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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, David J. Lance

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

Greater Rome Bancshares, Inc.

Legal Title of Holding Company

P.O. Box 529

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

Rome GA 30162

City State Zip Code

1490 Martha Berry Blvd, Rome, Georgia 30162

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:

Nathan Collins

CFO

Name

Title

706-236-3012

Area Code / Phone Number / Extension

706-295-9682

Area Code / FAX Number

nathan.collins@greaterromebank.com

E-mail Address

www.greaterromebank.com

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

Signature of Holding Company Director and Official

03/12/2014

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 2349507

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

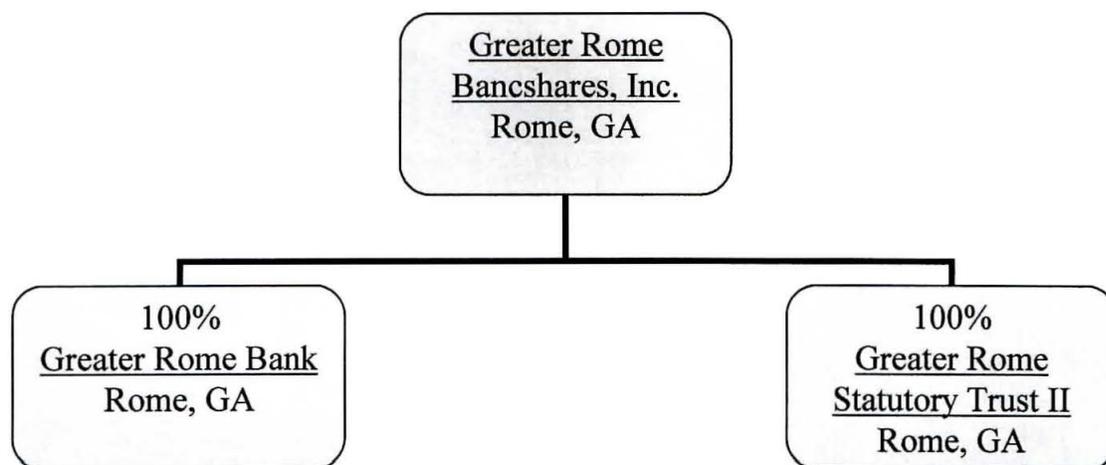
Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

**Greater Rome Bancshares, Inc.**  
**Annual Report of Bank Holding Companies - FR Y-6**  
**as of December 31, 2013**

Report Item 1: Annual Report to Shareholders

The bank holding company does not prepare an annual report for its shareholders.

Report Item 2(a): Organization Chart



Greater Rome Bancshares and Greater Rome Bank are incorporated in the State of Georgia. Greater Rome Statutory Trust II is a Connecticut Domestic Statutory Trust.

None of the supplemental information requirements are applicable.

Report Item 2(b): Domestic Branch Listing

See attached table

Report Item 3: Shareholders

(1) Shareholders of record that directly or indirectly own, control or hold with power to vote 5% or more of any class of voting securities of the bank holding company:

See attached table

(2) Shareholders not listed above that owned or controlled five percent or more of any class of voting securities in the bank holding company during the fiscal year for which this report is being filed:

See attached table

Results: A list of branches for your depository institution: GREATER ROME BANK (ID\_RSSD: 2354323).  
 This depository institution is held by GREATER ROME BANCSHARES, INC. (2349507) of ROME, GA.  
 The data are as of 12/31/2013. Data reflects information that was received and processed through 04/07/2014.

**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)	2354323	GREATER ROME BANK	1490 MARTHA BERRY BLVD	ROME	GA	30165	FLOYD	UNITED STATES	56281	0	GREATER ROME BANK	2354323	
OK		Full Service	4350141	CALHOUN BRANCH	305 WEST BELMONT DRIVE	CALHOUN	GA	30701	GORDON	UNITED STATES	521937	4	GREATER ROME BANK	2354323	
OK		Full Service	2712857	EAST ROME OFFICE	800 EAST SECOND AVENUE	ROME	GA	30161	FLOYD	UNITED STATES	290414	1	GREATER ROME BANK	2354323	
OK		Full Service	2918211	SHORTER AVENUE BRANCH OFFICE	2518 SHORTER AVENUE	ROME	GA	30165	FLOYD	UNITED STATES	356705	2	GREATER ROME BANK	2354323	

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**Item 3 (1): Shareholders with ownership, control or holdings of 6% or more with power to vote as of fiscal year ending 12-31-2013**

(a) Name, address	(b) Country of citizenship	(c) Ownership					
		Total Beneficial Ownership	% Ownership	Options Exercisable @12/31/13	Warrants Exercisable	Total Shares Including Options	% Ownership with Options
Frank A. Brown, Jr. Rome, GA	USA	46.1474	5.88%	-	3.0000	49.1474	6.24%
M. Wayne Robinson Rome, GA	USA	49.6706	6.33%	-	4.0000	53.6706	6.81%
Joe W. Rogers, Jr. Atlanta, GA	USA	68.0000	8.67%		9.6000	77.6000	9.77%
Martha B. Walstad Rome, GA	USA	46.6884	5.95%	-	4.2000	50.8884	6.45%

