

Revised



FR Y-6
OMB Number 7100-0297
Approval expires December 31, 2014
Page 1 of 2

Board of Governors of the Federal Reserve System



Annual Report of Bank 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)). 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 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). 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 Bank Holding Companies* must be signed by one director of the top-tier bank holding company. This individual should also be a senior official of the top-tier bank holding company. In the event that the top-tier bank 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 bank holding company's fiscal year-end):
December 31, 2013
Month / Day / Year

I, Ruth Arnold
Name of the Bank Holding Company Director and Official
Chairman
Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address
Four County Bancshares, Inc.
Legal Title of Bank Holding Company
959 Main Street, P.O. Box 106
(Mailing Address of the Bank Holding Company) Street / P.O. Box
Allentown GA 31003
City State Zip Code

attest that the *Annual Report of Bank Holding Companies* (including the supporting attachments) for this report date have 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.

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:
Robyn T. Tanner, CPA Partner
Name Title
478-272-2030
Area Code / Phone Number / Extension
478-272-3318
Area Code / FAX Number
robyn.tanner@tjsdd.com
E-mail Address

Ruth J. Arnold
Signature of Bank Holding Company Director and Official
March 28, 2014
Date of Signature

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

For bank 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

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 Federal Reserve Bank Use Only
RSSD ID 1416457
C.I. _____

For Use By Tiered Bank Holding Companies

Top-tiered bank holding companies must list the names, mailing address, and physical locations of each of their subsidiary bank holding companies below.

<hr/> Legal Title of Subsidiary Bank Holding Company <hr/> <hr/> (Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box <hr/> <hr/> City State Zip Code <hr/> <hr/> Physical location (if different from mailing address) <hr/>	<hr/> Legal Title of Subsidiary Bank Holding Company <hr/> <hr/> (Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box <hr/> <hr/> City State Zip Code <hr/> <hr/> Physical location (if different from mailing address) <hr/>
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FOUR COUNTY BANCSHARES, INC.
ALLENTOWN, GEORGIA

ANNUAL REPORT OF BANK HOLDING COMPANIES - FR Y-6

TABLE OF CONTENTS

Report Item 1 - Annual Report to Shareholders - To follow

Report Item 2a - Organization Chart:

- (1) Attached as Exhibit A, is an organization chart of the holding company showing all direct holdings of domestic and foreign companies in which the bank holding company directly controls greater than 5 percent of any class of voting securities. The bank holding company does not "otherwise control" any company, either foreign or domestic.
- (2) The bank holding company does not indirectly, through either foreign or domestic subsidiaries, control greater than 5 percent of the shares of any class of voting securities or any domestic or foreign company.
- (3) The bank holding company does not own, control, or hold directly or indirectly, any foreign company.

Report Item 2b - Domestic Branch Listing

Attached as Exhibit B is a domestic branch listing for all branches and offices located in the fifty states of the United States, which are branches of U.S. depository institutions and branches located in the U.S. territories, which are located in the same territory as their head office depository institution.

Report Item 3 - Securities Holders:

Attached as Exhibit C is a list of shareholders of record that directly or indirectly own, control or hold power to vote 5 percent or more of any class of voting securities of the bank holding company.

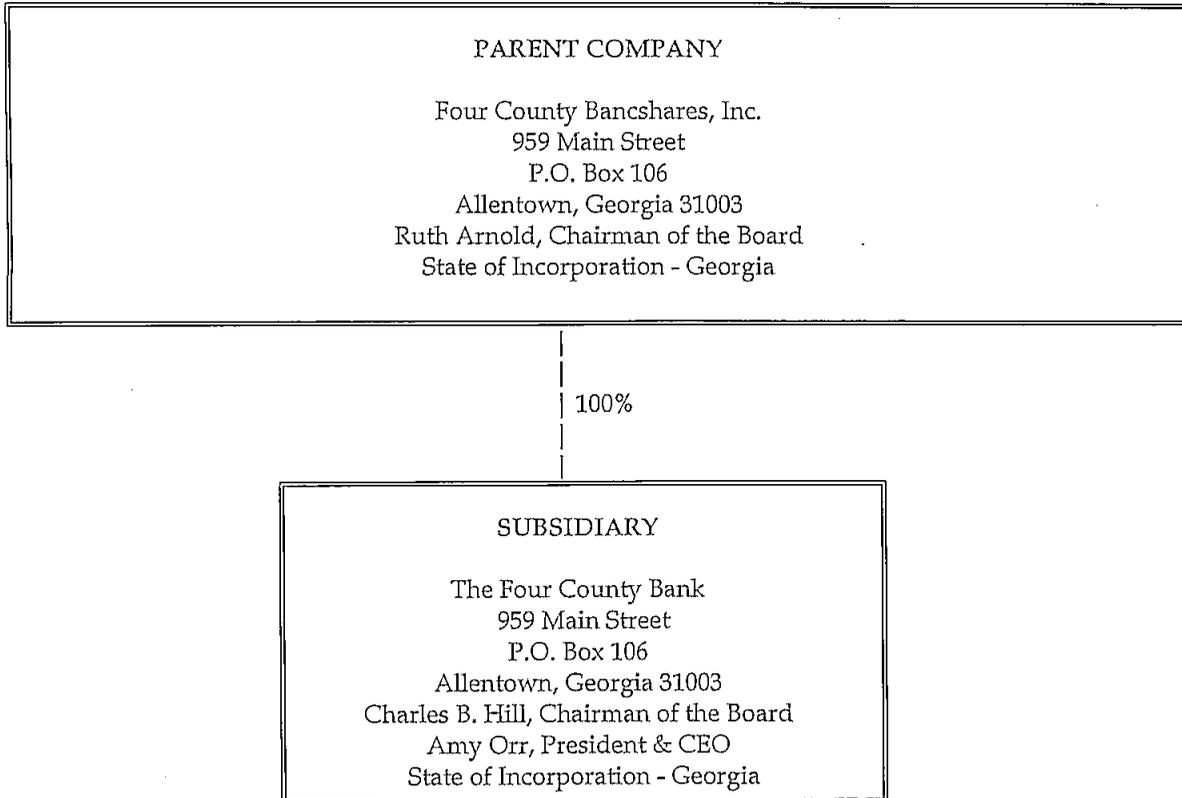
Report Item 4 - Insiders:

