

Revised

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, **DON B. KELLY**
Name of the Holding Company Director and Official
CHAIRMAN OF THE BOARD
Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address
MONTICELLO BANCSHARES, INC.
Legal Title of Holding Company

P.O. BOX 29
(Mailing Address of the Holding Company) Street / P.O. Box

MONTICELLO, GA 31064
City State Zip Code

141 E. GREENE ST MONTICELLO, GA
Physical location (if different from mailing address)

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.

Person to whom questions about this report should be directed:
DON B. KELLY **CHAIRMAN/ EX. V.P.**
Name Title

706-468-6418
Area Code / Phone Number / Extension

706-468-0436
Area Code / FAX Number

Donk@bankofmonticelloga.com
E-mail 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.

Don B. Kelly
Signature of Holding Company Director and Official
Date of Signature **2/25/14**

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 **2412139**
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.

FORM FR Y-6

MONTICELLO BANCSHARES, INC.
141 GREEN STREET, P.O. BOX 29
MONTICELLO, GA 31064

Report Item 1: a) The Bank Holding Company is not required to prepare form 10K with The SEC.

b) The Bank Holding Company does prepare an annual audit for its Shareholders. (The Annual Report will be mailed to you by 4-20-14. Under separate cover.)

Report Item 2: 1) Organizational Chart—Bank of Monticello, 141 Greene Street, Monticello, GA 31064 is a Subsidiary of Monticello Bancshares, Inc, a one-bank holding company. They have the same physical address. Monticello Bancshares, Inc. is a 100% owner of Bank of Monticello. Both entities are incorporated in Georgia.

- 2) n/a
- 3) n/a
- 4) n/a
- 5) n/a
- 6) n/a
- 7) n/a

Additional companies reportable on the FR Y-6: n/a

Companies not reportable on the FR Y-6 Organizational Chart:

- 1) n/a
- 2) n/a
- 3) n/a
- 4) n/a
- 5) n/a
- 6) n/a
- 7) n/a
- 8) n/a
- 9) n/a
- 10) n/a

Report Item 2b: (no) No Branches

Report Item 3: Shareholders

- 1) Current Shareholders with ownership, control, or holdings of 5% or more
With power to vote as of 12-31-13.

<u>Name and Address and Country</u>	<u># and % of Shares</u>
Don B. Kelly Monticello, GA USA	2788 - 9.76%
Louise N. Kelly () Monticello, GA USA	385-- 1.35%
D. Bruce Kelly, Jr. () Watkinsville, GA USA	765—2.68%
Ola K. Ausley Thomasville, GA USA	2320 - 8.12%
Elizabeth A. Wade () Thomasville, GA USA	400—1.40%
Kathryn B. Benton Estate Decatur, GA USA	2220 - 7.77%
Louis W. Benton, Sr. Trust Decatur, GA USA	1720 - 6.02%
Louis W. Benton, Jr. () Decatur, GA USA	479—1.68%
Ann R. Benton, Decatur, GA USA	576—2.02%
E. Clyde Kelly, III Macon, GA USA	2647 - 9.26%
Keryn K. Arnett () Cumming, Ga USA	825—2.89%
Jennifer Kelly () Smyrna, GA USA	825—2.89%

- 2) List any shareholder not listed above that owned or controlled 5%
Or more of any class of voting securities in the Bank Holding Company
During the fiscal year for which the report is being filed.

NONE

FORM FR Y-6
 December 31, 2013
 REPORT ITEM 4: DIRECTORS AND OFFICERS

<u>NAMES/ADDRESS</u>	<u>OCCUPATIONS</u>	<u>TITLE POSITION WITH BHC</u>	<u>TITLE POSITION WITH BANK OF MONTICELLO</u>	<u>TITLE POSITION WITH OTHER BUSINESSES</u>	<u>%VOTING SHARES IN BHC</u>	<u>%VOTING SHARES IN SUBSID.</u>	<u>OTHER COMPANIES IF 25% OR MORE VOTING SECURITIES HELD</u>
Steve Jordan Monticello, GA	Banker	President Director	President Director	N/A	3.09%	None	N/A
Don Kelly Monticello, GA	Banker	Chairman Secretary Director	Chairman V/President Director	N/A	9.76%	None	N/A
Louis W. Benton, Jr Decatur, GA	Retired CWC	Director	Director	N/A	1.68%	None	N/A
Joel M. Gaston Monticello, Ga	Owner Jasper Co Lumber CFO	Director	Director	N/A	0.68%	None	Jasper County Lumber 50%
E.O. Jordan Monticello, GA	Surveyor	Director	Director	N/A	0.84%	None	N/A

D. Bruce Kelly, Jr. Watkinsville, GA	Investment Manager	Director	Director	N/A	2.68% None	N/A
W. Dan Roberts Monticello, Ga	Attorney	Director	Director	N/A	4.69% None	N/A
Dr. E. Clyde Kelly, III Macon, GA	Doctor	Principal Shareholder		N/A	9.26%	N/A
Ola K. Ausley Thomasville, GA	Homemaker	Principal Shareholder		N/A	8.12%	N/A