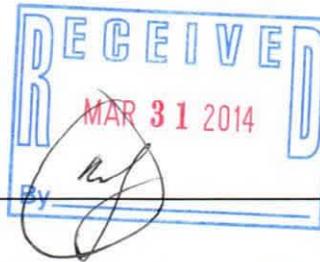


Board of Governors of the Federal Reserve System



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, **Kenneth H. Maloy**

Reporter's Name, Street, and Mailing Address

SouthCrest Financial Group, Inc.

Name of the Holding Company Director and Official

Legal Title of Holding Company

President and CEO

403 Westpark Walk, Suite 130

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.

Peachtree City

GA

30269

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:

Doug Hertha

Sr. Vice President & CFO

Name

Title

678-734-3507

Area Code / Phone Number / Extension

770-631-3280

Area Code / FAX Number

doug.hertha@southcrestbank.com

E-mail Address

Signature of Holding Company Director and Official

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

Date of Signature

Does the reporter request confidential treatment for any portion of this submission?

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

Yes Please identify the report items to which this request applies:
Item 4.

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 Federal Reserve Bank Use Only

RSSD ID **2497202**

C.I.

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.

n/a - not a tiered holding company

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)

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

City State Zip Code

Physical location (if different from mailing address)

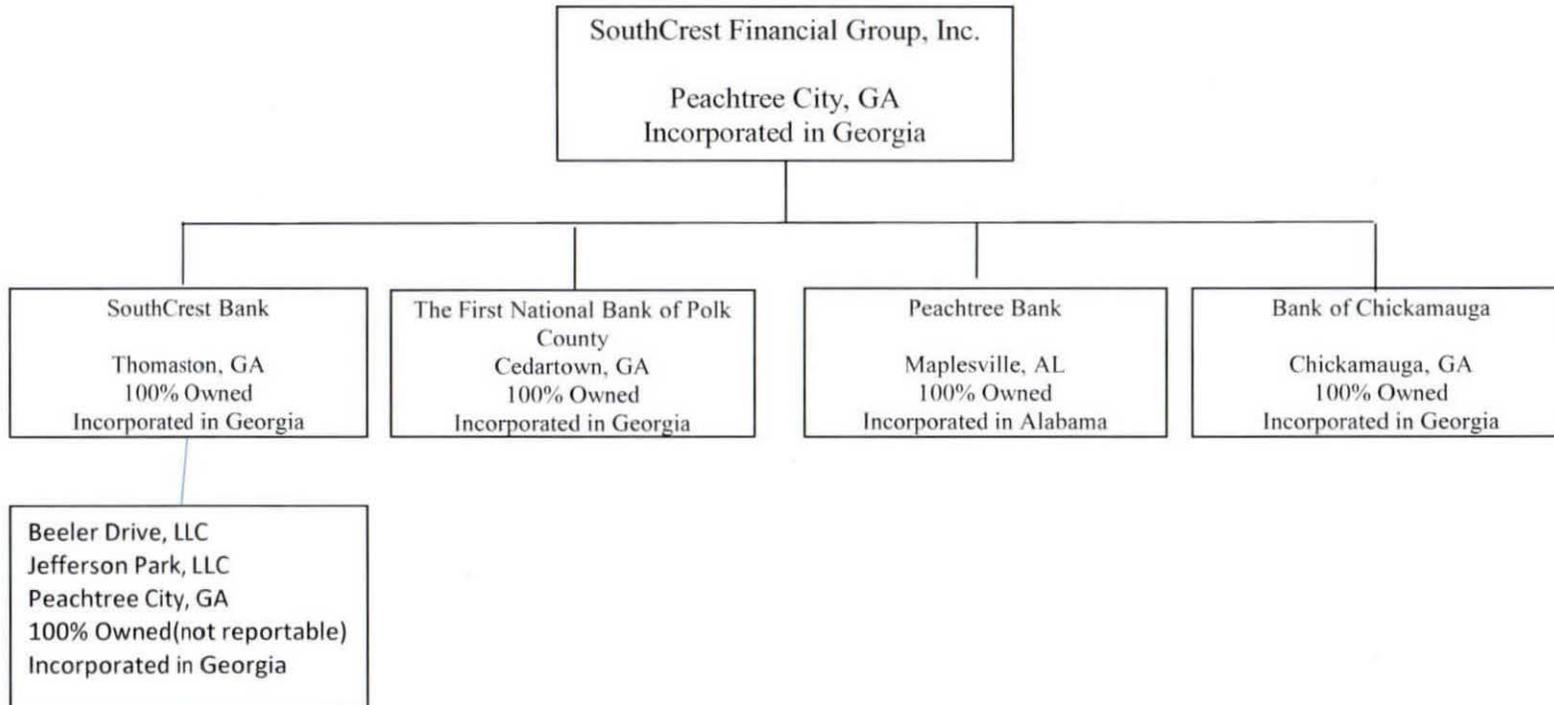
Form FRY 6

**SouthCrest Financial Group, Inc.
Peachtree City, Georgia**

Fiscal Year Ending December 31, 2013

Report Items

- 1. The bank holding company is not registered with the SEC. One copy of its audited financial statements will be sent under separate cover.
- 2. Organization Chart



2b. Submitted early via email 3/25/14.

Results: A list of branches for your holding company; SOUTHCREST FINANCIAL GROUP, INC. (2497202) of PEACHTREE CITY, GA.
The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

