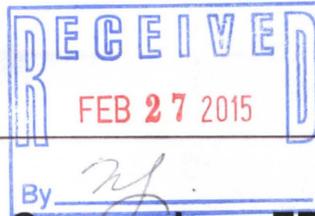


Board of Governors of the Federal Reserve System



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, 2014

Month / Day / Year

n/a

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

I, **C. William Hopper, III**

Reporter's Name, Street, and Mailing Address

Name of the Holding Company Director and Official

NBG Bancorp, INC,

President / CEO / Chairman

Legal Title of Holding Company

Title of the Holding Company Director and Official

2234 West Board Street

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.

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

Athens

GA

30606

City

State

Zip Code

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.

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Chadwick B. Hargrove

CFO / COO / Secretary

Name

Title

706-549-5860

Area Code / Phone Number / Extension

706-549-6227

Area Code / FAX Number

chargrove@tnbg.net

E-mail Address

Signature of Holding Company Director and Official

02/26/2015

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 **28 72 322**
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	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical Location (if different from mailing address)	Physical Location (if different from mailing address)
Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
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Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical Location (if different from mailing address)	Physical Location (if different from mailing address)

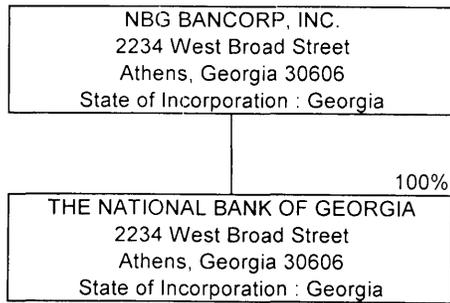
FORM FR Y-6

**NBG BANCORP, INC.
ATHENS, GEORGIA
FISCAL YEAR ENDING DECEMBER 31, 2014**

Report Item:

1: The bank holding company prepares audited financial statements which are provided to shareholders on an annual basis. The audited financial statements have not been finalized as of this submission date. Copies of the audited financial statements will be forwarded to the Federal Reserve Bank as soon as practicable.

2:a Organizational Chart



2:b Provided - Branches in Athens and Gainesville

Results: A list of branches for your depository institution: NATIONAL BANK OF GEORGIA, THE [ID_RSSD: 2872340].
 This depository institution is held by NBG BANCORP, INC. [2872322] of ATHENS, GA.
 The data are as of 1/31/2015. Data reflects information that was received and processed through 01/07/2015.

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	1/31/2015	Full Service (Head Office)	2872340	NATIONAL BANK OF GEORGIA, THE	2234 WEST BROAD STREET	ATHENS	GA	30606	CLARKE	UNITED STATES	78245	0	NATIONAL BANK OF GEORGIA, THE	2872340	
OK	1/31/2015	Full Service	3648092	GAINESVILLE BRANCH	500 JESSE JEWELL PARKWAY	GAINESVILLE	GA	30501	HALL	UNITED STATES	469157	3	NATIONAL BANK OF GEORGIA, THE	2872340	

FORM FR Y-6

NBG BANCORP, INC.
 ATHENS, GEORGIA
 FISCAL YEAR ENDING DECEMBER 31, 2014



Report Item 3: Securities Holders

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12/31/2014

NUMBER OF SHARES OUTSTANDING AT 12/31/14 1,389,839

(1)©
 Number and Percentage of Each Class of Voting Securities

(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	Common Stock	Common Stock Warrants	Common Stock Options	% Ownership Common Stock Only	% Ownership if this Persons Warrants & Options Exercised
John H. Barrett Athens, Georgia	USA	208,799	-	-	15.02%	15.02%
Robert E. Burton Athens, Georgia	USA	176,390	-	-	12.69%	12.69%
Ted Ridlehuber Athens, Georgia	USA	82,927	-	3,967	5.97%	6.23%
Tommy E. Warner Athens, Georgia	USA	114,913	-	-	8.27%	8.27%

Shareholders not listed in (3)(1)(a) through (3)(1)© that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12/31/2014

NONE

FORM FR Y-6

NBG BANCORP, INC.
ATHENS, GEORGIA
FISCAL YEAR ENDING DECEMBER 31, 2014

Report Item 4: Insiders

(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (Include names of subsidiaries)	(3)© Title & Position with Other Businesses (Include Names of Other Businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (Include names of Subs)	(4)© List names of Other Companies (includes partnerships) if 25% or more of voting securities are held (List names of companies & Percentage of voting securities held)
John H. Barrett Athens, Georgia	Real Estate Developer Property Manager	Director	Director of National Bank of Georgia	President, Barrett Properties, Inc.	15.02%	None	Barrett Properties, Inc 100.00%
Robert E. Burton Athens, Georgia	Co-Founder & 50% owner of Flowers, Inc., a wholesaler of balloons and gift items	Director	Director of National Bank of Georgia	President, Flowers, Inc.	12.69%	None	Flowers, Inc. 50.00%
Michael S. Gautreaux Bogart, Georgia	Regions Insurance Agent	Director	Director of National Bank of Georgia	Agent Regions Insurance	3.24%	None	N/A
William Glosson Gainesville, Georgia	N/A	Director	SVP of National Bank of Georgia	N/A	0.72%	None	
Chadwick B. Hargrove Athens, Georgia	N/A	CFO & Secretary	CFO, & Secretary National Bank of Georgia	N/A	0.74%	None	N/A
William C. Hopper, III Athens, Georgia	N/A	Chairman of the Board President & CEO	President & CEO of National Bank of Georgia	N/A	1.04%	None	N/A
Thomas Johnson Athens, Georgia	Owner Associated Restaurant Ventures	Director	Director of National Bank of Georgia	Owner Associated Restaurant Ventures	0.76%	None	Associated Restaurant Ventures 100%
Thomas Z. Lanier, III Athens, Georgia	N/A	EVP, Chief Credit Officer & Director	EVP, Chief Credit Officer & Director of National Bank of Georgia	N/A	4.00%	None	N/A
Kenneth J. Parker Athens, Georgia	Owner Parker & Associates Property Management Co	Director	Director of National Bank of Georgia	Owner Parker & Associates Property Management Co	0.56%	None	Parker & Associates 50.00%
Ted R. Ridlehuber Athens, Georgia	Owner Cannon Financial Institute, a bank consulting firm	Director	Director of National Bank of Georgia	N/A	5.97%	None	N/A
Scott Saucier Athens, Georgia	CPA Partner Trinity Accounting	Director	Director of National Bank of Georgia	CPA Partner Trinity Accounting	1.27%	None	N/A
Tommy E. Warner Athens, Georgia	Owner Blockbuster franchises & Warner Properties	Director	Director of National Bank of Georgia	President, Warner- Bair Videos	8.27%	None	Warner-Bair Videos, Inc 100.00%