

APR 02 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.

I, Brad E. Barber

Name of the Holding Company Director and Official

Chief Executive Officer

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 of Holding Company Director and Official

03/24/2015

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

323 2361

C.I.

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2014

Month / Day / Year

N/A

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

Reporter's Name, Street, and Mailing Address

Bainbridge Bancshares, Inc.

Legal Title of Holding Company

PO Box 10

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

Bainbridge

GA

39818

City

State

Zip Code

819 E. Shotwell St. Bainbridge, GA 39819

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Donna H. Kelley

CFO

Name

Title

229-246-3131

Area Code / Phone Number / Extension

229-246-7474

Area Code / FAX Number

dkelley@fmbdc.com

E-mail Address

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

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.

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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Form FR Y-6

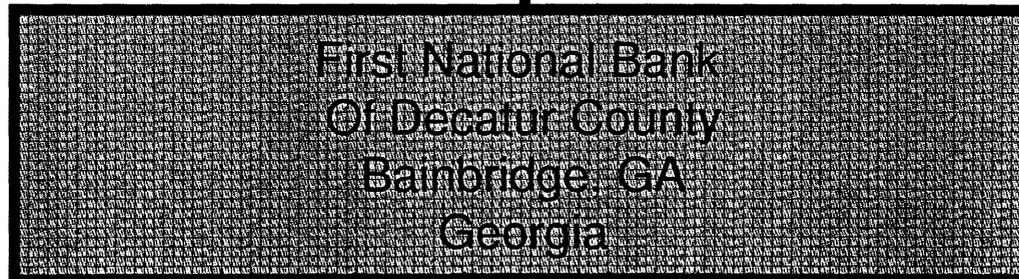
Bainbridge Bancshares, Inc.
Bainbridge, Georgia
Fiscal Year Ending December 31, 2014

Report Item 2a

1. The bank holding company prepares an annual report for its shareholders.
Will be sent under separate cover once prepared.
2. Organizational Chart

Bainbridge Bancshares, Inc.
Bainbridge, GA
Incorporated in Georgia

100%



Form FR Y-6 Report
Fiscal Year Ending December 31, 2014
Bainbridge Bancshares, Inc.

Report Item 2b: Submitted via email on 3/24/2015

Results: A list of branches for your depository institution: FIRST NATIONAL BANK OF DECATUR COUNTY (ID_RSSD: 3232370).
 This depository institution is held by BAINBRIDGE BANCSHARES, INC. (3232361) of BAINBRIDGE, 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 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)	3232370	FIRST NATIONAL BANK OF DECATUR COUNTY	819 EAST SHOTWELL STREET	BAINBRIDGE	GA	39819	DECATUR	UNITED STATES	419971	0	FIRST NATIONAL BANK OF DECATUR COUNTY	3232370	

Form FR Y-6
Bainbridge Bancshares, Inc.
Fiscal Year Ending December 31, 2014

Report Item 3: Shareholders

Part 1

Winston Brock, Bainbridge, GA. 39819
United States of America
70,541 Shares
7.373%

Greg Calhoun, Bainbridge, GA. 39817
United States of America
56,875 Shares
5.944%

Terril Scott, Bainbridge, GA. 39817
United States of America
56,250 Shares
5.879%