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		Full Service (Head Office)	512839	BANK OF CHICKAMAUGA	201 GORDON STREET	CHICKAMAUGA	GA	30707	WALKER	UNITED STATES	3894	0	BANK OF CHICKAMAUGA	512839	
OK		Full Service	451134	HIGHWAY 27 BR	12691 NORTH HIGHWAY 27	CHICKAMAUGA	GA	30707	WALKER	UNITED STATES	208057	1	BANK OF CHICKAMAUGA	512839	
OK		Full Service (Head Office)	165039	FIRST NATIONAL BANK OF POLK COUNTY, THE	967 NORTH MAIN STREET	CEDARTOWN	GA	30125	POLK	UNITED STATES	1399	0	FIRST NATIONAL BANK OF POLK COUNTY, THE	165039	
OK		Full Service	1848740	DOWNTOWN OFFICE	117 WEST AVE	CEDARTOWN	GA	30125	POLK	UNITED STATES	6434	3	FIRST NATIONAL BANK OF POLK COUNTY, THE	165039	
OK		Full Service	448835	ROCKMART OFFICE	131 WEST ELM STREET	ROCKMART	GA	30153	POLK	UNITED STATES	191619	1	THE	165039	
OK		Full Service (Head Office)	572338	PEACHTREE BANK	9411 AL HIGHWAY 22	MAPLESVILLE	AL	36750	CHILTON	UNITED STATES	48	0	PEACHTREE BANK	572338	
OK		Full Service	2179898	CLANTON OFFICE	1501 7TH STREET NORTH	CLANTON	AL	35045	CHILTON	UNITED STATES	180968	1	PEACHTREE BANK	572338	
OK		Full Service (Head Office)	436131	SOUTHCREST BANK	108 SOUTH CHURCH STREET	THOMASTON	GA	30286	UPSON	UNITED STATES	11104	0	SOUTHCREST BANK	436131	
OK		Full Service	4102546	JOHNS CREEK BRANCH	11675 MEDLOCK BRIDGE ROAD	DULUTH	GA	30097	FULTON	UNITED STATES	Not Required	Not Required	SOUTHCREST BANK	436131	
OK		Full Service	1958555	LUTHERSVILLE BRANCH	14 NORTH MAIN STREET	LUTHERSVILLE	GA	30251	MERIWETHER	UNITED STATES	365775	4	SOUTHCREST BANK	436131	
OK		Full Service	688837	MANCHESTER BRANCH	406 WEST MAIN STREET	MANCHESTER	GA	31816	MERIWETHER	UNITED STATES	3879	2	SOUTHCREST BANK	436131	
OK		Full Service	278331	NORTHSIDE BRANCH	943 NORTH CHURCH STREET	THOMASTON	GA	30286	UPSON	UNITED STATES	240219	1	SOUTHCREST BANK	436131	
OK		Full Service	3635887	TYRONE BRANCH OFFICE	105 SAINT STEPHENS COURT, SUITE A, SUITE A	TYRONE	GA	30290	FAYETTE	UNITED STATES	478874	7	SOUTHCREST BANK	436131	
OK		Full Service	899530	WARM SPRINGS BRANCH	121 BROAD STREET	WARM SPRINGS	GA	31830	MERIWETHER	UNITED STATES	5113	3	SOUTHCREST BANK	436131	

