



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, H. Palmer Proctor, Jr
Name of the Holding Company Director and Official
Director and President
Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

Fidelity Southern Corporation
Legal Title of Holding Company
P O Box 105075

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.

(Mailing Address of the Holding Company) Street / P.O. Box
Atlanta GA 30348
City State Zip Code

3490 Piedmont Road, Atlanta, GA 30305
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:

Lisa Kunkler Senior Financial Analyst
Name Title

404-639-6891
Area Code / Phone Number / Extension

404-639-6565
Area Code / FAX Number

lisa.kunkler@lionbank.com
E-mail Address

H. Palmer Proctor, Jr, President
Signature of Holding Company Director and Official
3-27-14
Date of Signature

www.fidelitysouthern.com
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

For Federal Reserve Bank Use Only

RSSD ID 1081118
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	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical location (if different from mailing address)	Physical location (if different from mailing address)
Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical location (if different from mailing address)	Physical location (if different from mailing address)
Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical location (if different from mailing address)	Physical location (if different from mailing address)
Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical location (if different from mailing address)	Physical location (if different from mailing address)

FORM FR Y - 6

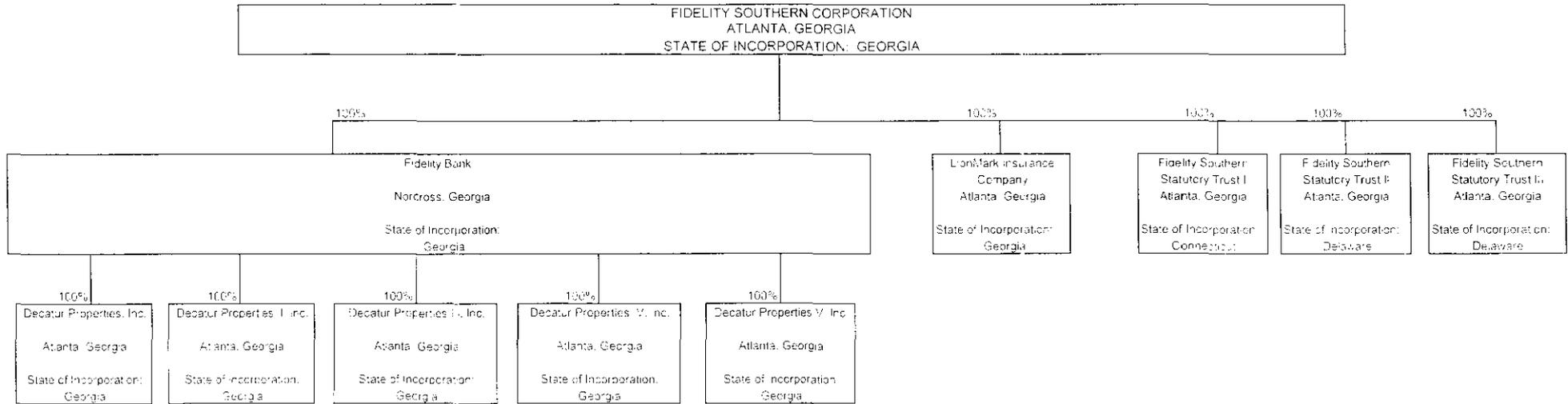
FIDELITY SOUTHERN CORPORATION
 Atlanta, Georgia
 Fiscal Year Ending December 31, 2013

Report Item:

1: ANNUAL REPORT TO SHAREHOLDERS

Fidelity Southern Corporation is registered with the Securities and Exchange Commission, CIK 0000822662.
 The 10-K for the fiscal year end December 31, 2013 was filed March 14, 2014 and amended on Form 10-K/A on March 25, 2014.

2a: ORGANIZATION CHART



2b: DOMESTIC BRANCH LISTING - Submitted via Email to FRB Atlanta on March 27, 2014

Results: A list of branches for your holding company: FIDELITY SOUTHERN CORPORATION (1081118) of ATLANTA, GA. The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

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
Change		Full Service (Head Office)	598534	FIDELITY BANK	3500 HOLCOMB BRIDGE ROAD	NORCROSS	GA	30092	GWINNETT	UNITED STATES	14825	0	FIDELITY BANK	598534	Correction, Removed Suite #
Change		Full Service	3651850	JACKSONVILLE BRANCH	9802 BAYMEADOWS ROAD	JACKSONVILLE	FL	32256	DUVAL	UNITED STATES	464809	24	FIDELITY BANK	598534	Removed Office from the Popular Name
OK		Full Service	4386597	JONES BRIDGE BRANCH	10905 JONES BRIDGE ROAD	ALPHARETTA	GA	30022	FULTON	UNITED STATES	Not Required	Not Required	FIDELITY BANK	598534	
OK		Full Service	320230	BUCKHEAD BRANCH	3490 PIEDMONT ROAD NE	ATLANTA	GA	30305	FULTON	UNITED STATES	252879	5	FIDELITY BANK	598534	
OK		Full Service	318433	PEACHTREE CENTER BRANCH	260 PEACHTREE STREET NE, SUITE 100	ATLANTA	GA	30303	FULTON	UNITED STATES	252878	2	FIDELITY BANK	598534	
OK		Full Service	4496133	PEACHTREE MEDICAL BRANCH	2061 PEACHTREE ROAD, SUITE 150	ATLANTA	GA	30309	FULTON	UNITED STATES	Not Required	Not Required	FIDELITY BANK	598534	
OK		Full Service	222235	PERIMETER CENTER BRANCH	2 PERIMETER CENTER EAST NE	ATLANTA	GA	30346	DEKALB	UNITED STATES	252882	10	FIDELITY BANK	598534	
OK		Full Service	2706043	PERIMETER CENTER WEST BRANCH	135 PERIMETER CENTER WEST	ATLANTA	GA	30346	DEKALB	UNITED STATES	252891	19	FIDELITY BANK	598534	
OK		Full Service	4566344	PONCE DE LEON BRANCH	494 PONCE DE LEON AVENUE	ATLANTA	GA	30308	FULTON	UNITED STATES	Not Required	Not Required	FIDELITY BANK	598534	
Change		Full Service	1949058	POWERS FERRY BRANCH	2401 WINDY RIDGE PARKWAY	ATLANTA	GA	30339	Cobb	UNITED STATES	284048	8	FIDELITY BANK	598534	Correction of County where this branch is located.
OK		Full Service	2405618	TOCO HILLS BRANCH	2936 NORTH DRUID HILLS ROAD	ATLANTA	GA	30329	DEKALB	UNITED STATES	252885	13	FIDELITY BANK	598534	
Change		Full Service	1949302	VININGS BRANCH	3020 PACES MILL ROAD, SUITE 150	ATLANTA	GA	30339	COBB	UNITED STATES	282699	9	FIDELITY BANK	598534	Removed Office from the Popular Name
OK		Full Service	3482689	CONYERS BRANCH	1945 HIGHWAY 138 NE	CONYERS	GA	30013-1203	ROCKDALE	UNITED STATES	455254	22	FIDELITY BANK	598534	
OK		Full Service	4408118	CUMMING BRANCH	2740 NUCKOLLS ROAD	CUMMING	GA	30041	FORSYTH	UNITED STATES	532134	36	FIDELITY BANK	598534	
OK		Full Service	2441193	DECATUR BRANCH	160 CLAIREMONT AVENUE	DECATUR	GA	30030	DEKALB	UNITED STATES	252887	15	FIDELITY BANK	598534	
OK		Full Service	475738	DUNWOODY BRANCH	1425 DUNWOODY VILLAGE PKWY	DUNWOODY	GA	30338	DEKALB	UNITED STATES	252880	6	FIDELITY BANK	598534	
Change		Full Service	3308190	LAKE OCONEE BRANCH	1010 PARK PLACE BLVD.	GREENSBORO	GA	30642	GREENE	UNITED STATES	446290	31	FIDELITY BANK	598534	Removed Community and Office from the Popular Name
Change		Full Service	2479945	LAWRENCEVILLE BRANCH	415 GRAYSON HIGHWAY	LAWRENCEVILLE	GA	30046	GWINNETT	UNITED STATES	252888	16	FIDELITY BANK	598534	Removed Grayson from the popular name.
OK		Full Service	2706025	RIVER EXCHANGE BRANCH	2080 RIVERSIDE PARKWAY	LAWRENCEVILLE	GA	30043	GWINNETT	UNITED STATES	252892	20	FIDELITY BANK	598534	
OK		Full Service	3397279	BELLS FERRY BRANCH	1220 COBB PARKWAY NORTH	MARIETTA	GA	30062	COBB	UNITED STATES	445700	35	FIDELITY BANK	598534	
OK		Full Service	2420862	CANTON ROAD BRANCH	830 OLD PIEDMONT ROAD	MARIETTA	GA	30066	COBB	UNITED STATES	252886	14	FIDELITY BANK	598534	
Change		Full Service	2210960	MERCHANTS WALK BRANCH	1223 JOHNSON FERRY ROAD	MARIETTA	GA	30068	COBB	UNITED STATES	252883	11	FIDELITY BANK	598534	Removed Office from the Popular Name

OK		Full Service	4415376	SOUTH COBB DRIVE BRANCH	833 SOUTH COBB DRIVE SOUTHEAST	MARIETTA	GA	30060	COBB	UNITED STATES	Not Required	Not Required	FIDELITY BANK	598534	
OK		Full Service	4304162	MCDONOUGH BRANCH	1375 HIGHWAY 20 WEST	MCDONOUGH	GA	30253	HENRY	UNITED STATES	521337	26	FIDELITY BANK	598534	
OK		Full Service	2706061	SOUTHLAKE BRANCH	1267 SOUTHLAKE CIRCLE	MORROW	GA	30260	CLAYTON	UNITED STATES	252890	18	FIDELITY BANK	598534	
Change		Full Service	3639401	NEWNAN BRANCH	102 NEWNAN CROSSING BYPASS	NEWNAN	GA	30265	COWETA	UNITED STATES	462465	23	FIDELITY BANK	598534	Removed Office from the Popular Name
OK		Full Service	476230	ROSWELL BRANCH	1325 HEMBREE ROAD	ROSWELL	GA	30076	FULTON	UNITED STATES	252884	12	FIDELITY BANK	598534	
OK		Full Service	1404043	ROSWELL CRABAPPLE BRANCH	10920 CRABAPPLE RD	ROSWELL	GA	30075	FULTON	UNITED STATES	252881	7	FIDELITY BANK	598534	
OK		Full Service	537935	SANDY SPRINGS BRANCH	225 SANDY SPRINGS CIRCLE	SANDY SPRINGS	GA	30328	FULTON	UNITED STATES	252877	3	FIDELITY BANK	598534	
OK		Full Service	3448144	SUGARLOAF BRANCH	1115 OLD PEACHTREE ROAD NW	SIWANEE	GA	30024	GWINNETT	UNITED STATES	451614	21	FIDELITY BANK	598534	
Change		Full Service	194039	NORTHLAKE BRANCH	2255 NORTHLAKE PARKWAY	TUCKER	GA	30084	DEKALB	UNITED STATES	252875	1	FIDELITY BANK	598534	Removed Office from the Popular Name
ADD	12/12/2013	Full Service	4598402	State Bridge Branch	5960 State Bridge RD	Johns Creek	GA	30097	Fulton	UNITED STATES	Not Required	Not Required	FIDELITY BANK	598534	
OK		Full Service	3653014	WINDER BRANCH	20 WEST MAY STREET	WINDER	GA	30680	BARROW	UNITED STATES	478963	25	FIDELITY BANK	598534	

FORM FR Y - 6

FIDELITY SOUTHERN CORPORATION
 Fiscal Year Ending December 31, 2013

REPORT ITEM 3: Securities Holders

(1) Shareholders of record that directly or indirectly own, control, or hold with power to vote 5% or more of any class voting securities of the bank holding company.

<u>NAME AND ADDRESS</u>	<u>COUNTRY</u>	<u># OF SHARES OWNED/CONTROLLED</u>	<u>Class of Voting securities</u>	<u>% OF SHARES OUTSTANDING</u>
James B. Miller, Jr. Atlanta, GA.	U.S.A.	3,250,250 16,667	Common Stock Options on Common Stock	15% Less than 1%
U. S. Treasury Washington, DC	U.S.A.	2,612,973	Warrants on Common Stock	12%
Wellington Management Co. LLP Boston, MA	U.S.A.	1,995,233	Common Stock	9%
Basswood Capital Management LLC New York, NY	U.S.A.	1,972,269	Common Stock	9%
The Banc Funds Co LLC Chicago, IL	U.S.A.	1,449,850	Common Stock	7%

(2) Shareholder not listed in section 3(1) above that owned or controlled 5% or more of any class of voting securities in the bank holding company during 2013.

<u>NAME AND ADDRESS</u>	<u>COUNTRY</u>	<u># OF SHARES OWNED/CONTROLLED</u>	<u>% OF SHARES OUTSTANDING</u>
-------------------------	----------------	-------------------------------------	--------------------------------

There are no shareholders that meet the criteria for 3-2.

FORM FR Y - 6
FIDELITY SOUTHERN CORPORATION
Fiscal Year Ending December 31, 2013

Report Item 4: Insiders

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	4(a)	4(b)	4(c)
Addresses	Principal Occupation	Title & Position w/BHC	Title & Position w/subsidiaries	Title & Position w/other businesses	Shares with BHC	Shares with Subs	List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and % of voting securities held)
David R. Bockel Fairfax, VA	(Ret)Military	Director	Director - Fidelity Bank	Veteran's Program Liaison for the Governor's Office of Workforce Development Coordinating Committee	1	None	N/A
Stephen H. Brolly Alpharetta, Ga	Banking	CFO	CFO - Fidelity Bank CFO - LionMark Ins. Co.	None	1	None	N/A
David Buchanan Lawrenceville, Ga.	Banking	Vice President	Executive Vice President - Fidelity Bank Director & Pres. - LionMark Ins. Co.	None	11	None	N/A
Wm. Millard Choate Atlanta, Ga.	Construction	Director	Director - Fidelity Bank	President, Atlantis Construction Managing Member, Newcastle Properties, LLC Managing Member, Structured Properties, LLC Managing Member, JM Investors, LLC Managing Member, Hammer Property Management, LLC Limited Partner, MSC Ventures LLLP President, Choate Construction Co. Managing Member, Choate Construction Services, LLC Managing Member, Choate Construction Group, LLC Managing Member, MSC Holdings, LLC Member, S.A. Boca II, LLC President, Choate Design & Build Co. CEO, Atlantis Group, Inc. Managing Member, Northridge Plaza LLC Managing Member, SEK Investments, LLC Managing Member, Mulberry Apartments, LLC Managing Member, Huntsville Alabama Apartments, LLC Managing Member, Raleigh Apartments, LLC Managing Member, Woodstock Multiuse, LLC	1	None	Atlantis Construction Co - 100% Newcastle Properties - 100% Structured Properties, LLC - 100% JM Investors, LLC - 100% Hammer Property Management, LLC - 100% MSC Ventures LLLP - 90% Choate Construction Co - 69% Choate Construction Services, LLC - 62.76% Choate Construction Group, LLC - 64.75% MSC Holdings, LLC - 49% S.A. Boca II, LLC - 50% N/A N/A Northridge Plaza LLC - 99% SEK Investments, LLC - 100% Mulberry Apartments, LLC - 100% Huntsville Alabama Apartments, LLC - 100% Raleigh Apartments, LLC - 100% Woodstock Multiuse, LLC - 100%
Donald A. Harp, Jr. Atlanta, Ga.	Minister	Director	Director - Fidelity Bank	Adjunct Professor - Candler School of Theology, Emory University Minister Emeritus - Peachtree Road United Methodist Church	1	None	N/A
Kevin S. King Atlanta, Ga.	Law	Director	Director - Fidelity Bank	Sole Proprietor, Kevin King Law Office Director and VP, Innovative Solutions for Disadvantaged & Disability, Inc. Director, High Point Civic Assoc. Chair and Member (Volunteer),	1	None	Kevin King Law Office - 100% N/A N/A N/A