Part 2

None

Form FR Y-6
 Bainbridge Bancshares, Inc.
 Fiscal Year Ending December 31, 2014

Report Item 4: Insiders

Name & Address	Principal Occupation if other than with Bank Holding Co.	Title & Position with Bank Holding Company	Title & Position with Subsidiaries	Title & Position with other Businesses	Percentage of Voting shares in Bank Holding Co.	Percentage of Voting shares in Subsidiaries	List names of other companies if 25% or more of voting securities are held.
Charles Whittaker Bainbridge, GA	CPA Dowdy & Whittaker	Director, Chairman & Treasurer	Director & Chairman of First National Bank of Decatur County	Partner - Dowdy & Whittaker, CPA Chairman - Southern Fidelity Holding, LLC Chairman - Southern Fidelity Managing Agency, LLC. Chairman - SFPC Holding, LLC Chairman - Southern Fidelity Risk Managers, LLC Chairman & CFO-Southwind Pest & Termite, LLC Secretary/Treasurer, Inc.	2.602%	None	Dowdy & Whittaker CPA - 50% ATS Partners, LLC - 50% S&W Land Holdings 50%
Tracy Dixon Bainbridge, GA	N/A	Director	Director		1.102%	None	N/A
Roger Mills Colquitt, GA	Orthodontist	Director & Secretary	Director of First National Bank of Decatur County	President Roger L. Mills DMD President Moultrie Orthodontics	1.916%	None	Roger L. Mills, DMD - 100% Moultrie Orthodontics - 50%

Name & Address	Principal Occupation if other than with Bank Holding Co.	Title & Position with Bank Holding Company	Title & Position with Subsidiaries	Title & Position with other Businesses	Percentage of Voting shares in Bank Holding Co.	Percentage of Voting shares in Subsidiaries	List names of other companies if 25% or more of voting securities are held.
Winston Brock Bainbridge, GA	Pharmacist	Director & Asst. Secretary	Director of First National Bank of Decatur County	Officer W.B. Drugs, Inc	7.373%	None	None
Edgar Robinson Bainbridge, GA	Consumer Lending	Director	Director of First National Bank of Decatur County	Vice President Peoples Loan Service, Inc.	<1%	None	Peoples Loan Service 50%
John Dowdy Bainbridge, GA	Certified Public Accountant Dowdy & Whittaker	Director & Asst. Secretary	N/A	Partner - Dowdy & Whittaker Director - Southern Fidelity Holding, LLC. Director - Southern Fidelity Managing Agency, LLC Director- DaniMer Scientific, LLC, Director - Meredian, Inc.	1.231%	None	Dowdy & Whittaker CPA 50%

Name & Address	Principal Occupation if other than with Bank Holding Co.	Title & Position with Bank Holding Company	Title & Position with Subsidiaries	Title & Position with other Businesses	Percentage of Voting shares in Bank Holding Co.	Percentage of Voting shares in Subsidiaries	List names of other companies if 25% or more of voting securities are held.
Richard F. Ivey	Retired	Director	Director of First National Bank of Decatur County	Director – Meredian Holding Group Funeral Director- Ivey Funeral Home, Inc.	<1%	None	None
Roy Adams Bainbridge, GA	Construction / Farmer	Director & Asst. Secretary	Director of First National Bank of Decatur County	President – Adams Const., Partner – Adams Bros Farm	2.692%	None	Adams Bros Const – 50% Adams Bros Farms – 50%
William H. Allen Bainbridge, GA	President of Printing Co	Director	N/A	President of Seaborn Printing Co	1.398%	None	Seaborn Printing Company 100%
Butch Yarbrough Bainbridge, GA	Farmer	Director	Director of First National Bank of Decatur County	President Yarbrough Farms	1.742%	None	Yarbrough Farms 50%

Name & Address	Principal Occupation if other than with Bank Holding Co.	Title & Position with Bank Holding Company	Title & Position with Subsidiaries	Title & Position with other Businesses	Percentage of Voting shares in Bank Holding Co.	Percentage of Voting shares in Subsidiaries	List names of other companies if 25% or more of voting securities are held.
Mark H. Burkett Donalsonville GA	Owner/Manager	Director	N/A	Partner - Killarney Farms Partnership, Chairman – American Peanut Growers Group, LLC, Director – Southern States, Inc. Director – Cloverleaf Gin and Warehouse	1.306%	None	Killarney Farms Partnership 25%, Killarney Cattle Inc 100%, Killarney Farms Inc 100%, Killarney Aviation Inc 100%, Burkett Farms Inc. 50%, Howard's Mill LP 100%, KFS Realty Group 100%, Killarney Farm Supply 100% Broome and Burkett Farms, Inc 100%
Greg Calhoun Colquitt, GA	Farmer	Director	Director of First National Bank of Decatur County	President – Circle C Farms, GC Sprayer Ser. Inc., GC Housing, Inc., GC Peanut Co. LLC	5.944%	None	Circle C Farms, Inc 90%, GC Sprayer Ser Inc 100%, GC Housing, Inc 100% GC Peanut Co. LLC 100% Circle C Cattle Co. LLC 100%
Landin Marzolf	Chiropractor	Director	Director of First National Bank of Decatur County	President - L&K Chiropractic Services LLC	<1%	None	L&K Chiropractic Services, LLC 100%

