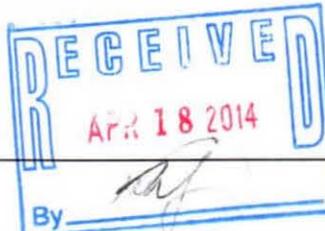


Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6



Revised

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

Legal Title of Holding Company

Secretary

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 C.F.O. / FSB

Name

Title

912-490-1010 1441

Area Code / Phone Number / Extension

912-490-0092

Area Code / FAX Number

dsmith@firstsouthernga.com

E-mail Address

dsmith@firstsouthernga.com

Signature of Holding Company Director and Official

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

03/31/2014

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 11 3722

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

Patterson Bankshares, Inc.

Revised

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

First Southern Bank
Patterson, GA
(less than 1.09% 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

We have 3 branches

Patterson Branch
6365 Highway 84
Patterson, GA 31557

Jesup Branch
927 S. First Street
Jesup, GA 31545

Waycross Branch
930 Memorial Drive
Waycross, GA 31501

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 1.09% of the stock of First Southern Bank. It also owns 100% of the stock of Patterson Bankshares Capital Trust I. Patterson Bankshares, Inc., Patterson Bankshares Capital Trust I and First Southern Bank are located in the City of Patterson, Pierce County, Georgia, United States of America.

Item 2b The holding company no longer has a controlling interest in First Southern Bank. Therefore, the branches of First Southern Bank are no longer under the control of the holding company either.

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

Item 3 (2) None

Item 4	<u>(1) Name & Address</u>	<u>(2) Occupation</u>	<u>(3) Title Other Business Interest</u>	<u>(4) Number of Shares/%</u>	
	Barnard, J.P. Jr. Patterson, GA 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 United States	N/A	a. Director, Holding Company b. CEO & Director, Bank c. N/A	100	0.07%
	Stipe, Steve Waycross, GA United States	N/A	a. N/A b. Officer, Bank 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 : 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 United States	N/A	a./b. N/A	66,008	47.31%
		c. R.D. Thomas Farms President	100.0%	
Ronald Thomas Waycross, GA United States	Attorney	a./b. N/A	1,633	1.17%
		c. Thomas & Settle, Partner	50%	
		Tri-T Inc., Secretary	25%	
Willingham, Mary T. Waycross, GA United States	Retired banker (deceased)	a. N/A b. N/A c. N/A	14,076	10.09%

(4) b **Patterson Bankshares, Inc. owns 1.09% of total shares of First Southern Bank**
All shares of Patterson Bankshares Capital Trust I are owned by Patterson Bankshares, Inc.