

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

Month / Day / Year

I, **Harold R. Reynolds**

Reporter's Name, Street, and Mailing Address

BankSouth Holding Company

Name of the Holding Company Director and Official

Legal Title of Holding Company

President and CEO

PO Box 730

Title of the Holding Company Director and Official

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

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.

Greensboro GA 30642

City State Zip Code

6340 Lake Oconee Pkwy., Greensboro, Ga. 30642

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.

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

David Cowles

EVP/COO, BankSouth

Name

Title

706-454-2444

Area Code / Phone Number / Extension

706-243-4733

Area Code / FAX Number

dcowles@banksouth.biz

E-mail Address

No HC website; bank site: www.banksouth.com

Signature of Holding Company Director and Official

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

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 **1134313**

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

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BankSouth Holding Company

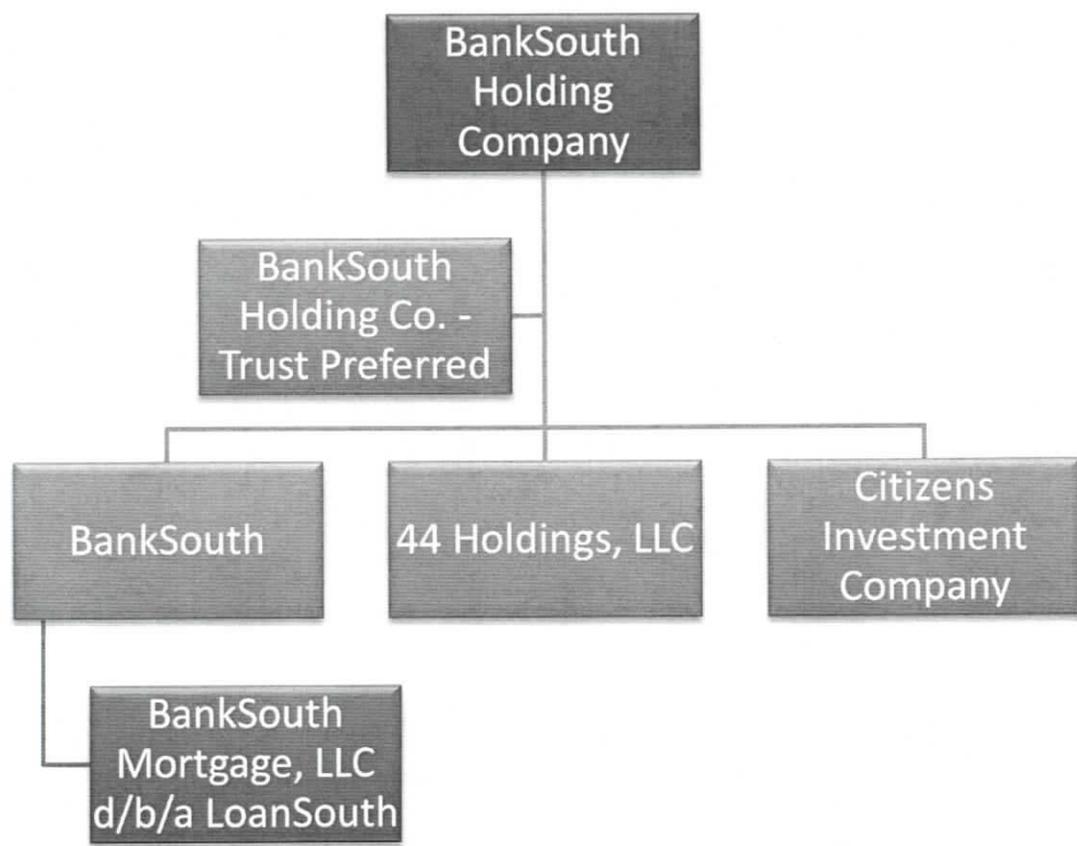
Greensboro, Ga. 30642

Fiscal Year Ending December 31, 2013

REPORT ITEM

1. Audited financial statements are not available at this time. When complete, two copies will be forwarded to the Federal Reserve Bank of Atlanta.
2. a. Org Chart - See Attached
b. Branch Listing:
 - Lake Oconee (Home Office), 6340 Lake Oconee Parkway, Greensboro, Greene, Georgia, 30642; Full Service
 - Greensboro Office, 200 North East Street, Greensboro, Greene, Georgia, 30642; Full Service
 - Watkinsville Office, 7911 Macon Highway, Watkinsville, Oconee, Georgia, 30677; Full Service
3. See Attached
4. See Attached

Revised



All upstream owners of LLC are Sole and Managing Members of the subsidiary.