Name & Address	Principal Occupation if other than with Bank Holding Co.	Title & Position with Bank Holding Company	Title & Position with Subsidiaries	Title & Position with other Businesses	Percentage of Voting shares in Bank Holding Co.	Percentage of Voting shares in Subsidiaries	List names of other companies if 25% or more of voting securities are held.
Timmy Hiers Bainbridge, GA	Ag Pro Dealer	Director	Director of First National Bank of Decatur County	Co-Owner Ag-Pro, LLC, Vice-President Ag-Pro Real Estate Investment LLC, Owner Sapp & Hiers Farms.	<1%	None	Sapp & Hiers Farms 50% Ag-Pro Real Estate Investment LLC 30%
Jack H. Mills Donalsonville, GA	Pharmacist	Director	N/A	Owner / Pharmacist Roberts Pharmacy	1.742%	None	Roberts Pharmacy 100%, Donalsonville Tri-State Home Medical 100%
Donald Barber Bainbridge, GA	Manager Fertilizer Plant	Director	Director of First National Bank of Decatur County	President - Barber Fertilizer Co. Director SOWEGA Cotton	3.048%	None	R & D Farms 50%

Name & Address	Principal Occupation if other than with Bank Holding Co.	Title & Position with Bank Holding Company	Title & Position with Subsidiaries	Title & Position with other Businesses	Percentage of Voting shares in Bank Holding Co.	Percentage of Voting shares in Subsidiaries	List names of other companies if 25% or more of voting securities are held.
Tim Smith Bainbridge, GA	Insurance	Director	Director of First National Bank of Decatur County,	President/ CEO - Tim Smith & Associates, Inc. President/ CEO - Tim Smith Properties, Inc. President/ CEO - Southwind Plantation Director - Southern Fidelity Holding, LLC. Director - Southern Fidelity Managing Agency, LLC President- Triple T Oil Company Southwind Pest & Termite	3.484%	None	Tim Smith & Associates, Inc. - 100% Tim Smith Properties, Inc. - 100% Southwind Plantation -100% Triple T Oil Co - 100% Triple T Investments, LLC-100%

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Carroll Middleton Colquitt, GA	General Contactor	Director	N/A	President Construction CGM	1.803%	None	Construction CGM, Inc 94.4%
Terril Scott Brinson, GA	Farmer	Director	N/A	Partner L&W Farms, Shareholder SOWEGA Cotton, Shareholder SF Farms, Shareholder T&L Farms, Partner Scott Farms, Owner Spring Creek Cooler, Owner Spring Creek Produce, Shareholder APGG	5.879%	None	SF Farms 51%, T&L Farms 50%, Spring Creek Cooler 100%, Spring Creek Produce 100% Terril Scott Properties 100% T&S Equipment Leasing, LLC 100%, L&W Farms, LP 51.3698%
Wayne Sirmons Bainbridge, GA	N/A	President & Director	Director & President of First National Bank of Decatur County	N/A	<1%	None	N/A
Donna H. Kelley Bainbridge, GA	N/A	CFO & Asst. Secretary	CFO, Secretary & Vice President of First National Bank of Decatur County	N/A	<1%	None	N/A