**Item 3 (2): Shareholders not listed in 3(1) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-2013**

(a) Name, address	(b) Country of citizenship	(c) Ownership					
		Total Beneficial Ownership	% Ownership	Options Exercisable	Warrants Exercisable	Total Shares Including Options	% Ownership with Options
Gene G. Davidson Rome, GA	USA	35.3362	4.78%	-	2.0000	37.3362	5.03%
Thomas D. Caldwell, III Rome, GA	USA	37.0000	4.72%	-	2.0000	39.0000	4.96%

(Ownership diluted with capital raise)

**Greater Rome Bancshares, Inc.**  
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**Item 4: Insiders**

(1) Name & address,	(2) Principal Occupation	(3) Title/Position with			(4) Percentage of Voting Shares In:										
		Bank Holding Co.	Subsidiaries	Other Businesses	Bank Holding Co.		Other Business => 25%								
					No of Shs	% of Class	Co. Name	No of Shs	% of Class						
Robert L. Berry Rome, GA, USA	Partner in law firm Brinson, Askew, Berry, Seigler, Richardson & Davis	Director	Director Greater Rome Bank	N/A	21.5000	2.73%	N/A								
Paul B. Brock, Sr. Rome, GA, USA		Director	Director Greater Rome Bank	N/A	26.9497	3.42%	N/A								
Frank A. Brown, Jr. Rome, GA, USA	Account Executive - Insurance Agy Brown & Brown Insurance of Georgia, Inc.	Vice Chairman Director	Director Greater Rome Bank	N/A	49.1474	6.24%	N/A								
Thomas D. Caldwell, III Rome, GA, USA	Retired bank president	Chairman	Chairman Greater Rome Bank	N/A	39.0000	4.96%	N/A								
Gene G. Davidson, M.D. Rome, GA, USA	Retired Physician	Director	Director Greater Rome Bank	Director of IDK Technologies, Inc.	37.3362	4.75%	N/A								
Barry R. Henderson Rome, GA USA	President/CEO of Henderson & Sons Funeral Home	Director	Director Greater Rome Bank	President/CEO of Rome Memorial Park, Inc. General Partner, Memorial Investors	9.0212	1.15%	Henderson & Sons Funeral Home Memorial Investors, LP	52%	25%						
Kenneth Wayne Jones, Jr., M.D. Rome, GA, USA	Physician with Redmond Regional Medical Center	Director	Director Greater Rome Bank	Vice-President of Northwest Emergency Medical Associates	34.9522	4.44%	Laurens County Farm Covenant Emergency Physicians Berry Fresh, LLC Pinnacle Trucking, LLC Metro Georgia, LLC Bobcat of Oxford, LLC Bobcat of Atlanta, LLC	50%	50%	30%	33%	33%	30%	25%	
David J. Lance, Sr. Calhoun, GA USA	President/CEO Greater Rome Bank	Pres/CEO Director	Pres/CEO Director Greater Rome Bank		22.0000	2.78%	N/A								
M. Wayne Robinson Rome, GA, USA	President M. Wayne Robinson Builder Developer, Inc. ("MWRBDI")	Director	Director Greater Rome Bank	Partner, Robinson/Temple ("RT")(real estate partnership) Warehouse Group ("WG") (real estate partnership) Secretary, CRT Development (real estate) Partner, RT&T Enterprise (real estate) Member, Great Shakes, LLC Member, Calhoun Foods, LLC Member, Hiram Foods, LLC	53.6706	6.81%	MWRBDI RT WG CRT Development RT&T Great Shakes Calhoun Foods Hiram Foods	partnership partnership partnership partnership partnership LLC LLC LLC	100%	50%	25%	25%	50%	50%	33%

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Item 4: Insiders

(1) Name & address	(2) Principal Occupation	(3) Title/Position with			(4) Percentage of Voting Shares In:					
					Bank Holding Co.		Other Business => 25%			
		Bank Holding Co.	Subsidiaries	Other Businesses	No of Shs	% of Class	Co. Name	No of Shs	% of Class	
William B. Temple Rome, GA USA	Real estate agent Totes, Temple & Wright, Inc.	Director	Director Greater Rome Bank	N/A	14.5134	1.85%	RT&T Enterprises RE partnership William B. Temple, Inc.	25%	100%	
Martha B. Waldstad Rome, GA, USA	Personal investment management	Director	Director Greater Rome Bank	Partner, Lake Toccoa Development Co. ("LTDC")	50.8884	6.45%	LTDC	33.0	37%	
Edwin C. Watters Rome, GA, USA	President, Watters & Associates Landscape, Inc.	Director	Director Greater Rome Bank	Partner, Watters Development Corp Member, Watters Properties, LLC Member, Brook-Watters, LLC	18.6697	2.37%	Watters Development Corp Watters Properties, LLC Brook-Watters, LLC	20%	20%	50%
Total Bank Holding Co.					<u>377.6488</u>	<u>47.94%</u>				

Note: No director or officer has any ownership of either Greater Rome Bank or Greater Rome Statutory Trust II