

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, **R. Elliott Miller**

Reporter's Name, Street, and Mailing Address

Georgia Banking Company, Inc.

Legal Title of Holding Company

6190 Powers Ferry Road, Suite 150

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

Atlanta

GA

30339

City

State

Zip Code

Name of the Holding Company Director and Official

President/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.

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:

Matthew Blejwas

CFO

Name

Title

770-373-6035

Area Code / Phone Number / Extension

770-627-9515

Area Code / FAX Number

mblejwas@geobanking.com

E-mail Address

Signature of Holding Company Director and Official

02/04/2014

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 **3016338**
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.

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)

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City State Zip Code

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City State Zip Code

Physical location (if different from mailing address)

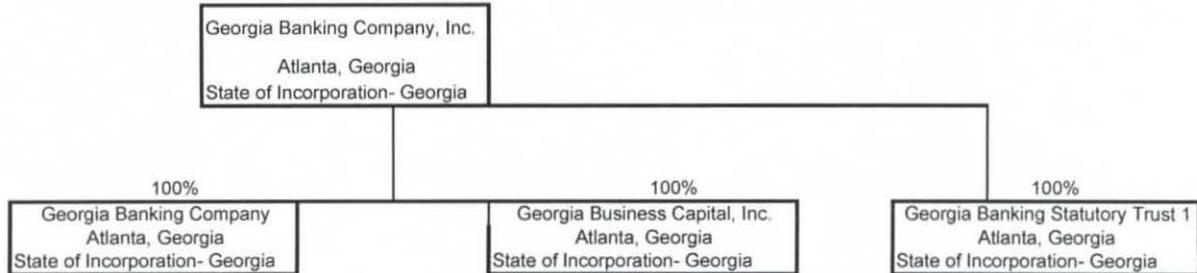
Revised

Form FRY 6
Georgia Banking Company, Inc.
Fiscal Year Ending December 31, 2013

Report Item

1: The BHC does prepare an annual report for its shareholders.
The audited report for December 31, 2013 will be sent under separate cover

2: Organization Chart



Report Item 3: Shareholders:

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12/31/13

| (1) (a) Name & Address (City, State, County) | (1) (b) County of Citizenship or Incorporation | (1) (c) Number and % of each class of voting Securities | |
|--|--|---|-------|
| R. Elliott Miller Roswell, Georgia | USA | 209,500 Common | 11.4% |
| H. Ross Arnold, III Atlanta, Georgia | USA | 284,717 Common | 15.5% |

Shareholders 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 12/31/13

| (2) (a) Name & Address (City, State, County) | (2) (b) County of Citizenship or Incorporation | (2) (c) Number and % of each class of voting Securities | |
|--|--|---|--|
| None | | | |

None

Results: A list of branches for your holding company: GEORGIA BANKING COMPANY, INC. (3016338) of ATLANTA, 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 |
|-------------|----------------|----------------------------|-----------------|-------------------------|-----------------------------------|---------|-------|----------|----------|---------------|--------------|----------------|-------------------------|----------------------|----------|
| Correct | | Full Service (Head Office) | 3016347 | GEORGIA BANKING COMPANY | 6190 POWERS FERRY ROAD, SUITE 150 | ATLANTA | GA | 30339 | FULTON | UNITED STATES | 356828 | 0 | GEORGIA BANKING COMPANY | 3016347 | |
| Correct | | Full Service | 3462186 | GRIFFIN BRANCH | 1624 N EXPRESSWAY | GRIFFIN | GA | 30223 | SPALDING | UNITED STATES | 453008 | 3 | GEORGIA BANKING COMPANY | 3016347 | |

Report Item 4: Directors and Officers

| (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 Businesses | (4)(a) Percentage of Voting Shares in Bank Holding Company | (4)(b) Percentage of Voting Shares in Subsidiaries | (4)(c) |
|---|---|--|---|--|---|---|--------|
| R. Elliott Miller Roswell, GA Citizenship - USA | N/A | President, CEO and Director | President, CEO and Director | N/A | 11.4% | N/A | N/A |
| James R. Lientz, Jr. Atlanta, GA Citizenship - USA | Consulting | Director | Director | Partner Safe Harbor LLC | 1.3% | N/A | N/A |
| H. Ross Arnold III Atlanta, GA Citizenship - USA | Investment Management Company | Chairman, Director | Chairman, Director | President Quest Capital Corp. | 15.5% | N/A | N/A |
| Winthrop S. Jessup Bozeman, MT Citizenship - USA | Retired | Director | Director | Retired | 3.8% | N/A | N/A |
| Michael L. Watkins Atlanta, GA Citizenship - USA | Trucking, Real Estate & Seafood Processing | Director | Director | President Watkins Associated Ind. | 1.9% | N/A | N/A |
| Walter F. Reames, Jr. Cumming, GA Citizenship - USA | Retired | Director | Director | Retired | 1.0% | N/A | N/A |
| Robert Johnson Smyrna, GA Citizenship - USA | N/A | EVP/COO | Executive Vice President/COO | N/A | 0.0% | N/A | N/A |
| Matthew M. Blejwas Acworth, GA Citizenship - USA | N/A | CFO | CFO | N/A | 0.5% | N/A | N/A |

* Both Georgia Business Capital and Georgia Banking Company

** Georgia Banking Company only