



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, 2011**  
 Month / Day / Year

I, Robert G Peck  
 Name of the Bank Holding Company Director and Official  
President & CEO  
 Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address  
Gateway Bancshares, Inc.  
 Legal Title of Bank Holding Company  
5102 Alabama Hwy  
 (Mailing Address of the Bank Holding Company) Street / P.O. Box  
Ringgold GA 30736  
 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:  
Jeff Hensley SVP  
 Name Title  
706-965-1513  
 Area Code / Phone Number / Extension  
706-965-5512  
 Area Code / FAX Number  
jhensley@gwbt.com  
 E-mail Address  
www.gwbt.com  
 Address (URL) for the Bank Holding Company's web page

Robert G Peck  
 Signature of Bank Holding Company Director and Official  
1-26-2012  
 Date of Signature

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

For Federal Reserve Bank Use Only  
 RSSD ID 2388775  
 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

# ANNUAL Report of Bank Holding Companies –FR Y-6

December 31, 2011

Gateway Bancshares, Inc.

P O Box 129

5102 Alabama Highway

Ringgold, Georgia 30736

**Report Item 1:** Not prepared yet, will be sent later under separate cover.

**Report Item 2a:** Organization Chart:



**Report Item 2b:** Submitted via email on 01/26/2012.

### Report Item 3: Shareholders

(1).

<u>Name &amp; Address</u>	<u>Citizenship</u>	<u>Number of Shares &amp; %</u>	
James A. Gray Chattanooga, TN	US	70,910	10.65%
		<u>0</u> Options	
		70,910	10.65%
Ernest Kresch Ringgold, GA	US	48,780	7.33%
		<u>0</u> Options	
		48,780	7.33%

U.S. Treasury  
TARP CPP – Warrants Issued 300 Shares  
(Please see equity section of Annual Report for a complete breakdown).

(2). None

### Report Item 4: Directors and Officers

PLEASE SEE ATTACHMENT

REPORT ITEM 4: DIRECTORS AND OFFICERS 2011					Shares		
					As Of		
					12/31/11		
					665,800		
(1) NAME & ADDRESS	(2) PRINCIPAL OCCUPATION IF OTHER THAN WITH BANK HOLDING COMPANY	(3)(a) TITLE & POSITION WITH BANK HOLDING COMPANY	(3)(b) TITLE & POSITION WITH SUBSIDIARIES	(3)(c) TITLE & POSITION WITH OTHER BUSINESS	(4)(a) % OF VOTING SHARES IN BANK HOLDING COMPANY	(4)(b) % OF VOTING SHARES IN SUBSIDIARIES	(4)(c) LIST NAMES OF OTHER COMPANIES IF 25% OR MORE OF VOTING SECURITIES ARE HELD
William H. H. Clark Ringgold, GA USA	U.S. Army (Retired)	Director	Director Gateway Bank & Trust	Secretary/Treasurer - Ringgold Mining & Manufacturing Co., Inc.	14,820 2.23%	N/A	N/A
Jeanette W Dupree Ringgold, GA USA	Agent - State Farm Insurance - Retired	Director	Director Gateway Bank & Trust	Representative - State Farm Insurance Agency - Retired	29,855 4.48%	N/A	N/A

REPORT ITEM 4: DIRECTORS AND OFFICERS 2011					Shares		
					As Of		
					12/31/11		
					665,800		
(1) NAME & ADDRESS	(2) PRINCIPAL OCCUPATION IF OTHER THAN WITH BANK HOLDING COMPANY	(3)(a) TITLE & POSITION WITH BANK HOLDING COMPANY	(3)(b) TITLE & POSITION WITH SUBSIDIARIES	(3)(c) TITLE & POSITION WITH OTHER BUSINESS	(4)(a) % OF VOTING SHARES IN BANK HOLDING COMPANY	(4)(b) % OF VOTING SHARES IN SUBSIDIARIES	(4)(c) LIST NAMES OF OTHER COMPANIES IF 25% OR MORE OF VOTING SECURITIES ARE HELD
					70,910		
James A Gray Chattanooga TN USA	Owner - Carco Motor Co.	Director	Director Gateway Bank & Trust	President - Carco Motor, Inc.	10.65% <i>Added shares</i>	N/A	Carco Motor Company (100%); Double James Pros. LLC (50%); Double James DBA Island Cove (50%);
					25,100		
Harle B Green Ringgold, GA USA	N/A	Director	Director Gateway Bank & Trust	N/A	3.77%	N/A	N/A
					7,240		
Danny R Jackson Ringgold, GA USA	Co-Owner - Walter Jackson Chevrolet	Director	Director Gateway Bank & Trust	President - Walter Jackson Chevrolet	1.09%	N/A	Walter Jackson Chevrolet (75%)

