



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.

I, John J. Rogers
Name of the Holding Company Director and Official
President
Title of the Holding Company Director and Official

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.

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.

John J. Rogers
Signature of Holding Company Director and Official
4/25/2016
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 2939739
C.I. _____

Date of Report (top-tier holding company's fiscal year-end):
12/31/2015
Month / Day / Year
N/A
Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address
Atlantic National Corporation
Legal Title of Holding Company
D.O. Box 10
(Mailing Address of the Holding Company) Street / P.O. Box
Brunswick Ga. 31521
City State Zip Code
710 Gloucester St, Brunswick Ga. 31520
Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
Robert B. Sams CFO
Name Title
912 265 1710
Area Code / Phone Number / Extension
912 280 9302
Area Code / FAX Number
sams@anbga.com
E-mail Address
atlanticanationalbank.com
Address (URL) for the Holding Company's web page

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

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

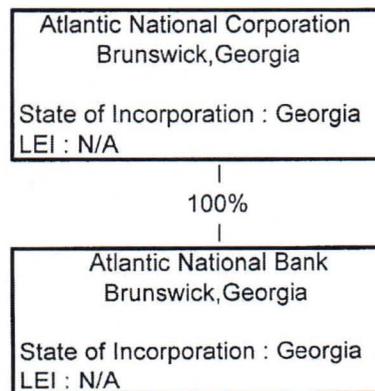


Form FR Y-6
Atlantic National Corporation
710 Gloucester Street
Brunswick, Georgia 31520

Fiscal Year Ending December 31, 2015

Report Item

- 1:a. The BHC is not required to file form 10K with the SEC.
- 1:b. The BHC engages an outside firm to prepare audited financial statements on an annual basis. The 2015 audited financial statements are included with this report.
- 2:a. Organization Chart:



- 2:b. Full Service Domestic Branches:

- > Main Office
710 Gloucester Street
Brunswick, Ga. 31520
Opened : 1998
- > Island Office
1663 Frederica Road
Saint Simons Island, Ga. 31522
Opened : 1999
- > Mall Office
128 Altama Connector
Brunswick, Ga. 31525
Opened : 2002

 **REVISED**
4/27/16

Report Item 3: Shareholders

(1)(a) (1)(b) (1)(c) (2)(a) (2)(b) (2)(c)

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12/31/2015:

<u>(1)(a)</u> <u>Name & Address</u>	<u>(1)(b)</u> <u>Country of Citizenship</u>	<u>(1)(c)</u> <u>Number and Percentage of Ownership of Each Class of Voting Securities</u>
John J. Rogers St. Simons Island, Ga U.S.A.	U.S.A.	83,375 shares - (6.42%) Common Stock
* Robert G. Boone Brunswick, Ga. U.S.A.	U.S.A.	83,246 shares - (6.41%) Common Stock
W.W. Walker, Jr. Charlotte, N.C. U.S.A.	U.S.A.	68,075 shares - (5.24%) Common Stock

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 12/31/15:

J. Dewey Benefield St. Simons Island, Ga U.S.A.	U.S.A.	65,363 shares - (5.03%) Common Stock
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* Deceased December 15, 2015. Ownership of shares not transferred to surviving wife until January, 2016.

 **REVISED**
4/27/14

Report Item 4: Directors and Officers

(1) (2) (3)(a)(b)(c) (4)(a)(b)(c)

(1) Names & Addresses	(2) Principal Occupation if Other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiary (Atlantic National Bank)	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) List names of other companies if 25% or more of voting securities are held
Barger, James F. Saint Simons Island, Ga. U.S.A.	Certified Public Accountant	Director	Director	Partner Coastal CPA's	2.01%	N/A	Coastal CPA's 33%
				Partner Hanover Ventures			Hanover Ventures 50%
Benefield, J. Dewey Saint Simons Island, Ga. U.S.A.	Retired Executive Sea Island Company	Director & Chairman	Director & Chairman	None	4.38%	N/A	N/A
* Boone, Robert G. Brunswick, Ga. U.S.A.	Real Estate Development Boone/Richardson & Associates, Inc. (See attachment for Mr. Boone's additional (3)(c) data.)	Director	Director	See attached	6.41%	N/A	Boone/Richardson & Associates, Inc. (See attachment for Mr. Boone's additional (4)(c) data.) 100%
Gash, James H. St. Simons Island, Ga. U.S.A.	Banking, Retired	Director	Director	None	2.14%	N/A	N/A
C.H. Leavy, IV St. Simons Island, Ga. U.S.A.	Newspaper Publishing The Brunswick News	Director	Director	President The Brunswick News	1.23%	N/A	The Brunswick News
Morgan, T. Gillis, III Brunswick, Ga. U.S.A.	Forestry Equipment Distributor Tidewater Equipment Company	Director	Director	None	4.77%	N/A	N/A
Parker, Patrick B. St. Simons Island, Ga. U.S.A.	Retail Gas & Convenience Stores J.H. Parker Company, Inc.	Director	Director	President J.H. Parker Company, Inc.	2.69%	N/A	J.H. Parker Company, Inc. 100%
Rogers, John J. St. Simons Island, Ga. U.S.A.	N/A	Director & President	Director & President	None	6.42%	N/A	N/A



REVISED
5/2/16

(1) Names & Addresses	(2) Principal Occupation if Other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiary (Atlantic National Bank)	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) List names of other companies if 25% or more of voting securities are held
Strother, Gordon T. St. Simons Island, Ga. U.S.A.	Retail Hardware & Lumber J.C. Strother Company	Director	Director	Vice President, Owner J.C. Strother Company	1.19%	N/A	J.C. Strother Company 28%
Torbett, Lisa Lane St. Simons Island, Ga. U.S.A.	Interior Designer Lisa Torbett Interiors, Inc.	Director	Director	President/Owner Lisa Torbett Interiors, Inc.	1.88%	N/A	Lisa Torbett Interiors, Inc. 100%
Sams, Robert B. Brunswick, Ga. U.S.A.	N/A	Sr. V.P. CFO	Sr. V.P. CFO	None	0.00%	N/A	N/A

* Deceased December 15, 2015. Ownership of shares not transferred to surviving wife until January, 2016.

Report Item 4: Directors and Officers
(1) (2) (3)(a)(b)(c) (4)(a)(b)(c)

(1) Names & Addresses	(2) Principal Occupation if Other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiary (Atlantic National Bank)	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) List names of other companies if 25% or more of voting securities are held
* Boone, Robert G. Brunswick, Ga. U.S.A.	Real Estate Development Boone/Richardson & Associates, Inc.	Director	Director	Owner Boone/Richardson & Associates, Inc.	6.41%	N/A	Boone/Richardson & Associates, Inc. 100%
				Owner Boone/Richardson Investments, Inc.			Boone/Richardson Investments, Inc. 100%
				Owner Allstate Homebuilders, Inc.			Allstate Homebuilders, Inc. 100%
				Owner Seacoast Properties, Inc.			Seacoast Properties, Inc. 67%
				Owner Blue Ribbon Marketable Ideas, Inc.			Blue Ribbon Marketable Ideas, Inc. 100%

* Deceased December 15, 2015. Ownership of shares not transferred to surviving wife until January, 2016.