

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

I, Thomas L. Arnold
 Name of the Holding Company Director and Official
Vice President
 Title of the Holding Company Director and Official

Month / Day / Year

Reporter's Name, Street, and Mailing Address
SunMark Bancshares, Inc.

Legal Title of Holding Company
140 Commerce Street

(Mailing Address of the Holding Company) Street / P.O. Box
Hawkinsville GA 31036
 City State 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:
Betty Ann Goss Secretary-Treasurer

Name Title
478-783-4036-264

Area Code / Phone Number / Extension
478-783-2145

Area Code / FAX Number
bettyangoss@sunmarkbank.com

E-mail Address

[Signature]
 Signature of Holding Company Director and Official
March 11, 2013

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:

- 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 1143566
 C.I. _____

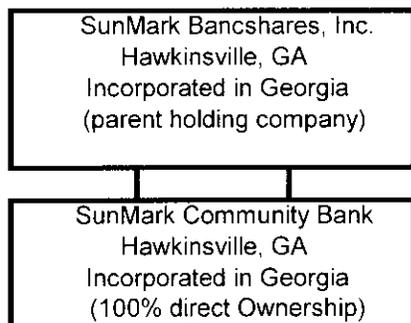
Gene Fee

Form FRY-6 Corrected Copy 5/14/13
SUNMARK BANCSHARES, INC.
Hawkinsville, Georgia
Fiscal Year Ending December 31, 2012

Report Item 1: Annual Report to Shareholders

A copy of the audited Financial Statements of SunMark Bancshares, Inc. as of December 31, 2012 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 March 6, 2013
Branch List submitted via e-mail on May 14, 2013

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, 2012:

(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

Results: A list of branches for your depository institution: SUNMARK COMMUNITY BANK (ID_RSSD: 100236).
 This depository institution is held by SUNMARK BANCSHARES, INC. (1143566) of HAWKINSVILLE, GA.
 The data are as of 12/31/2012. Data reflects information that was received and processed through 07/08/2013.

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
		Full Service (Head Office)	100236	SUNMARK COMMUNITY BANK	140 COMMERCE STREET	HAWKINSVILLE	GA	31036	PULASKI	UNITED STATES	10928	0	SUNMARK COMMUNITY BANK	100236	
		Full Service	3073087	HIGHWAY 96 BRANCH OFFICE	749 HIGHWAY 96	BONAIRE	GA	31005	HOUSTON	UNITED STATES	362318	3	SUNMARK COMMUNITY BANK	100236	
		Full Service	3073078	FORT VALLEY BRANCH OFFICE	205 SOUTH CAMELLIA BOULEVARD	FORT VALLEY	GA	31030	PEACH	UNITED STATES	362871	4	SUNMARK COMMUNITY BANK	100236	
		Full Service	2562847	HOUSTON LAKE ROAD BRANCH	250 SOUTH HOUSTON LAKE ROAD	WARNER ROBINS	GA	31088	HOUSTON	UNITED STATES	238886	2	SUNMARK COMMUNITY BANK	100236	

22/1/20

Results and of business for past trading conditions. If you are a new customer, you will not have a previous trading history. The date of the first order is the date when the information was received and processed through the system.

Registration and Verification Steps

1. In the Data Action column of the spreadsheet, enter the name of the action specified below.
2. If required, enter the date in the Effective Date column.

Actions

- 1. **Check** - If the branch information is incorrect or incomplete, check the data entry in the Data Action column and the date when the information had been able in the Effective Date column.
- 2. **Close** - If a branch has been sold or closed, enter 'Close' in the Data Action column and the date when it was closed in the Effective Date column.
- 3. **Order** - If a new order has been received by the supplier, indicate the order date in the Data Action column.
- 4. **Add** - If a representative has been added, 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 on Microsoft Printing Landscape spreadsheet page scaling and/or adjust paper.

Submission procedure

When you are finished with a spreadsheet, you should apply to your RSE contact. Verify the attached spreadsheet is suitable for report submission. If you are a new customer, you will need to provide your RSE contact and your RSE contact details in the spreadsheet. The RSE contact details may be submitted on a separate spreadsheet for your RSE contact details. If you are a new customer, you will need to provide your RSE contact details in the spreadsheet.

1. For each branch, enter the Branch ID, RSE contact name and the RSE contact details in the spreadsheet.

Data Action	Effective Date	Branch Service Type	Branch ID (RSEID)	Popular Name	Street Address	City	State	Zip Code	County	Country	FOLK ID NUMBER*	Order Number*	Head Office	Head Office ID (RSEID)	Comments
01		Full Service (Head Office)	30228	SCHUMAKER COMMUNITY BANK	302 CROWN RILEY BLVD	HAWTHORNEVILLE	GA	30228	POULDI	UNITED STATES	10928		SCHUMAKER COMMUNITY BANK	100236	
01		Full Service	67348	WATSON COMMUNITY BANK	225 HIGHLAND ST	BOWLING GREEN	GA	31004	WALTON	UNITED STATES	14218		SCHUMAKER COMMUNITY BANK	100236	
01		Full Service	25728	WATSON COMMUNITY BANK	225 HIGHLAND ST	BOWLING GREEN	GA	31004	WALTON	UNITED STATES	14218		SCHUMAKER COMMUNITY BANK	100236	
01		Full Service	25728	WATSON COMMUNITY BANK	225 HIGHLAND ST	BOWLING GREEN	GA	31004	WALTON	UNITED STATES	14218		SCHUMAKER COMMUNITY BANK	100236	

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 2012.

Report Item 4. Insiders

The following lists each principal shareholder, director and executive officer of SunMark Bancshares, Inc. as of December 31, 2012:

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%

SUNMARK BANCSHARES, INC.
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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%
Jeanntte 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 Services of Georgia 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%

SUNMARK BANCSHARES, INC.
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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 29.54%
Michael D. McClain Hawkinsville, Ga. USA	Principapl 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 29.53%

SUNMARK BANCSHARES, INC.
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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.