

Board of Governors of the Federal Reserve System



Annual Report of Bank Holding Companies—FR Y-6

1143566

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)). 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 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). 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 Bank Holding Companies* must be signed by one director of the top-tier bank holding company. This individual should also be a senior official of the top-tier bank holding company. In the event that the top-tier bank 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 bank holding company's fiscal year-end):

December 30, 2011

Month / Day / Year

I, Thomas L. Arnold

Reporter's Name, Street, and Mailing Address

SunMark Bancshares, inc.

Legal Title of Bank Holding Company

140 Commerce Street

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

Hawkinsville

GA



31036

City

State

Zip Code

Name of the Bank Holding Company Director and Official

Vice President

Title of the Bank Holding Company Director and Official

attest that the *Annual Report of Bank Holding Companies* (including the supporting attachments) for this report date have 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:

Betty Ann Goss

Secretary-Treasurer

Name

Title

478-783-4036

Area Code / Phone Number / Extension

478-783-2145

Area Code / FAX Number

bettyanngoss@sunmarkbank.com

E-mail Address

N/A

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

Signature of Bank Holding Company Director and Official

03/20/2012

Date of Signature

For bank 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 _____
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."

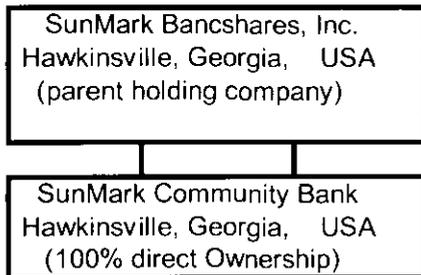
No

Form FRY-6
SUNMARK BANCSHARES, INC.
Hawkinsville, Georgia
Fiscal Year Ending December 31, 2011

Report Item 1: Annual Report to Shareholders

A copy of the audited Financial Statements of SunMark Bancshares, Inc. as of December 31, 2011 by McNair, McLemore, Middlebrooks, & Co., CPAs is attached. This audit report is substantially similar to the Annual Report made available to shareholders for the Annual Meeting, and is incorporated by reference in response to Item #1.

Report Item 2a. Organization Chart



Report Item 2b. Domestic Branch Listing

Branch List submitted early via e-mail on February 7, 2012

Report Item 3. Securities Holders

The following lists each shareholder of record that directly or indirectly owned, controlled, or held with the power to vote 5% or more of the 16,210 outstanding shares of common stock of SunMark Bancshares, Inc. at December 31, 2011:

(1) (a) Name/Address (City, State, Country)	(1) (b) Country of Citizenship or Incorporation	(1) (c) Number and Percentage of Outstanding Shares	
Jennings Family Trust I & III W. M. Jennings, III Trustee Hawkinsville, Georgia USA	USA	5,015*	30.93%
Jennings Family Trust II & IV Meredith Jennings McDaniel Trustee Hawkinsville, Georgia USA	USA	4,896**	30.21%

*Of this figure 209 shares are in his name only and 18 shares are jointly with his father.

** Of this figure 109 shares are in her name only

SUNMARK BANCSHARES, INC.

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Report Item 3. Securities Holders Continued

2. There are no other shareholders not listed in Item 3(1) that owned or controlled 5% or more of the common stock of SunMark Bancshares, Inc. during the fiscal year 2011.

Report Item 4. Insiders

The following lists each principal shareholder, director and executive officer of SunMark Bancshares, Inc. as of December 31, 2011:

4(1) Name & Address (City, State, Country)	4(2) Principal Occupation if Other Than With Bank Holding Company	4(4a) Number of Shares Ownership
John H. Anderson, Jr. Hawkinsville, Ga. USA	Principal Occupation is Retired Pulaski County Commissioner, 4 (3a) Director, SunMark Bancshares, Inc. 4 (3b) Director, SunMark Community Bank 4(3c) 4(4c) Owner, Royal Care, Inc., 33.3% ownership in retirement home based in Cochran, Ga.; Owner, Tri South Management, Inc., 33 1/3% ownership in personal care home management company based in Hawkinsville, Ga.; Owner, Kingsford of Warner Robins, Inc., 25% ownership in personal care home located in Warner Robins, Ga.	134 0.83%
Thomas L. Arnold Hawkinsville, Ga. USA	Principal Occupation is President SunMark Community Bank 4 (3a) Director and Vice President, SunMark Bancshares, Inc.; 4 (3b) Director and President, SunMark Community Bank 4(3c) & 4(4c) Owner, Royal Care, Inc., 33.3% ownership in retirement home based in Cochran, Ga.; Owner, Tri South Management, Inc., 33 1/3% ownership in personal care home management company based in Hawkinsville, Ga.; Owner, Kingsford of Warner Robins, Inc., 25% ownership in personal care home located in Warner Robins, Ga.	70 0.43%
C. Brooks Bailey Hawkinsville, Ga. USA	Principal Occupation, Pulaski County Commissioner 4 (3a) Director, SunMark Bancshares, Inc. 4 (3b) Director, SunMark Community Bank Report Item 4(3c) None Report Item 4(4c) None Does not own any percentage or hold any title in any other company.	49 0.30%

