

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

N/A

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

I, **Harold R. Reynolds**

Name of the Holding Company Director and Official

President and CEO

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.

Reporter's Name, Street, and Mailing Address

BankSouth Holding Company

Legal Title of Holding Company

PO Box 730

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

Greensboro

GA

30642

City

State

Zip Code

6340 Lake Oconee Pkwy, Greensboro, Ga. 30642

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:

David Cowles

EVP

Name

Title

706-454-2444

Area Code / Phone Number / Extension

706-243-4733

Area Code / FAX Number

dcowles@banksouth.com

E-mail Address

No H/C website. Bank site is www.banksouth.com

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

Signature of Holding Company Director and Official

2/19/15

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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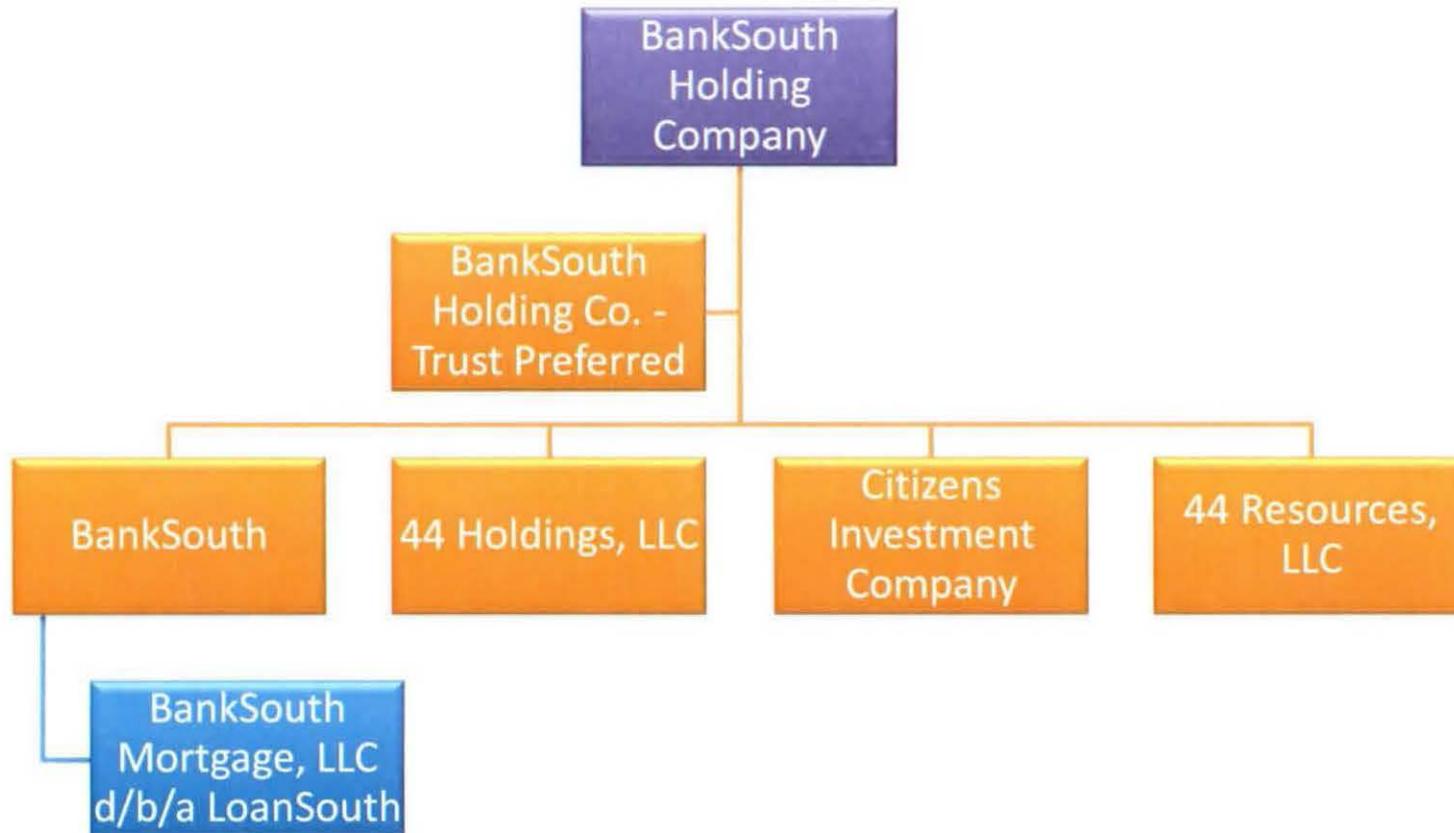
BankSouth Holding Company

Greensboro, Ga. 30642

Fiscal Year Ending December 31, 2014

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
Hammond Dr. Office, 990 Hammond Dr., Suite 200, Atlanta, Georgia 30328; Full Service
3. See Attached
4. See Attached



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 12/31/2014. Data reflects information that was received and processed through 04/06/2015.

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
		Full Service (Head Office)	88231	BANKSOUTH	6340 LAKE OCONEE PARKWAY	GREENSBORO	GA	30642	GREENE	UNITED STATES	10593	0	BANKSOUTH	88231	
		Full Service	4751999	HAMMOND DRIVE OFFICE	990 HAMMOND DR., SUITE 200	ATLANTA	GA	30328	FULTON	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	

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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, 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	3959; 23.37%			
Harold Reynolds Greensboro, GA, USA	USA	5423; 32.01%			
James Reynolds IV Greensboro, GA, USA	USA	2669; 15.76%			
Frances Strickland Greensboro, GA, USA	USA	2978; 17.58%			



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Report Item 4: Insiders

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

(1) Name, City, State, Country	(2) Principal Occupation if other with Holding Compa	(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	22%		25% 25% 33%
Harold Reynolds Greensboro GA, USA	N/A	Director	44 Holdings-Chairman Citizens Inv - Chairman Cit Financial - Chair	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%		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%

BankSouth Holding Company
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Report Item 4: Insiders

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

(1) Name, City, State, