

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, **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 AVE./ P.O. BOX 889

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

CHATSWORTH

GA

30705

City

State

Zip Code

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:

K. W. GONG

VP, CFO & DIRECTOR

Name

Title

706 6959646 400

Area Code / Phone Number / Extension

7065175148

Area Code / FAX Number

kw.gong@fnbcga.com

E-mail Address

Signature of Holding Company Director and Official

Date of Signature

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 **1084481**

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

FORM FRY-6
FIRST CHATSWORTH BANKSHARES, INC.
CHATSWORTH, GEORGIA 30705
YEAR ENDING DECEMBER 31, 2013

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
OK FULL SERVICE HEAD OFFICE	450652	THE FIRST NATIONAL BANK OF CHATSWORTH	1701 N THIRD AVE. CHATSWORTH	CHATSWORTH	GEORGIA	30705	MURRAY	UNITED STATES	15342	0	*FIRST NATIONAL COMMUNITY BANK	450632
OK FULL SERVICE	2606536	DALTON OFFICE	362 NORTHGATE DRIVE	DALTON	GEORGIA	30721	WHITFIELD	UNITED STATES	254064	3	*FIRST NATIONAL *FIRST NATIONAL	450652
OK LIMITED SERVICE	328658	ETON BRANCH	HWY 311 & 286	ETON	GEORGIA	30724	MURRAY	UNITED STATES	254062	1	*FIRST NATIONAL *FIRST NATIONAL	450632

DECEMBER 31, 2013

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)	312,761 SHARES 63.66% OF VOTING SHARES
FAMILY	15,284 SHARES 3.11% OF VOTING SHARES
TOTAL	328,045 SHARES 66.77% OF VOTING SHARES
1)	
2)	U. S. A.
3)	
FAMILY	
TOTAL	

DECEMBER 31, 2013

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	4)	NUMBER OF SHARES AND PERCENTAGE OF EACH CLASS
A)	BANK HOLDING CO 11,504 SHARES OR 2.34%	A)	BANK HOLDING CO. 918 SHARES OR '0.19%
B)	NONE	B)	NONE
C)	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	4)	NUMBER OF SHARES AND PERCENTAGE OF EACH CLASS
A)	BANK HOLDING CO. 1,025 SHARES OR .21%	A)	BANK HOLDING CO. 12,352 SHARES OR 2.51%
B)	NONE	B)	NONE
C)	NONE	C)	NONE

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

NONE

REPORT ITEM 4:

12-31-13

- 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 BANK OF CHATSWORTH

- 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;
10,045 SHARES OR 2.04%

- 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:

12-31-13

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 BANK OF CHATSWORTH.

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) 12,352 SHARES OR 2.51%

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:

12-31-13

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 BANK OF CHATSWORTH

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;
11,504 SHARES OR 2.34%; FAMILY 11,619 OR 2.36%

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:

12-31-13

- 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
- 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;
17,439 SHARES OR 3.55%; FAMILY 18,408 OR 3.75%
- 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:

12-31-13

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 BANK OF CHATSWORTH

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;
1,674 SHARES OR .34%; FAMILY 3,164 SHARES OR .64%

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:

12-31-13

- 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 BANK OF CHATSWORTH
- 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 .72%; FAMILY 3,598 SHARES OR .73%
- 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:

12-31-13

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 BANK OF CHATSWORTH

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;
5,403 SHARES OR 1.10% FAMILY TOTAL 16,828 SHARES OR 3.42%

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
NONE

REPORT ITEM 4:

12-31-13

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 .19%

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%

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 COMMUNITY 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 .16% OR FAMILY 918 OR .19%

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:

12-31-13

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

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;
1,025 SHARES OR .21%

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

REPORT ITEM 4:

12-31-13

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 .01%

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.

12-31-13

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
- 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 .48%; family 2,542 OR .52%
- 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:

12-31-13

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;
312,761 SHARES OR 63.66% FAMILY TOTAL 328,045 SHARES OR 66.77%

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%	