OF EACH CLASS OF VOTING SECURITIES OWNED, CONTROLLED, OR HELD WITH POWER TO VOTE IN:

4(4)(A) THE BANK HOLDING COMPANY;
11,903 SHARES OR 1.56%

4(4)(B) DIRECT AND INDIRECT SUBSIDIARIES OF THE BANK HOLDING COMPANY;
NONE

4(4)(C) ANY OTHER BUSINESS COMPANY, IF 25 PERCENT OR MORE OF ITS OUTSTANDING VOTING SECURITIES OR PROPORTIONATE INTEREST IN A PARTNERSHIP ARE HELD.
NONE SHARES

REPORT ITEM 4:

12-31-14

4(1) NAME AND ADDRESS JAMES H. PHILLIPS
DALTON, GEORGIA 30722-1105

4(2) PRINCIPAL OCCUPATION, IF OTHER THAN WITH THE HOLDING COMPANY ORGANIZATION.
RETIRED ATTORNEY

4(3)(A) TITLE OR POSITION WITH THE BANK HOLDING COMPANY
DIRECTOR

4(3)(B) TITLE OR POSITION WITH ALL DIRECT AND INDIRECT SUBSIDIARIES OF THE BANK HOLDING COMPANY
NONE

4(3)(C) TITLE OR POSITION WITH ANY OTHER BUSINESS COMPANY IN WHICH THE PERSON IS A DIRECTOR, TRUSTEE, PARTNER, OR EXECUTIVE OFFICER.

| | |
|------------------------------------|---------|
| RIDGEFIELD PROPERTIES, LLC 33 1/3% | PARTNER |
| FIELDS FERRY DEVELOPMENT 50% | PARTNER |

4(4) NUMBER OF SHARES AND PERCENTAGE OF EACH CLASS OF VOTING SECURITIES OWNED, CONTROLLED, OR HELD WITH POWER TO VOTE IN:

4(4)(A) THE BANK HOLDING COMPANY;
913 SHARES OR .12%

4(4)(B) DIRECT AND INDIRECT SUBSIDIARIES OF THE BANK HOLDING COMPANY;
NONE

4(4)(C) ANY OTHER BUSINESS COMPANY, IF 25 PERCENT OR MORE OF ITS OUTSTANDING VOTING SECURITIES OR PROPORTIONATE INTEREST IN A PARTNERSHIP ARE HELD.

| |
|------------------------------------|
| RIDGEFIELD PROPERTIES, LLC 33 1/3% |
| FIELDS FERRY DEVELOPMENT 50% |

REPORT ITEM 4:

12-31-14

4(1) NAME AND ADDRESS BRAD K. ROWE
CHATSWORTH, GEORGIA 30705

4(2) PRINCIPAL OCCUPATION, IF OTHER THAN WITH THE HOLDING COMPANY ORGANIZATION.
VICE PRESIDENT OF THE FIRST NATIONAL COMMUNITY BANK
RETIRED 12-31-2011

4(3)(A) TITLE OR POSITION WITH THE BANK HOLDING COMPANY
VICE PRESIDENT & DIRECTOR

4(3)(B) TITLE OR POSITION WITH ALL DIRECT AND INDIRECT SUBSIDIARIES OF THE BANK HOLDING COMPANY
DIRECTOR & VICE PRESIDENT OF THE FIRST NATIONAL CUMMUNITY BANK
RETIRED AS VP ON 12-31-2011

4(3)(C) TITLE OR POSITION WITH ANY OTHER BUSINESS COMPANY IN WHICH THE PERSON IS A DIRECTOR, TRUSTEE, PARTNER, OR EXECUTIVE OFFICER.
NONE

4(4) NUMBER OF SHARES AND PERCENTAGE OF EACH CLASS OF VOTING SECURITIES OWNED, CONTROLLED, OR HELD WITH POWER TO VOTE IN:

4(4)(A) THE BANK HOLDING COMPANY;
793 SHARES OR .1039% OR FAMILY 918 OR .12%

4(4)(B) DIRECT AND INDIRECT SUBSIDIARIES OF THE BANK HOLDING COMPANY;
NONE

4(4)(C) ANY OTHER BUSINESS COMPANY, IF 25 PERCENT OR MORE OF ITS OUTSTANDING VOTING SECURITIES OR PROPORTIONATE INTEREST IN A PARTNERSHIP ARE HELD.
NONE