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Report Item 4. Insiders Continued

4(1) Name & Address (City, State, Country)	4(2) Principal Occupation if Other Than With Bank Holding Company	4(4a) Number of Shares Ownership
Royce Conner Hawkinsville, Ga. USA	Principal Occupation is Retired Farmer 4 (3a) Director, SunMark Bancshares, Inc. 4 (3b) Director, SunMark Community Bank Report Item 4(3c) None Report Item 4(4c) None Does not own any percentage or hold any title in any other company.	155 0.96%
Jeannette G. Ford Hawkinsville, Ga. USA	Principal Occupation is Retired President, SunMark Community Bank 4 (3a) Director & President, SunMark Bancshares, Inc. 4 (3b) Director, SunMark Community Bank 4(3c) & 4(4c) Owner Southern Care Management, Inc., 100% ownership in retirement home based in Hawkinsville, GA. Owner, Royal Care, Inc., 33.3% ownership in retirement home based in Cochran, Ga.; Owner, Tri South Management, Inc., 33 1/3% ownership in personal care home management company based in Hawkinsville, Ga.; Owner, Kingsford of Warner Robins, Inc., 25% ownership in personal care home located in Warner Robins, Ga.	10 0.06%
Ben H. Griffin, Jr. Hawkinsville, Ga. USA	Principal Occupation is Vice President, Community Health Systems 4 (3a) Director, SunMark Bancshares, Inc. 4 (3b) Director, SunMark Community Bank 4(3c) & 4(4c) Director, Ocmulgee Enterprises, Inc.; Director, Equinox Management, Inc.; 100% Owner GA Hospitality Investments, LLC 100% Owner GA Hospitality Management, LLC 50% Owner of Page Investment Company, LLC 50% Owner Griffin Investments, LLC	400 2.47%

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Report Item 4. Insiders Continued

4(1) Name & Address (City, State, Country)	4(2) Principal Occupation if Other Than With Bank Holding Company	4(4a) Number of Shares Ownership
W. M. Jennings, Jr. Hawkinsville, Ga. USA	Principal Occupation is Telecommunications General Partner, Jennings Investments, LP 4 (3a) Director and Chairman, SunMark Bancshares, Inc. 4 (3b) Director and Chairman, SunMark Community Bank 4(3c) & 4(4c) Jennings Investments L.P. & ComSouth Corp. .5% ownership interest, and 50% voting interest in Jennings Investments LP	5 0.03%
W. M. Jennings, III Hawkinsville, Ga. USA	Principal Occupation is Sr. Vice President, ComSouth Telecommunications, Inc. 4 (3a) Director, SunMark Bancshares, Inc. 4 (3b) Director, SunMark Community Bank Trustee for Jennings Family Trust I & III 4(3c) & 4(4c) General Partner, J & J Properties, 50% ownership in Real Estate Investments	227 1.40% 4,788 29.53%
Michael D. McClain Hawkinsville, Ga. USA	Principi Occupation is Executive Vice President & Chief Operating Officer of Jennings Investments, LP and ComSouth Corporation 4 (3a) Director, SunMark Bancshares, Inc. 4 (3b) Director, SunMark Community Bank Report Item 4(3c) None Report Item 4(4c) None Does not own any percentage or hold any title in any other company.	577 3.56%
Meredith Jennings McDaniel Hawkinsville, Ga. USA	Homemaker Report Item 4(3a) None Report Item 4(3b) None 4(3c)&4(4c) Trustee for Jennings Family Trust II & IV 4(3c)&4(4c) General Partner, J & J Properties, 50% ownership in Real Estate Investments	109 0.67% 4,787 29.54%

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Report Item 4. Insideers Continued

4(1) Name & Address (City, State, Country)	4(2) Principal Occupation if Other Than With Bank Holding Company	4(4a) Number of Shares Ownership
Larry Snellgrove Hawkinsville, Ga. USA	Principal Occupation is Developer 4 (3a) Director, SunMark Bancshares, Inc. 4 (3b) Director, SunMark Community Bank Report Item 4(3c) None Report Item 4(4c) None Does not own any percentage or hold any title in any other company.	242 1.49%

Report Item 4(4b) None- All shares held by bank holding company.