Form FRY-6

**SouthCrest Financial Group, Inc.
Peachtree City, Georgia
Fiscal Year Ending December 31, 2013**

Report Item 3. Shareholders

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2013.			Shareholders 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 12-31-2013.		
(1)(a)	(1)(b)	(1)(c)	(2)(a)	(2)(b)	(2)(c)
Name and address (City, State, Country)	Country of Citizenship	Number and Percent Of Each Class of Voting Security	Name and address (City, State, Country)	Country of Citizenship	Number and Percent Of Each Class of Voting Security
Castle Creek Capital Partners V, LP Rancho SanteFe, CA	USA	505,000 9.52%	None		
Investment Vehicles Advised by EJF Capital Arlington, VA	USA	505,000 9.52%			

Form FRY-6

SouthCrest Financial Group, Inc.
Peachtree City, Georgia
Fiscal Year Ending December 31, 2013

Report Item 4. Insiders

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Name & Address (City, State, Country)	Principal Occupation if other than Bank Holding Company	Title and Position with Holding Company	Title and Position with Subsidiaries (include names of subsidiaries)	Titles and Position with Other Business (include names of other businesses)	Percentage of Voting Shares in Bank Holding	Percentage of Voting Shares in Subsidiaries (include names of Subsidiaries)	List names of Other Companies if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Danny Brinks Greensboro, GA USA	N/A	Director	Director SouthCrest Bank Director, First National Bank of Polk County		2.81%	N/A	
Harvey N. Clapp Selma, AL USA	N/A	Director	Director, Chairman, Peachtree Bank Director, Bank of Chickamauga		1.94%	N/A	
Joan Cravey Atlanta, GA USA	N/A	Director, Chairman	Director, Chairman, SouthCrest Bank Director, Chairman, First National Bank of Polk County Director, Chairman, Bank of Chickamauga		1.74%	N/A	
Larry T. Kuglar Cedartown, GA USA	N/A	Director	Director, First National Bank of Polk County Director, Bank of Chickamauga Director, SouthCrest Bank		0.87%	N/A	
Kenneth H. Maloy Marietta, GA USA	N/A	Director, President and CEO	Director, President & CEO, Bank of Chickamauga CEO, SouthCrest Bank		1.63%	N/A	
Robert D. Baker Cedar Bluff, AL USA	Construction Company Owner	Director	Director, First National Bank of Polk County		0.97%	N/A	

Information provided in item 3(c) and 4(c) are confidential and may be found in a separately bound confidential volume.

Form FRY-6

**SouthCrest Financial Group, Inc.
Peachtree City, Georgia
Fiscal Year Ending December 31, 2013**

Report Item 4. Insiders (Continued)

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Name & Address (City, State, County)	Principal Occupation if other than Bank Holding Company	Title and Position with Holding Company	Title and Position with Subsidiaries (include names of subsidiaries)	Titles and Position with Other Business (include names of other businesses)	Percentage of Voting Shares in Bank Holding	Percentage of Voting Shares in Subsidiaries (include names of Subsidiaries)	List names of Other Companies if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Michael D. McRae Cedartown, GA USA	Attorney	Director	Director, First National Bank of Polk County		0.27%	N/A	
Tony Scavuzzo SanDiego, CA USA	Investments	Director	Director, First National Bank of Polk County Director, SouthCrest Bank Director, Bank of Chickamauga		0.00%	N/A	
Harold W. Wyatt, III Atlanta, GA USA	Real Estate	Director, Vice Chairman		N/A	0.13%	N/A	
Douglas J. Hertha Peachtree City, GA USA	N/A	Sr. VP, Chief Financial Officer	Sr. VP, CFO SouthCrest Bank; Director, Bank of Chickamauga CFO, First National Bank of Polk County		0.23%	N/A	

Information provided in item 3(c) and 4(c) are confidential and may be found in a separately bound confidential volume.

Form FRY-6

SouthCrest Financial Group, Inc.
 Peachtree City, Georgia
 Fiscal Year Ending December 31, 2013

Report Item 4. Insiders (Continued)

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Name & Address (City, State, County)	Principal Occupation if other than Bank Holding Company	Title and Position with Holding Company	Title and Position with Subsidiaries (include names of subsidiaries)	Titles and Position with Other Business (include names of other businesses)	Percentage of Voting Shares in Bank Holding	Percentage of Voting Shares in Subsidiaries (include names of Subsidiaries)	List names of Other Companies if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
David Bormann Dunwoody, GA USA	N/A	Sr. VP, Chief Strategy Officer	N/A		1.42%	N/A	
Russell Holland Atlanta, GA USA	N/A	Sr. VP, Chief Credit Officer	Sr. VP, Chief Credit Officer SouthCrest Bank		0.47%	N/A	

Information provided in item 3(c) and 4(c) are confidential and may be found in a separately bound confidential volume.