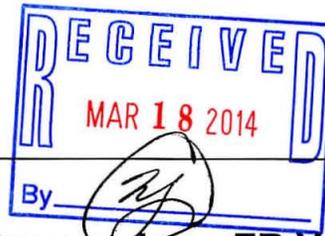


Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6



FR Y-6  
OMB Number 7100-0297  
Approval expires December 31, 2015  
Page 1 of 2

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.

I, Timothy M. Perry

Name of the Holding Company Director and Official

President and 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.

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.

  
Signature of Holding Company Director and Official

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 2497211  
C.I. \_\_\_\_\_

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2013

Month / Day / Year

Reporter's Name, Street, and Mailing Address

Forsyth Bancshares, Inc.

Legal Title of Holding Company

P.O. Box 2820

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

Cumming GA 30028

City State Zip Code

651 Veterans Memorial Blvd., Cumming, GA 30040

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Timothy D. Foreman CFO and EVP

Name Title

678-513-9222

Area Code / Phone Number / Extension

678-513-9481

Area Code / FAX Number

timf@citizbank.com

E-mail Address

www.citizbank.com

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

**FRY-6**  
**Forsyth Bancshares, Inc.**  
**Cumming, Georgia**  
**Fiscal Year Ending 12/31/13**

**Item 1:** The Annual Report will be forwarded upon completion.

**Item 2a:**

Forsyth Bancshares, Inc., Cumming, Georgia, a Georgia Corporation, owns 100% of The Citizens Bank of Forsyth County, Cumming, Georgia, a Georgia Corporation.

**Item 2b:**

There are no changes to the branch listing provided by the Federal Reserve.

**Item 3:**

Following is a list of shareholders that directly owns, controls, or holds with power greater than 5% of any class of voting securities of the bank holding company.

1. Shareholders as of 12/31/2013 who own, control or holds with power to vote more than 5% of any class of voting securities of the bank holding company

C & E Family Partnership, Cumming, Georgia USA (Charles Smith)

Country of incorporation: United States

Number of shares: 202,876 shares common stock

Percentage of shares: 6.17% common stock

Shareholders who would own 5% or more of common stock if preferred shares are converted into common stock:

None

2. Shareholders not listed above who owned, controlled or held with power to vote more than 5% of any class of voting securities of the bank holding company during the year

Talmadge Bolton, Cumming, Georgia, USA  
Country of Citizenship: USA

Stock	Number of Shares Owned	Percentage of Shares
Common Stock	101,329	2.59%
Series A Preferred	2,399	0.06%
Series B Preferred – 1 share converts to 2 shares of common	62,500	3.19%
Total	228,728	5.85%

**Item 4:**

See Attached schedule.

Results: A list of branches for your depository institution: **CITIZENS BANK OF FORSYTH COUNTY, THE (ID\_RSSD: 2505451)**.  
 This depository institution is held by **FORSYTH BANCSHARES, INC. (2497211)** of **CUMMING, 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)	2505451	CITIZENS BANK OF FORSYTH COUNTY, THE	651 VETERANS MEMORIAL BOULEVARD	CUMMING	GA	30040	FORSYTH	UNITED STATES	56988	0	CITIZENS BANK OF FORSYTH COUNTY, THE	2505451	
OK		Full Service	2889218	MIDWAY BRANCH	5140 ATLANTA HWY.	ALPHARETTA	GA	30004	FORSYTH	UNITED STATES	357832	1	CITIZENS BANK OF FORSYTH COUNTY, THE	2505451	
OK		Full Service	3640452	FREE HOME OFFICE	11950 CUMMING HWY	CANTON	GA	30115	CHEROKEE	UNITED STATES	432874	2	CITIZENS BANK OF FORSYTH COUNTY, THE	2505451	
OK		Full Service	3580398	MARTIN ROAD BRANCH	4255 GA HIGHWAY 400	CUMMING	GA	30028	FORSYTH	UNITED STATES	461402	3	CITIZENS BANK OF FORSYTH COUNTY, THE	2505451	

FR Y-6  
 Forsyth Bancshares, Inc.  
 Fiscal Year Ending December 31, 2013  
 Item 4: Insiders