FR Y-6 Report Item 2a. All entities are located at 6340 Lake Oconee Parkway, Greensboro, Georgia, 30642 with the exception of BankSouth Mortgage, LLC that is located at 990 Hammond Dr., Suite 210, Atlanta, Georgia, 30328. All are 100% owned by the upstream entity and are incorporated in the State of Georgia.

Contact: David Cowles, EVP/COO, BankSouth
706-454-2444; dcowles@banksouth.biz

Results: A list of branches for your depository institution: BANKSOUTH (ID_RSSD: 88231).

This depository institution is held by BANKSOUTH HOLDING COMPANY (1134313) of GREENSBORO, GA.

The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

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)	88231	BANKSOUTH	6340 LAKE OCONEE PARKWAY	GREENSBORO	GA	30642	GREENE	UNITED STATES	10593	0	BANKSOUTH	88231	
CLOSED	7/29/2011	Full Service	3832453	VILLAGE PARK BRANCH	455 EPPS BRIDGE PARKWAY, BUILDING 100	ATHENS	GA	30606	CLARKE	UNITED STATES	Not Required	Not Required	BANKSOUTH	88231	
		Full Service	163633	GREENSBORO BRANCH	200 NORTH EAST STREET	GREENSBORO	GA	30642	GREENE	UNITED STATES	Not Required	Not Required	BANKSOUTH	88231	
		Full Service	4236937	WATKINSVILLE BRANCH	7911 MACON HIGHWAY	WATKINSVILLE	GA	30677	OCONEE	UNITED STATES	76799	5	BANKSOUTH	88231	

OK

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BankSouth Holding Company
Fiscal Year Ending December 31, 2013

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 12-31-2012			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 12-31-2012		
(1)(a) Name, City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name, City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Marguerite McInteer Greensboro, GA, USA	USA	3676; 22%	Carolyn R. Parker	USA	1134; 7%
Harold Reynolds Greensboro, GA, USA	USA	5139; 30%			
James Reynolds IV Greensboro, GA, USA	USA	2385; 14%			
Frances Strickland Greensboro, GA, USA	USA	2695; 16%			
Carolyn R. Parker Estate Greensboro, GA, USA	USA	1134; 7%			

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Fiscal Year Ending December 31, 2013

Report Item 4: Insiders

(1), (2), (3)(a)(b)Ⓞ, and (4)(a)(b)(c)

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Marguerite McInteer Greensboro GA, USA	N/A	Chairman		Jackson Quarter - Partner Ward Place - Partner Timber Ridge - Partner Reynolds Development - Minor Shareholder	22%	25% 25% 33%	
Harold Reynolds Greensboro GA, USA	N/A	Director	44 Holdings-Chairman Citizens Inv - Chairman Cit Financial - Chair	Reynolds Management, Inc. - President Reynolds Development Company-President Timber Ridge Properties, Inc.-Director Ward Place Partners, LLC-Managing Member Linger Longer Road Investors, LLC-Managing Member Vintage Land, LLC - Member Meadowcrest Construction, LLC-Member Soldiers Crossing, LLC-Managing Member Atkinson Development-Managing Member ReMur Properties, LLC-Managing Member	30%	100% 50% 33% 25% 65% 50% 33% 100% 51% 100%	
James Reynolds IV Greensboro GA, USA	N/A	Director			14.00%		
Frances Strickland Greensboro GA, USA	Developer	Director & Secretary		Jackson Quarter - Partner Ward Place - Partner Timber Ridge - Partner	16%	25% 25% 33%	

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Fiscal Year Ending December 31

Report Item 4: Insiders

(1), (2), (3)(a)(b)©, and (4)(a)(b)(c)

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
James Reynolds III Greensboro GA, USA	N/A	Vice President		American Real Estate Investment Company, Ltd., LP -Limited Partner BBB Acquisitions, LLC-member Bent Tree, LLC-Single Member Rooty Creek, LLC (Bent Tree, LLC is Member)-Member Cedar Ridge Properties, LLC Flatrock Management, LLC-Managing Member H & R Development, Inc.-President Ironwood Family Holdings, LLC-Managing Member James M. Reynolds, III Family Holding, LP-Partner Lake Oconee Farms & Land, LLC-Managing Member Linger Longer Development Co. Meadowcrest Construction, LLC-Managing Member Piedmont Fall Line Group, LLC-Member Hutchinson Grove, LLC-Member Little Creek Partners, LLC-Member Popcastle One, LLC-Member Red Road Timber Company, LLC-Member Piedmont Water Resources, LLC-Member Pinnacle Pointe Properties, LLC/GA Fall Line Prop. LLC-Managing Member Vintage Land, LLC-Managing Member	3.25%	39% 5% 100% 50% 50% 60% 85% 50% 50% 12% 33% 20% 20% 20% 20% 18%	