REPORT ITEM 4:

12-31-14

4(1) NAME AND ADDRESS LAURICE TATUM

4(2) PRINCIPAL OCCUPATION, IF OTHER THAN WITH THE HOLDING COMPANY ORGANIZATION.
DIRECTOR, PRESIDENT & CEO OF FIRST NATIONAL COMMUNITY BANK

4(3)(A) TITLE OR POSITION WITH THE BANK HOLDING COMPANY
DIRECTOR, PRESIDENT & CEO

4(3)(B) TITLE OR POSITION WITH ALL DIRECT AND INDIRECT SUBSIDIARIES OF THE BANK HOLDING COMPANY
DIRECTOR, PRESIDENT & CEO OF FIRST NATIONAL COMMUNITY BANK

4(3)(C) TITLE OR POSITION WITH ANY OTHER BUSINESS COMPANY IN WHICH THE PERSON IS A DIRECTOR, TRUSTEE, PARTNER, OR EXECUTIVE OFFICER.
VENUS PROPERTIES, LLC

4(4) NUMBER OF SHARES AND PERCENTAGE OF EACH CLASS OF VOTING SECURITIES OWNED, CONTROLLED, OR HELD WITH POWER TO VOTE IN:

4(4)(A) THE BANK HOLDING COMPANY;
9,359 SHARES OR 1.226%

4(4)(B) DIRECT AND INDIRECT SUBSIDIARIES OF THE BANK HOLDING COMPANY;
NONE

4(4)(C) ANY OTHER BUSINESS COMPANY, IF 25 PERCENT OR MORE OF ITS OUTSTANDING VOTING SECURITIES OR PROPORTIONATE INTEREST IN A PARTNERSHIP ARE HELD.
VENUS PROPERTIES, LLC

12-31-14
REPORT ITEM 4:

- 4(1) NAME AND ADDRESS STACY TOMBLIN

- 4(2) PRINCIPAL OCCUPATION, IF OTHER THAN WITH THE HOLDING COMPANY ORGANIZATION.
CFO , UNITED MINERALS & PROPERTIES DBA CIMBAR PERFORMANCE MINERALS,
CIMBAR PERFORMANCE MINERALS MV, LLC
CIMBAR PERFORMANCE MINERALS WV, LLC
PERFORMATEX, LLC
C & A GRINDING, LLC
CIMBAR PERFORMANCE MINERALS INC.
DIRECTOR- CIMBAR PERFORMANCE MINERALS MV, LLC
- 4(3)(A) TITLE OR POSITION WITH THE BANK HOLDING COMPANY
DIRECTOR
- 4(3)(B) TITLE OR POSITION WITH ALL DIRECT AND INDIRECT SUBSIDIARIES OF THE BANK HOLDING COMPANY
DIRECTOR OF FIRST NATIONAL COMMUNITY BANK

- 4(3)(C) TITLE OR POSITION WITH ANY OTHER BUSINESS COMPANY IN WHICH THE PERSON IS A DIRECTOR, TRUSTEE, PARTNER, OR EXECUTIVE OFFICER.
CFO , UNITED MINERALS & PROPERTIES DBA CIMBAR PERFORMANCE MINERALS,
CIMBAR PERFORMANCE MINERALS MV, LLC
CIMBAR PERFORMANCE MINERALS WV, LLC
PERFORMATEX, LLC
C & A GRINDING, LLC
CIMBAR PERFORMANCE MINERALS INC.
DIRECTOR- CIMBAR PERFORMANCE MINERALS MV, LLC
- 4(4) NUMBER OF SHARES AND PERCENTAGE OF EACH CLASS OF VOTING SECURITIES OWNED, CONTROLLED, OR HELD WITH POWER TO VOTE IN:
- 4(4)(A) THE BANK HOLDING COMPANY;
2,342 SHARES OR .31%; family 2,542 OR .33%
- 4(4)(B) DIRECT AND INDIRECT SUBSIDIARIES OF THE BANK HOLDING COMPANY;

- 4(4)(C) ANY OTHER BUSINESS COMPANY, IF 25 PERCENT OR MORE OF ITS OUTSTANDING VOTING SECURITIES OR PROPORTIONATE INTEREST IN A PARTNERSHIP ARE HELD.
NONE