REPORT ITEM 4: DIRECTORS AND OFFICERS 2011					Shares		
					As Of		
					12/31/11		
					665,800		
(1) NAME & ADDRESS	(2) PRINCIPAL OCCUPATION IF OTHER THAN WITH BANK HOLDING COMPANY	(3)(a) TITLE & POSITION WITH BANK HOLDING COMPANY	(3)(b) TITLE & POSITION WITH SUBSIDIARIES	(3)(c) TITLE & POSITION WITH OTHER BUSINESS	(4)(a) % OF VOTING SHARES IN BANK HOLDING COMPANY	(4)(b) % OF VOTING SHARES IN SUBSIDIARIES	(4)(c) LIST NAMES OF OTHER COMPANIES IF 25% OR MORE OF VOTING SECURITIES ARE HELD
					48,780		
Ernest Kresch Ringgold, GA USA	Podiatrist Retired	Director	Director Gateway Bank & Trust	N/A	7.33%	N/A	H & K Properties (100%)
					0		
Charles Lusk Ringgold, GA USA	N/A	Director	Director President & CEO Gateway Bank & Trust	N/A	0.00%	N/A	N/A
					13,950		
Robert G Peck Ringgold, GA USA	N/A	Director / President & CEO	Director Gateway Bank & Trust	N/A	2.10%	N/A	N/A
					800		
William B Potts Rock Spring, GA USA	Potts Brothers Land & Auction, LLC	Director	Director Gateway Bank & Trust	Partner in Potts Brothers Land & Auction	0.12%	N/A	Potts Brothers Land & Auction, LLC (50%)
					11,000		
Jeffery R Hensley Ringgold, GA USA	N/A	Senior VP & COO	Senior VP & COO Gateway Bank & Trust	N/A	1.65%	N/A	N/A
					1,250		

*New  
holder*

REPORT ITEM 4: DIRECTORS AND OFFICERS 2011					Shares As Of 12/31/11 665,800		
(1) NAME & ADDRESS	(2) PRINCIPAL OCCUPATION IF OTHER THAN WITH BANK HOLDING COMPANY	(3)(a) TITLE & POSITION WITH BANK HOLDING COMPANY	(3)(b) TITLE & POSITION WITH SUBSIDIARIES	(3)(c) TITLE & POSITION WITH OTHER BUSINESS	(4)(a) % OF VOTING SHARES IN BANK HOLDING COMPANY	(4)(b) % OF VOTING SHARES IN SUBSIDIARIES	(4)(c) LIST NAMES OF OTHER COMPANIES IF 25% OR MORE OF VOTING SECURITIES ARE HELD
Felicia B Barbee Chickamauga, GA USA	N/A	Senior VP & CFO	Senior VP & CFO Gateway Bank & Trust	N/A	0.19%	N/A	N/A

**Results:** A list of branches for your depository institution: GATEWAY BANK & TRUST (ID\_RSSD: 2388784).

This depository institution is held by GATEWAY BANCSHARES, INC. (2388775) of RINGGOLD, GA.

The data are as of 12/31/2011. Data reflects information that was received and processed through 01/05/2012.

#### 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.

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	FDIC UNINUM*	Office Number*
OK		Full Service (Head Office)	2388784	GATEWAY BANK & TRUST	5102 ALABAMA HIGHWAY	RINGGOLD	GA	30736	CATOOSA	56998	0
OK		Full Service	2968878	FORT OGLETHORPE BRANCH OFFICE	769 BATTLEFIELD PARKWAY	FORT OGLETHORPE	GA	30742	CATOOSA	364113	1
OK		Full Service	3611797	LAFAYETTE BRANCH OFFICE	2329 NORTH MAIN STREET	LAFAYETTE	GA	30728	WALKER	467488	2