* Less than one percent

Revised

FORM FR Y - 6
 FIDELITY SOUTHERN CORPORATION
 Fiscal Year Ending December 31, 2013

Report Item 4: Insiders

(1) Addresses	(2) Principal Occupation	(3)(a) Title & Position w/BHC	(3)(b) Title & Position w/subsidiaries	(3)(c) Title & Position w/other businesses	(4)(a) % Voting Shares with BHC	(4)(b) % Voting Shares with Subs	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and % of voting securities held)
David R. Bockel Fairfax, VA	(Ret.)Military	Director	Director - Fidelity Bank	Veteran's Program Liaison for the Governor's Office of Workforce Development Coordinating Committee	*	None	N/A
Stephen H. Broly Alpharetta, Ga	Banking	CFO	CFO - Fidelity Bank CFO - LionMark Ins. Co.	None	*	None	N/A
David Buchanan Lawrenceville, Ga	Banking	Vice President	Executive Vice President - Fidelity Bank Director & Pres - LionMark Ins. Co.	None	1%	None	N/A
Wm. Millard Choate Atlanta, Ga.	Construction	Director	Director - Fidelity Bank	President, Atlantis Construction Managing Member, Newcastle Properties, LLC Managing Member, Structured Properties, LLC Managing Member, JM Investors, LLC Managing Member, Hammer Property Management, LLC Limited Partner, MSC Ventures, LLLP President, Choate Construction Co. Managing Member, Choate Construction Services, LLC Managing Member, Choate Construction Group, LLC Managing Member, MSC Holdings, LLC Member, S.A. Boca II, LLC President, Choate Design & Build Co. CEO, Atlantis Group, Inc. Managing Member, Northridge Plaza LLC Managing Member, SEK Investments, LLC Managing Member, Mulberry Apartments, LLC Managing Member, Huntsville Alabama Apartments, LLC Managing Member, Raleigh Apartments, LLC Managing Member, Woodstock MultiUse, LLC	*	None	Atlantis Construction Co - 100% Newcastle Properties - 100% Structured Properties, LLC - 100% JM Investors, LLC - 100% Hammer Property Management, LLC - 100% MSC Ventures, LLLP - 90% Choate Construction Co - 92.2% Choate Construction Services, LLC - 62.76% Choate Construction Group, LLC - 54.75% MSC Holdings, LLC - 49% S.A. Boca II, LLC - 50% N/A N/A Northridge Plaza LLC - 99% SEK Investments, LLC - 100% Mulberry Apartments, LLC - 100% Huntsville Alabama Apartments, LLC - 100% Raleigh Apartments, LLC - 100% Woodstock MultiUse, LLC - 100%
				Minister Emeritus - Peachtree Road United Methodist Church			
Kevin S. King Atlanta, Ga.	Law	Director	Director - Fidelity Bank	Sole Proprietor, Kevin King Law Office Director and VP, Innovative Solutions for Disadvantaged & Disability, Inc. Director, High Point Civic Assoc. Chair and Member (Volunteer).	*	None	Kevin King Law Office - 100% N/A N/A N/A

