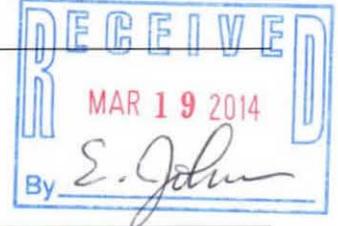


Board of Governors of the Federal Reserve System



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, **Charles M. Buckner**

Name of the Holding Company Director and Official

President & CEO

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 Citizens Financial Corporation

Legal Title of Holding Company

P.O. Box 809

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

Dawsonville

GA

30534

City

State

Zip Code

70 Carlisle RD; Dawsonville, GA 30534

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:

W. Bryan Hendrix

SVP & CFO

Name

Title

706-216-5925

Area Code / Phone Number / Extension

706-216-5975

Area Code / FAX Number

bhendrix@myfoothillsbank.com

E-mail Address

www.myfoothillsbank.com

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

Signature of Holding Company Director and Official

03/14/2014

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 **3549171**

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.

None

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

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City State Zip Code

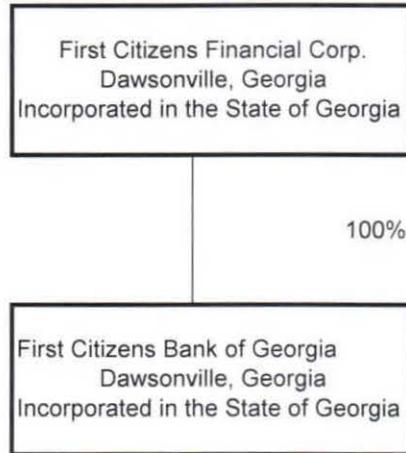
Physical location (if different from mailing address)

Form FR Y-6
First Citizens Financial Corporation
Dawsonville, Georgia
Fiscal Year Ending December 31, 2013

Reported Item

- 1 (a) Annual report is not included with this report.
- 1 (b) Annual report will be sent under separate cover.
- 1 (c) N/A

2 (a) Organization Chart:



2 (b) Domestic Branches: Submitted via email on 3/13/2014.

Results: A list of branches for your holding company: **FIRST CITIZENS FINANCIAL CORPORATION (3549171) of DAWSONVILLE, 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
OK		Full Service (Head Office)	3549180	FIRST CITIZENS BANK OF GEORGIA	70 CARLISLE ROAD	DAWSONVILLE	GA	30534	DAWSON	UNITED STATES	451399	0	FIRST CITIZENS BANK OF GEORGIA	3549180	
OK		Full Service	3868612	FORSYTH BRANCH	5835 BETHELVIEW ROAD	CUMMING	GA	30040	FORSYTH	UNITED STATES	488800	1	FIRST CITIZENS BANK OF GEORGIA	3549180	

Form FR Y-6
First Citizens Financial Corporation
Dawsonville, Georgia
Fiscal Year Ending December 31, 2013

Report Item 3: Securities Holders

(1)(a)(b)(c) and (2)(a)(b)(c)

Current Securities Holders with ownership, control or holdings of 5% or more with power to vote as of 12/31/2013			Securities Holders not listed in (3)(1)(a) through (3)(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12/31/2013		
(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Lloyds Capital Group, LLC Atlanta, GA; USA	USA	100,000 - 6.33% Common Stock	None		
Jonathan C. Seib Dallas, TX; USA	USA	50,000 - 3.16% Common Stock 50,000 - 2.97% Warrants			
Todd A. Seib Dallas, TX; USA	USA	50,000 - 3.16% Common Stock 50,000 - 2.97% Warrants			
Charles M. Buckner Big Canoe, GA; USA	USA	35,000 - 2.21% Common Stock 35,000 - 2.21% Warrants 63,020 - 3.50% Options			
Pearson Family in Concert Dawsonville, GA; USA Cumming, GA; USA	USA	95,000 - 6.01% Common Stock 80,000 - 4.53% Warrants			
Sanford Family in Concert Ellijay, GA; USA Rocksprings, GA; USA	USA	55,250 - 3.49% Common Stock 40,000 - 2.39% Warrants			
Lowe Family in Concert Jasper, GA; USA	USA	200,000 - 12.65% Common Stock 25,000 - 1.36% Warrants			

Revised

Form FR Y-6
First Citizens Financial Corporation
Dawsonville, Georgia
Fiscal Year Ending December 31, 2013

Report Item 4: Insiders

(1), (2), (3)(a)(b)(c) and (4)(a)(b)(c)

(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Co	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include name of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company)	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnership) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Michael L. Berg Dawsonville, GA; USA	County Commissioner	Chairman of the Board Director	Chairman of the Board Director (First Citizens Bank of Georgia)	Chairman of Dawson County Commissioners	2.53%	None	None
Kevin K. Tanner Dawsonville, GA; USA	County Administrator	Director/Secretary	Director/Secretary (First Citizens Bank of Georgia)	State House of Representatives Owner of Security Company Owner of R/E Investment, LLC Principal of R/E Development, LLC	1.42%	None	Tru-Vision Security Consultants, Inc. (100%) Tanco Investments, LLC (100%) Tanwal Investments, LLC (50%)
Steven K. Leibel Dahlonega, GA; USA	Attorney	Director	Director (First Citizens Bank of Georgia)	Owner/Attorney Steven Leibel, PC	2.02%	None	Steven Leibel, PC (100%)
Charles H. Gordon Big Canoe, GA; USA	Marketing Consultant	Director/Treasurer	Director/Treasurer (First Citizens Bank of Georgia)	President Renewal Concepts	0.04%	None	Renewal Concepts (100%)
John D. Pearson Cumming, GA; USA	Real Estate Development	Director	Director (First Citizens Bank of Georgia)	Vice-President Cold River Development, Inc. Vice-President Peco's, Inc.	2.53%	None	Cold River Development, Inc. (50%)
Eugene E. Pearson, Jr. Dawsonville, GA; USA	Real Estate Development	Director	Director (First Citizens Bank of Georgia)	President Cold River Development, Inc. President Peco's, Inc.	2.53%	None	Cold River Development, Inc. (50%) Peco's, Inc. (70%)
Ryker J. Lowe Jasper, GA; USA	Auto Dealership/Sales	Director	Director (First Citizens Bank of Georgia)	President Jasper Jeep Dodge Chrysler, LLC	3.16%	None	None
Lowe Family in Concert	N/A	N/A	N/A	N/A	12.65%	N/A	N/A

(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Co	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include name of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company)	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnership) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Jasper, GA, USA							
Charles M. Buckner Big Canoe, GA; USA	None	President & CEO	President & CEO (First Citizens Bank of Georgia)	None	2.21%	None	None
W. Bryan Hendrix Gainesville, GA; USA	None	Senior Vice-President & CFO	Senior Vice-President & CFO/COO (First Citizens Bank of Georgia)	None	0.51%	None	None
Michael T. Underwood Mt. Airy, GA; USA	None	None	Executive Vice-President (First Citizens Bank of Georgia)	None	0.44%	None	None