

APR 08 REC'D

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, 2014

Month / Day / Year

I, Claud C. (Neil) Lowe

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.

[Signature]

Signature of Holding Company Director and Official

03/30/2015

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
C.I.

108640

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address

BOE Bancshares, Inc.

Legal Title of Holding Company

P.O. Box 335

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

Edison GA 39846

City

State

Zip Code

476 Turner Street

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Phillip L. Clenney Accountant

Name

Title

229-723-3456

Area Code / Phone Number / Extension

229-723-3951

Area Code / FAX Number

pclenney@hcrhcpa.com

E-mail Address

N/A

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

Form FRY-6

**BOE BANCSHARES, INC.
Edison, Georgia
Fiscal Year Ending December 31, 2014**

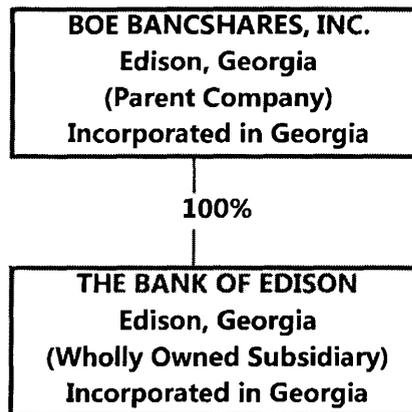
Report Item

1. Annual Report to Shareholders:

The bank holding company is not registered with the SEC.

An annual report to shareholders is not prepared.

2a. Organization Chart:



2b. Domestic Branch Listing:

The Branch List was submitted via e-mail on 03/30/2015.

**FORM FRY-6
BOE BANCSHARES, INC.
EDISON, GEORGIA
FISCAL YEAR ENDING DECEMBER 31, 2014**

Report Item 2b: Domestic Branch Listing

Results: A list of branches for your depository institution: BANK OF EDISON, THE (ID_RSSD: 610539). This depository institution is held by BOE BANCSHARES, INC. (1086140) of EDISON, GA. The data are as of 12/31/2014. Data reflects information that was received and processed through 01/07/2015.

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 be

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, 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
OK		Full Service (Head Office)	610539	BANK OF EDISON, THE	476 TURNER STREET	EDISON	GA	39846	CALHOUN

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BOE BANCSHARES, INC.
EDISON, GEORGIA
FISCAL YEAR ENDING DECEMBER 31, 2014

became valid in the **Effective Date** column.

Effective Date column.

Delete, or Add.

Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
UNITED STATES	3871	0	BANK OF EDISON, THE	610539	

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BOE BANCSHARES, INC.
Fiscal Year Ending December 31, 2014

Report Item 3: Securities Holders:
(1)(a)(b)(c) and (2)(a)(b)(c)

Current securities holders with ownership, control, or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2014				Securities holders 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 12-31-2014		
(1)(a) Name City and State	(1)(b) Country of Citizenship or Incorp.	(1)(c) Number and Percentage of each Class of Voting Securities		(2)(a) Name City and State	(2)(b) Country of Citizenship or Incorp.	(2)(c) Number and Percentage of each Class of Voting Securities
D. Connor & Charlotte Collins Edison, GA	USA	5,000	17.73% Common stock	None		
Claud C. Lowe Edison, GA	USA	1,978	7.01% Common stock			
Leslie L. Lowe Stone Mountain, GA	USA	2,318	8.22% Common stock			
Robert & Carla Toal Edison, GA	USA	2,142	7.60% Common stock			
George S. Reynolds III Tallahassee, FL	USA	2,094	7.43% Common stock			
Curtis Pickels Quitman, GA	USA	2,352	8.34% Common stock			
Helen M. Lowe, (deceased) D. Connor Collins & Willis A. Duvall, Trustees Edison, GA	USA	1,592	5.65% Common stock			

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BOE BANCSHARES, INC.
Fiscal Year Ending December 31, 2014

Report Item 4: Insiders
(1), (2), (3)(a)(b)(c) and (4)(a)(b)(c)

(1) Names, City and State	(2) Principal Occupation if other Than With Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiary- The Bank of Edison Edison, Georgia	(3)(c) Title & Position with Other Businesses	4(a) Percentage of Voting Shares in Bank Holding Company	4(b) Percentage of Voting Shares in Subsidiary- The Bank of Edison Edison, Georgia	4(c) Names of other Companies if 25% or more of voting securities are held
D. Conner Collins Edison, GA	Farmer/ Contractor	Director, Chairman	Director, Chairman	Owner--Little Pitchitla Farm Pres.--Conner Collins, Inc.	17.73%	None	Little Pitchitla Farm-50% Conner Collins, Inc.-100%
Charlotte L. Collins Edison, GA	Homemaker/ Music Teacher	N/A	N/A	N/A	17.73%	None	N/A
Willis A. Duvall Edison, GA	Attorney	Director	Director	Attorney	1.28%	None	N/A
Dan W. Hammack, Jr. Edison, GA	Farmer	Director	Director	Owner--Hammack Farm	4.09%	None	Hammack Farm-100%
Claud C. Lowe Edison, GA	N/A	President, Director	President, Director	N/A	7.01%	None	N/A
Martha A. Corrigan Edison, GA	N/A	Director	Executive Vice- President	N/A	0.57%	None	N/A
Robert Toal Edison, GA	Investor	Director	N/A	N/A	7.60%	None	N/A
Richard West Edison, GA	N/A	Director	N/A	N/A	0.18%	None	N/A
Thomas A. Jackson Edison, GA	Farmer	Director	N/A	Owner-Thomas Jackson Farm	1.84%	None	N/A
Benjamin Dismukes Edison, GA	Pastor	Director	N/A	N/A	0.49%	None	N/A