REPORT ITEM 4:

12-31-14

4(1) NAME AND ADDRESS MICHAEL TUCK
CHATSWORTH, GOERGIA 30705

4(2) PRINCIPAL OCCUPATION, IF OTHER THAN WITH THE HOLDING COMPANY ORGANIZATION.
SCHOOL ADMINISTRATION/ ATTORNEY

4(3)(A) TITLE OR POSITION WITH THE BANK HOLDING COMPANY
DIRECTOR

4(3)(B) TITLE OR POSITION WITH ALL DIRECT AND INDIRECT SUBSIDIARIES OF THE BANK HOLDING COMPANY
DIRECTOR OF FIRST NATIONAL CUMMUNITY BANK

4(3)(C) TITLE OR POSITION WITH ANY OTHER BUSINESS COMPANY IN WHICH THE PERSON IS A DIRECTOR, TRUSTEE, PARTNER, OR EXECUTIVE OFFICER.

4(4) NUMBER OF SHARES AND PERCENTAGE OF EACH CLASS OF VOTING SECURITIES OWNED, CONTROLLED, OR HELD WITH POWER TO VOTE IN:

4(4)(A) THE BANK HOLDING COMPANY;
50 SHARES OR .0065%

4(4)(B) DIRECT AND INDIRECT SUBSIDIARIES OF THE BANK HOLDING COMPANY;
NONE

4(4)(C) ANY OTHER BUSINESS COMPANY, IF 25 PERCENT OR MORE OF ITS OUTSTANDING VOTING SECURITIES OR PROPORTIONATE INTEREST IN A PARTNERSHIP ARE HELD.
NONE

REPORT ITEM 4:

12-31-14

4(1) NAME AND ADDRESS JOHN H. WATERS
CHATSWORTH, GEORGIA 30705

4(2) PRINCIPAL OCCUPATION, IF OTHER THAN WITH THE HOLDING COMPANY ORGANIZATION.
PRESIDENT OF UNITED MINERALS AND PROPERTIES, INC.;

4(3)(A) TITLE OR POSITION WITH THE BANK HOLDING COMPANY
DIRECTOR

4(3)(B) TITLE OR POSITION WITH ALL DIRECT AND INDIRECT SUBSIDIARIES OF THE BANK HOLDING COMPANY
CHAIRMAN OF FIRST NATIONAL COMMUNITY BANK; DIRECTOR

4(3)(C) TITLE OR POSITION WITH ANY OTHER BUSINESS COMPANY IN WHICH THE PERSON IS A DIRECTOR, TRUSTEE, PARTNER, OR EXECUTIVE OFFICER.

| | |
|-------------------------------------|------------------------|
| BADGER INDUSTRIES, INC. 100% | PRESIDENT AND DIRECTOR |
| UNITED MINERALS & PROPERTIES, INC. | PRESIDENT |
| CIMBAR PERFORMANCE MINERALS MV LLC | MEMBER |
| PEFORMA TEX, LLC 52% | PRESIDENT |
| CIMBAR PERFORMANCE MINERALS WV, LLC | MEMBER |
| CIMBAR PERFORMANCE MINERALS OH, LLC | MEMBER |
| C & A GRINDING LLC | MEMBER |

4(4) NUMBER OF SHARES AND PERCENTAGE OF EACH CLASS OF VOTING SECURITIES OWNED, CONTROLLED, OR HELD WITH POWER TO VOTE IN:

4(4)(A) THE BANK HOLDING COMPANY;
484,514 SHARES OR 63.48% FAMILY TOTAL 512,761 SHARES OR 67.18%

4(4)(B) DIRECT AND INDIRECT SUBSIDIARIES OF THE BANK HOLDING COMPANY;
NONE

4(4)(C) ANY OTHER BUSINESS COMPANY, IF 25 PERCENT OR MORE OF ITS OUTSTANDING VOTING SECURITIES OR PROPORTIONATE INTEREST IN A PARTNERSHIP ARE HELD.

| | SHARES |
|--|--------|
| BADGER INDUSTRIES, INC. 100% | 10,000 |
| UNITED MINERALS, INC & PROPERTIES, INC. 100% | 10,000 |
| CIMBAR PERFORMANCE MINERALS MV LLC 25% | |
| PEFORMA TEX, LLC 52% | |