1 - Name and Address	2 - Principal Occupation if other than with Bank Holding Company	(3)(a) - Title and Position with Holding Co.	(3)(b) - Title & Position with Subsidiary	3(c) - Title & Position with other Business	(4)(a) - Percentage of Voting Shares - Holding Co.	4(b) - Percentage of Voting Shares in Subsidiary	(4)(c) Names of other companies if 25% or more of voting securities are held
Catherine M. Amos Cumming, GA	Property Management	Director	Director, The Citizens Bank of Forsyth County	Slate Properties LLC, Partner Soma Properties LLC, Partner Mashburn Family Trusts, Trustee Amos Plumbing & Electric, Vice President A+A Water Co., Vice-President Cheaten Creek, LLLP, Partner LC, LLC	4.12%	None	Amos Plumbing & Electric Co., Inc. 50% Soma Properties 50% Slate Properties 50% A+A Water, 33% Cheaten Creek, LLLP 49.9% LC, LLC 30%
Jeffrey S. Bagley Cumming, GA	Judge	Director & Vice Chairman	Director & Vice Chairman, The Citizens Bank of Forsyth County	Superior Court Judge, Bell-Forsyth Judicial Circuit Bobby Bagley Family, Limited Partnership, Member	1.37%	None	None
Michael P. Bennett Cumming, GA	Farmer	Director	Director, The Citizens Bank of Forsyth County	Parallise Prop, LLLP, General Manager Bennett & Bryant Electrical, LLC, 1/3 owner Bennett Partners, LLLP, General Manager	2.12%	None	Parallise Properties 25% Bennett & Bryant Electrical Co., LLC 33 1/3% Bennett Partners, LLP 25%
Bryan L. Bettis Cumming, GA	Sales, Building Supplies	Director	None	Midway Bldg. Supply, VP Bettis Investments, Sec-Treasurer	0.43%	None	Midway Building Supply, Inc. 33% Bettis Investments, Inc. 33%
Charles R. Castleberry Roswell, GA	Sales, Light Fixtures	Director	None	LaRayoe, LLC, Partner Westlake Group, Inc, Partner Lanier Lighting Group, Partner B & C Properties, Partner FC Properties, LLC, Partner Castleberry Construction & Mgt., LLC, Owner Westlake Leasing II, LLC, Partner	0.62%	None	Lanier Lighting Group, GP 50% LaRayoe LLC 33 1/3% Westlake Group Inc. 33% B&C Properties, LLC 33 1/3% Castleberry Const. & Mgt. LLC 100% FC Properties, LLC 50% Westlake Leasing II, LLC 33 1/3%
Charles D. Ingram Cumming, GA	Investment Manager	Director	Director, The Citizens Bank of Forsyth County	None	1.27%	None	None
John P. McGruder Cumming, GA	Veterinarian	Director	Director, The Citizens Bank of Forsyth County	Crestview Animal Hospital, LLC, Manager Water Tower, LLC Director Pirkle Ferry Properties, Partner Carroll House, Owner Five Springs Farm, Managing Partner Complexx LLC, Partner JMH Investment Partners LLLP, Gen. Partner Etowah 306 Partners, Partner Cherokee Cove Partnership, Partner Pilgrim Mill Family Partnership, LLLP, Partner	2.52%	None	Crestview Animal Hospital 51% Pirkle Ferry Properties 33% Carroll House 100% Five Springs Farm 50% Water Tower LLC 50% Complexx LLC 50% JMH Investment LLLP 44.82% Etowah 306 Partners 37.50% Cherokee Cove Partnership 33% Pilgrim Mill Family Partnership, LLLP 33%

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 Fiscal Year Ending December 31, 2013  
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James J. Myers Cumming, GA	CPA	Director & Chairman	Director & Chairman, The Citizens Bank of Forsyth County	James J. Myers, CPA, PC, President Twenty West Corp, President LMW Holdings, Inc., Secretary North Castleberry LLC, Member Myers & Barnes LLC, Managing Member	2.04%	None	James J. Myers, CPA, PC 100% Twenty West Corporation, 100% LMW Holdings, Inc. 50% North Castleberry LLC, 50% Myers & Barnes LLC, 58%
Wyatt L. Willingham Cumming, GA	Restaurant Operator	Director	Director, The Citizens Bank of Forsyth County	North Ga. Fast Food, Inc., President Wyatt Lewis, Inc., CEO WW North Holding, LLC, Sole Owner	2.00%	None	North Georgia Fast Food, Inc. 94% Wyatt Lewis, Inc. 100% WW North Holdings, LLC 100%
Jerry M. Wood Cumming, GA	Property Developer	Director	None	4715 Hammond Industrial Drive, LLC, Owner	1.26%	None	4715 Hammond Industrial Drive, LLC 100%
Timothy M. Perry Cumming, GA	N/A	CEO/President Director	Director, CEO & President, The Citizens Bank of Forsyth County	Sawnee Holdings, LLC, Managing Partner Masters Court Properties, LLC, Partner Sawnee Mtn. Investments, LLC, Partner	0.28%	None	Sawnee Holdings, LLC 25% Masters Court Properties, LLC 25%
Timothy D. Foreman Cumming, GA	N/A	CFO & Secretary	CFO & Secretary, The Citizens Bank of Forsyth County	None	0.00%	None	None