



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):

12/31/2014

Month / Day / Year

N/A

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

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

7741 Adairsville Hwy NW / P.O. Box 283

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

Adairsville

City

GA

State

30103

Zip Code

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:

Barry Adcock

Name

EVP

Title

(770) 773-7300

Area Code / Phone Number / Extension

(770) 877-7933

Area Code / FAX Number

barry@northsidebankga.com

E-mail Address

www.northsidebankga.com

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

Signature of Holding Company Director and Official

[Signature]

Date of Signature

3/31/15

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

Form FR Y-6

NORTHSIDE BANCSHARES, INC.  
Adairsville, Georgia  
Fiscal Year Ending December 31, 2014

Report Item

**1. Annual Report to Shareholders**

NorthSide Bancshares, Inc. was not an SEC registered company as of December 31, 2014. 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.

**2a. Organizational Chart**

Top Tier Holding Company  
NorthSide Bancshares, Inc.  
A Georgia Corporation  
7741 Adairsville Highway NW  
P.O. Box 283  
Adairsville, GA 30103

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

**2b. Domestic Branch Listing**

Domestic branch listing provided to the Federal Reserve Bank.

**Results:** A list of branches for your holding company: NORTHSIDE BANCSHARES, INC. (3370393) of ADAIRSVILLE, GA.  
The data are as of 12/31/2014. 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		Full Service (Head Office)	3370384	NORTHSIDE BANK	7741 ADAIRSVILLE HIGHWAY	ADAIRSVILLE	GA	30103	BARTOW	UNITED STATES	433263	0	NORTHSIDE BANK	3370384	
OK		Full Service	3729357	CALHOUN BRANCH OFFICE	1300 LOVERS LANE ROAD SE	CALHOUN	GA	30701	GORDON	UNITED STATES	473726	2	NORTHSIDE BANK	3370384	
OK		Full Service	3405866	CARTERSVILLE BRANCH	325 CHEROKEE PLACE	CARTERSVILLE	GA	30121	BARTOW	UNITED STATES	462271	1	NORTHSIDE BANK	3370384	

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**NORTHSIDE BANCSHARES, INC.**

Adairsville, Georgia

Fiscal Year Ending December 31, 2014

**Report Item 3: Securities Holders**

(1)(a)(b)(c) and (2)(a)(b)(c)

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2014			Securities holders 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 12-31-2014		
(1)(a) Name City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Debra Owens Calhoun, GA, USA	USA	257,500 7.98% Common Stock No Warrants	None		
Walter Styers Calhoun, GA, USA	USA	175,000 5.42% Common Stock No Warrants			

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NORTHSIDE BANCSHARES, INC.  
Adairsville, Georgia  
Fiscal Year Ending December 31, 2014



Report Item 4: Insiders

(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1)(a) Name City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Larry Flowers Augusta, SC, USA	N/A	President & CEO	President/CEO (NorthSide Bank)	N/A	0.00%	0.00%	N/A
Barry Adcock Adairsville, GA, USA	N/A	Executive Vice President & CFO	Executive Vice President (NorthSide Bank)	N/A	0.80%	0.00%	N/A
Eileen Howell Powder Springs, GA, USA	N/A	N/A	Executive Vice President (NorthSide Bank)	N/A	0.00%	0.00%	N/A
Paul Beckham Atlanta, GA, USA	Public Relations	Director	Director (NorthSide Bank)	Chairman (Hope-Beckham, Inc.)	2.08%	0.00%	Hope-Beckham, Inc. (50.00%)
Glenn Burns Marietta, GA, USA	Chief Meteorologist	Director	Director (NorthSide Bank)	Chief Meteorologist WSBTV/Cox Media Group	1.94%	0.00%	N/A
Eldon Carman Adairsville, GA, USA	Endodontist	Director	Director (NorthSide Bank)	N/A	2.15%	0.00%	N/A
Robert Cox Marietta, GA, USA	Retired MLB Manager	Director	Director & Chairman (NorthSide Bank)	Partner (2%) (LakePoint Land LLC)	3.47%	0.00%	N/A
Calvin Evans Cartersville, GA, USA	Real Estate Investor	Director	Director (NorthSide Bank)	Managing Member (Augsburg Investments, LLC)	1.92%	0.00%	Augsburg Investments, LLC 100%
				Managing Member (Blackrock realty)			Blackrock Realty 100%
J. Wayne Lester Woodstock, GA, USA	Retired CPA	Director & Vice Chairman	Director (NorthSide Bank)	N/A	1.49%	0.00%	N/A

