



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, Charles Shultz
Name of the Holding Company Director and Official
Chairman
Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

NorthSide BancShares, Inc.

Legal Title of Holding Company

PO Box 283

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

Adairsville GA 30103
City State Zip Code

7741 Adairsville Highway

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:

Barry Adcock EVP
Name Title

770-773-7300

Area Code / Phone Number / Extension

770-877-7939

Area Code / FAX Number

barry@northsidebankga.com

E-mail Address

www.northsidebankga.com

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

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.

[Signature]
Signature of Holding Company Director and Official

3/31/14
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 3370393
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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Physical location (if different from mailing address)

Form FR Y-6
Report Item 1:
NORTHSIDE BANCSHARES, INC.
Organization Chart
As of December 31, 2013

NorthSide Bancshares, Inc. was not an SEC registered company as of December 31, 2013. Our annual report to shareholders has not been completed as of the date this report is filed. The annual report will be sent under separate cover upon completion.

Form FR Y-6
Report Item 2a:
NORTHSIDE BANCSHARES, INC.
Organization Chart
As of December 31, 2013

Top Tier Holding Company

NorthSide Bancshares, Inc.
A Georgia Corporation
7741 Adairsville Highway
P.O. Box 283
Adairsville, GA 30103

Subsidiary Bank

NorthSide Bank
A Georgia Corporation
7741 Adairsville Highway
P.O. Box 283
Adairsville, GA 30103
100% owned by NorthSide Bancshares, Inc.

Results: A list of branches for your depository institution: NORTHSIDE BANK (ID_RSSD: 3370384).
 This depository institution is held by NORTHSIDE BANCSHARES, INC. (3370393) of ADAIRSVILLE, GA.
 The data are as of 03/31/2014. 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	5/27/2014	Full Service (Head Office)	3370384	NORTHSIDE BANK	7741 ADAIRSVILLE HIGHWAY	ADAIRSVILLE	GA	30103	BARTOW	UNITED STATES	433263	0	NORTHSIDE BANK	3370384	
OK	5/27/2014	Full Service	3729357	CALHOUN BRANCH OFFICE	1300 LOVERS LANE ROAD SE	CALHOUN	GA	30701	GORDON	UNITED STATES	473726	2	NORTHSIDE BANK	3370384	
OK	5/27/2014	Full Service	3405866	CARTERSVILLE BRANCH	325 CHEROKEE PLACE	CARTERSVILLE	GA	30121	BARTOW	UNITED STATES	462271	1	NORTHSIDE BANK	3370384	

Form FR Y-6
Report Item 3:
NORTHSIDE BANCSHARES, INC.
Shareholders Owning 5 percent
or more of voting stock
As of December 31, 2013

Section 1

Debra Guinter
Calhoun, GA
United States of America
257,500 shares (8.38%)
No Warrants

Walter Styers
Calhoun, GA
United States of America
175,000 shares (5.70%)
No Warrants

Section 2

There were no other shareholders who owned more than 5% of any class of voting securities during the fiscal year 2013.

Form FR Y-6
NorthSide Bancshares, Inc.
Fiscal Year Ending December 31, 2013

Report Item 4: Insiders

(1) Names & Address	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with NorthSide Bank	(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 List names of other companies
Mark Swanson, Rome, GA	N/A	Executive Vice President	Executive Vice President	N/A	0.10%	0%	N/A
Barry Adcock, Adairsville, GA	N/A	Executive Vice President	Executive Vice President	N/A	0.19%	0%	N/A
Paul Beckham, Atlanta, GA	Public Relations	Director	Director	Chairman - Hope- Beckham, Inc.	1.06%	0%	Hope-Beckham, Inc. (50%)
Charles Shultz, Milton, GA	Business Consultant	Director	Director		0.92%	0%	
				Secretary/Treasurer Manager - 21st Century Nationwide, LLC			N/A
				Member Only - Milton Organizers, LLC			Milton Organizers, LLC (7.14%)
				Manager & Chairman of Board of Managers & Secretary/Treasurer - NorthSide Holdings, LLC & Subsidiary The NorthSide Agency, LLC			NorthSide Holdings, LLC (16.67%)
				Manager - Southern Sportsman Enterprises, LLC			Southern Sportsman Enterprises, LLC (25%)
				Manager - Orlando Wilson Outdoor Adventures, LLC			N/A
				Secretary/Treasurer Manager - Wilson Property Investments, LLC			N/A

Form FR Y-6
NorthSide Bancshares, Inc.
Fiscal Year Ending December 31, 2013

Report Item 4: Insiders

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Chuck Shultz Con't				Secretary/Treasurer - 21st Century Holdings, Inc.			N/A
				Secretary/Treasurer Manager- The Quarry Estates, LLC			N/A
				Secretary/Treasurer Manager - Hall Station Developers, LLC			N/A
				Manager - Georgia North Property Development Company, LLC			N/A
				Secretary/Treasurer Manager- Sportsman Properties, LLC			N/A
				Secretary/Treasurer Manager - The Quarry Phase II, LLC			N/A
				President - Summit Business Services, LLC			Summit Business Services, LLC (100%)
				Manager - CIB Partners, LLC			N/A
				Manager - Allied Business Services, LLC			

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NorthSide Bancshares, Inc.
Fiscal Year Ending December 31, 2013

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Glenn Burns, Marietta, GA	Chief Meteorologist	Director	Director	Chief Meteorologist - WSB-TV/Cox Media Group	0.92%	0%	WSB-TV/Cox Media Group
Robert Cox, Marietta, GA	Retired Baseball Manager	Director	Director	N/A	2.55%	0%	N/A
Sandra Doyle, Dalton, GA	Real Estate investment and land development	Director	Director	Manager - SGD Properties, LLC Manager - SCD Properties, LLC Manager - Sandra Doyle Properties, LLC Manager - Sandra Doyle Investments, LLC Manager - Ranburne Properties, LLC Manager - Fireball Properties, LLC Manager - Emerson Investments, LLC Doyle Media, LLC	0.92%	0%	SGD Properties, LLC (100%) SCD Properties, LLC (100%) Sandra Doyle Properties, LLC (100%) Sandra Doyle Investments, LLC (100%) Ranburne Properties, LLC (100%) Fireball Properties, LLC (100%) Emerson Investments, LLC (100%) Doyle Media, LLC (100%)
J. Wayne Lester, Woodstock, GA	Retired CPA	Director	Director	N/A	0.44%	0%	N/A
Eldon Carman, Adairsville, GA	Endodontics	Director	Director	N/A	1.15%	0%	N/A
Steve Fehlenberg		Director	Director	President, Steven R. Fehlenberg & Co., PC	0.28%	0%	N/A
Bruce Thompson		Director	Director	Automatic Cover Systems (Coverstar SE), President/CEO The Thompson Group (Allstate), President/CEO	0.81%	0%	N/A

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 NorthSide Bancshares, Inc.
 Fiscal Year Ending December 31, 2013

Report Item 4: Insiders

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				Quoteburst (Middlecross Software), Chief Marketing Officer/Partner		0% N/A	
				Lifecycle Software (ReviewMaster, QBLife, Scheduleeze), Partner		0% N/A	