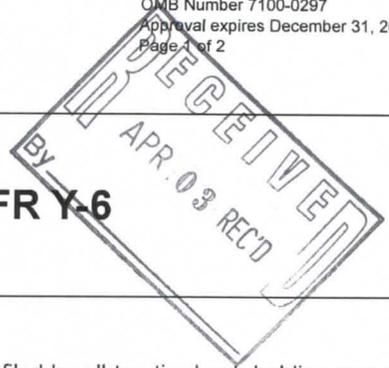


Reused

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, **William E. Hughes, Jr.**

Reporter's Name, Street, and Mailing Address

Patterson Bankshares, Inc.

Name of the Holding Company Director and Official

President/Secretary

Legal Title of Holding Company

6365 Highway 84 / P.O. Drawer 15

Title of the Holding Company Director and Official

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

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.

Patterson

GA

31557

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:

Derek L Smith

Interim CFO - Patterson Bk

Name

Title

912-490-1010 1441

Area Code / Phone Number / Extension

912-490-0092

Area Code / FAX Number

dsmith@pattersonbank.com

E-mail Address

n/a

Signature of Holding Company Director and Official

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

Date of Signature

3/18/13

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 **1137202**
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

Revised

Patterson Bankshares, Inc.

Patterson Bankshares, Inc.
Patterson, GA
Incorporated in Georgia
05/09/1985

The Patterson Bank
Patterson, GA
(100% owned by
Patterson Bankshares, Inc.)
Incorporated in Georgia
06/19/1907

Patterson Bankshares
Capital Trust I
Patterson, GA
(100% owned by Patterson
Bankshares, Inc.)
Incorporated in Delaware
06/27/2007

Results: A list of branches for your depository institution: PATTERSON BANK, THE (ID_RSSD: 631039).
 This depository institution is held by PATTERSON BANKSHARES, INC. (1157292) of PATTERSON, GA.
 The data are as of 12/31/2012. Data reflects information that was received and processed through 02/24/2013.

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)	631039	PATTERSON BANK, THE	6365 HIGHWAY 84	PATTERSON	GA	31557	PIERCE	UNITED STATES	6427	0	PATTERSON BANK, THE	631039	
OK		Full Service	2703800	WAYNE COUNTY BRANCH	927 SOUTH FIRST STREET	JESUP	GA	31545	WAYNE	UNITED STATES	221758	2	PATTERSON BANK, THE	631039	
OK		Full Service	3539725	WAYCROSS BRANCH	930 MEMORIAL DRIVE	WAYCROSS	GA	31501	WARE	UNITED STATES	456680	3	PATTERSON BANK, THE	631039	

Item 1 The BHC is not registered with the SEC.

The BHC does not prepare an annual report for its shareholders.

Item 2 Patterson Bankshares, Inc. owns 100% of the stock of The Patterson Bank. It also owns 100% of the stock of Patterson Bankshares Capital Trust I. Patterson Bankshares, Inc., Patterson Bankshares Capital Trust I and The Patterson Bank are located in the City of Patterson, Pierce County, Georgia, United States of America.

Item 2b Submitted via email on 03/29/2013

Item 3 (1)	<u>Name & Address (a)</u>	<u>Citizenship (b)</u>	<u>Number of Shares/% (c)</u>
	Thomas, R.D. Jr. Patterson, GA 31557	United States	66,008 47.31%- Common Stock
	Barnard, J.P. Jr. Patterson, GA 31557	United States	11,938 8.56%-Common Stock
	Willingham, Mary T. Patterson, GA 31557	United States	14,076 10.09%-Common Stock
	Strickland, Devin B Waycross, GA 31503	United States	11,987 8.59%-Common Stock

Item 3 (2) None

Item 4	(1) <u>Name & Address</u>	(2) <u>Occupation</u>	(3) <u>Title</u> <u>Other Business Interest</u>	(4) <u>Number of</u> <u>Shares/%</u>	
	Barnard, J.P. Jr. Patterson, GA 31557 United States	Construction & Real Estate	a. Director, Holding Company b. Director, Bank c. The Barnard Co. Owner Barnard Construction Co. Owner Julie Hat Co. Inc. President	11,938 100.0% 100.0% 15.0%	8.56%
	William Hughes Waycross, GA 31501 United States	N/A	a. Director, Holding Company President/CEO & Director, b. Bank c. N/A	100	0.07%
	Stipe, Steve Waycross, GA 31503 United States	N/A	a. N/A Senior Vice-President/Chief b. Lending Officer c. Stipe Farms, LLC Managing Member	250 100.0%	0.18%

Name & Address	Occupation		Title Other Business Interest	Number of Shares/%			
Strickland, Devin Waycross, GA 31503 United States	Construction	a.	N/A	11,987	8.59%		
		b.	N/A				
		c.	Lazybrook Enterprises President	100.0%			
			Henway, Inc. Owner	100.0%			
			Strickland Timber & Land Development Company, Inc. President	100.0%			
			Georgia Block & Brick President	100.0%			
			GA/FL Contracting Co. Inc., President	100.0%			
			Belikin Properties, Inc. Secretary	33.3%			
			Strickland Equipment Owner	100.0%			
			Georgia Redi-Mix President	100.0%			
		Thomas, R.D. Jr. Patterson, GA 31557 United States	N/A	a./b.	N/A	66,008	47.31%
				c.	R.D. Thomas Farms President		
		Ronald Thomas Waycross, GA 31501 United States	Attorney	a.	Director/Legal Counsel, Board	1,633	1.17%
b.	Director/Legal Counsel, Bank						
c.	Thomas & Settle, Partner			50%			
			Tri-T Inc., Secretary	25%			
Willingham, Mary T. Waycross, GA 31503 United States	Retired banker	a.	N/A	14,076	10.09%		
		b.	N/A				
		c.	N/A				