Attached as Exhibit D is a list of each principal shareholder, director, trustee, partner, executive officer or person exercising similar functions, regardless of title or compensation, of the bank holding company.

ITEM 2a

FOUR COUNTY BANCSHARES, INC.
ALLENTOWN, GEORGIA

ORGANIZATION CHART



ITEM 2b

FOUR COUNTY BANCSHARES, INC.
ALLEN TOWN, GEORGIA

DOMESTIC BRANCH LISTING

Branch Service Type	Branch ID_RSSD *	Popular Name	Date Branch Opened	Street Address	City	State	Zip Code	County	Country
Full Service (Head Office)	7634	FOUR COUNTY BANK, THE	9/15/1941	959 MAIN STREET	ALLEN TOWN	GA	31003	WILKINSON	UNITED STATES

ITEM 3

FOUR COUNTY BANCSHARES, INC.
ALLENTOWN, GEORGIA

SECURITIES HOLDERS

5% or more Shareholders as of December 31, 2013:

<u>Name</u>	<u>Address</u>	<u>Citizenship</u>	<u>Shares Owned</u>	<u>Percent Owned</u>
Jerry Van Dykes	1339 Hwy 112 Cochran, GA	USA	45,000	18.74%
Richard Van Dykes	565 Pea Ridge Road Danville, GA	USA	45,000	18.74%
William C. Humphries	P.O. Box H Jeffersonville, GA	USA	30,000	12.49%

ITEM 3-2

FOUR COUNTY BANCSHARES, INC.
ALLEN TOWN, GEORGIA

SECURITIES HOLDERS

Not applicable.

ITEM 4

FOUR COUNTY BANCSHARES
ALLEN TOWN, GEORGIA
INSIDERS

<i>Name & Address (City, State, Country)</i>	<i>Principal Occupation if other than with Bank Holding Company</i>	<i>Title & Position with Bank Holding Company</i>	<i>Title & Position with Four County Bank</i>	<i>Title & Position with Other Businesses</i>	<i>Percentage of Voting Shares in Bank Holding Company</i>	<i>Percentage of Voting Shares in Four County Bank</i>	<i>Other Companies in which 25% or more of Voting Securities are held</i>
Ruth Arnold Danville, GA 31601 U.S.A.	N/A	Chairman of Board of Directors, VP & Treasurer	Director, Secretary	Secretary/Treasurer (Land Holdings, LP)	0.42%	None	N/A
Rabun Faulk Jeffersonville, GA U.S.A.	Attorney at Law General Counsel	Director	Director	N/A	0.02%	None	N/A
Amy S. Orr Irwinton, GA U.S.A.	President & CEO Four County Bank	Director, Secretary	Director, President & CEO	N/A	1.06%	None	N/A
Charles B. Hill Jeffersonville, GA U.S.A.	President (Hill Logging, Inc.)	Director	Chairman of Board of Directors	President (Hill Logging, Inc.)	2.08%	None	Hill Logging, Inc. (50%)
Lantz Rogers Toombsboro, GA U.S.A.	Retired	Director	Director	N/A	0.04%	None	N/A
Wallace Miller Dublin, GA U.S.A.	Retired	Director, President & CEO	Director	Director (Morris Bank)	4.16%	None	N/A

ITEM 4 Cont.

FOUR COUNTY BANCSHARES
ALLEN TOWN, GEORGIA

INSIDERS

<i>Name & Address (City, State, Country)</i>	<i>Principal Occupation if other than with Bank Holding Company</i>	<i>Title & Position with Bank Holding Company</i>	<i>Title & Position with Four County Bank</i>	<i>Title & Position with Other Businesses</i>	<i>Percentage of Voting Shares in Bank Holding Company</i>	<i>Percentage of Voting Shares in Four County Bank</i>	<i>Other Companies in which 25% or more of Voting Securities are held</i>
Jerry Van Dykes Cochran, GA USA	Everett Dykes Grassing Company, Inc.	Principal Shareholder	None	President	18.74%	None	Davis Propane, Inc. (25.5%) Asphalt Operations, LLC (25%)
Richard Van Dykes Danville, GA USA	Everett Dykes Grassing Company, Inc.	Principal Shareholder	None	Vice President	18.74%	None	Middle Georgia Signs, Inc. (49%) Davis Propane, Inc. (25.5%) Asphalt Operations, LLC (25%)
William C. Humphries Jeffersonville, GA USA	Retired (Forest Resource Consultants, Inc.)	Principal Shareholder Director	None	None	12.49%	None	Forest Resource Consultant, Inc.
Michael Kitchens Danville, GA U.S.A.	Timco	Director	Director	N/A	3.27%	None	N/A
James M Brown Cochran, GA U.S.A.	Vice President	Director	Vice Pres/CCO Director	N/A	0.42%	None	N/A