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NORTHSIDE BANCSHARES, INC.  
Adairsville, Georgia  
Fiscal Year Ending December 31, 2014

Report Item 4: Insiders

(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1)(a) Name City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Steve Fehlenberg Calhoun, GA, USA	Financial Advisor	Director	Director (NorthSide Bank)	President (Steven R. Fehlenberg & Co., PC)  General Partner (Parkside Trail)  Managing Member (Windsor Brooke Books, LLC)  Owner/Member (506 Roswell Street Partners)	1.41%	0.00%	Steven R. Fehlenberg & Co., PC 100%  506 Roswell Street Partners 25%
Bruce Thompson White, GA, USA	GA State Senator Entrepreneur	Director	Director (NorthSide Bank)	President/CEO (Automatic Cover Systems (Coverstar SE))  President/CEO (The Thompson Group (Allstate))  CEO Bruce Thompson Enterprises  CEO (Quoteburst (Middlecross Software))  Partner (Lifecycle Software (ReviewMaster, QBLife, Scheduleeze))  Trustee (Truett McConnell College)	1.47%	0.00%	Automatic Cover Systems (Coverstar SE) 100%  The Thompson Group (Allstate) 100%  Bruce Thompson Enterprises 100%  Quoteburst (Middlecross Software) 30%  Lifecycle Software (ReviewMaster, QBLife, Scheduleeze)

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NORTHSIDE BANCSHARES, INC.  
 Adairsville, Georgia  
 Fiscal Year Ending December 31, 2014

Report Item 4: Insiders

(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1)(a) Name City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
33%							

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NORTHSIDE BANCSHARES, INC.  
Adairsville, Georgia  
Fiscal Year Ending December 31, 2014

Report Item 4: Insiders

(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1)(a) Name City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Charles Shultz Milton, GA, USA	Business Consultant	Director & Chairman	Director & Vice Chairman (NorthSide Bank)	Secretary/Treasurer Manager (21st Century Nationwide, LLC)	2.55%	0.00%	Summit Business Services, LLC (100.00%)
				Member Only (Milton Organizers, LLC inactive)			Southern Sportsman Enterprises, LLC (25.00%)
				Manager & Chairman of Board of Managers & Secretary/Treasurer (NorthSide Holdings, LLC & inactive Subsidiary The NorthSide Agency, LLC)			
				Manager (Southern Sportsman Enterprises, LLC)			
				Manager (Orlando Wilson Outdoor Adventures, LLC)			
				Secretary/Treasurer Manager (Wilson Property Investments, LLC)			
				Secretary/Treasurer (21st Century Holdings, Inc.)			
				Secretary/Treasurer Manager (The Quarry Estates, LLC - Inactive)			
				Secretary/Treasurer Manager (Hall Station Developers, LLC - Inactive)			

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NORTHSIDE BANCSHARES, INC.  
 Adairsville, Georgia  
 Fiscal Year Ending December 31, 2014

Report Item 4: Insiders

(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1)(a) Name City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
				Manager (Georgia North Property Development Company, LLC)			

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NORTHSIDE BANCSHARES, INC.  
 Adairsville, Georgia  
 Fiscal Year Ending December 31, 2014

Report Item 4: Insiders

(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

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Charles Shultz Cont'd.				Secretary/Treasurer Manager (Sportsman Properties, LLC)			
				Secretary/Treasurer Manager (The Quarry Phase II, LLC - Inactive)			
				Secretary/Treasurer Manager (JCW Investments, LLC)			
				President (Summit Business Services, LLC)			
				Manager (CIB Partners, LLC)			
				Manager (Allied Business Services, LLC)			