* Less than one percent

Report Item 4: Insiders

(1) Addresses	(2) Principal Occupation	(3)(a) Title & Position w/ B-C	(3)(b) Title & Position w/ subsidiaries	(3)(c) Title & Position w/ other businesses	(4)(a) % Voting Shares with B-C	(4)(b) % Voting Shares with Subs	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and % of voting securities held)
City of Sandy Springs Board of Ethics							
William C. Lankford, Jr Atlanta, Ga	Accounting	Director	Director - Fidelity Bank	Member, Lankford Manor, LLC Member, Moore Stephens Tiller, LLC Member, Gun Range Investors, LLC	*	None	Lankford Manor, LLC - 100% Moore Stephens Tiller, LLC - 25% N/A
James B. Miller, Jr Atlanta, Ga	Banking	Chairman & CEO	Chairman & CEO - Fidelity Bank Chairman - LionMark Ins. Co	Chairman, Trinity Apex Chairman, Trinity Finance Chairman, BAC Properties Partnership LLP Director, Interface, Inc. Director, American Software, Inc.	15%	None	Trinity Apex - 100% Trinity Finance - 100% BAC Properties Partnership - 20% 20% by Karin Miller Trust N/A N/A
H. Palmer Proctor, Jr Atlanta, Ga	Banking	Director & President	Director & President - Fidelity Bank Director & Secretary/Treasurer - LionMark Insurance Company	Managing Partner, Brevard Holdings, LLC Partner, Rushing Brook Properties Director, Brown and Brown, Inc.	1%	None	Brevard Holdings, LLC - 100% Rushing Brook Properties - 50% N/A
W. Clyde Shepherd, III Atlanta, Ga	Construction & Real Estate	Director	Director - Fidelity Bank	President, Toco Development, Inc. Controlling Manager, WGS Investment Partnership LLLP Owner, Lost River Assoc, LLC LLC Member, Eastpark 76 LLC President, Toco Hill, Inc. Owner, Worthwood, Inc. Tenant, Lost River Partners Tenancy-in-Common Partner, CDH Properties President, Plant Improvement Co., Inc. Tenant, Clybel Tenancy-in-Common Vice Pres., Shepherd Construction Company Tenant, Jasper Tenancy-in-Common Tenant, Brandiff Properties Tenant, City of Sandy Springs General Partner, Peachtree Prophets Partner, Rock Mill-100, LP Trustee, Toco Hill Retirement Trust Secretary-Treasurer, Rogers Bridge Co. Inc Trustee, The RSS Family Trust	1%	None	Toco Development, Inc. - 100% WGS Investment Partnership LLLP - 100% Lost River Assoc. LLC - 100% Eastpark 76, LLC - 99% Toco Hill, Inc. - 97% Worthwood, Inc. - 83% Lost River Partners Tenancy-in-Common - 50% CDH Properties - 33% Plant Improvement Co., Inc. - 33% Clybel Tenancy-in-Common - 32% Shepherd Construction Company - 30% Jasper Tenancy-in-Common - 30% N/A N/A N/A N/A N/A N/A N/A
Rankin M. Smith, Jr Thomasville, Ga.	Plantation Owner	Director	Director - Fidelity Bank	Stockholder, Mendian Art Owner and Manager, Seminole Plantation	1%	None	N/A N/A

* Less than one percent

Report Item 4: Insiders

(1) Addresses	(2) Principal Occupation	(3)(a) Title & Position w/BHC	(3)(b) Title & Position w/subsidiaries	(3)(c) Title & Position w/other businesses	(4)(a) % Voting Shares with BHC	(4)(b) % Voting Shares with Subs	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and % of voting securities held)
				Director, Archbold Medical Foundation			N/A
				Trustee, Thomas University			N/A
				Member, Board of Advisors of the Farmers & Merchants Bank			N/A
U. S. Treasury Washington, DC	N/A	N/A	N/A	N/A	12%	None	N/A

* Less than one percent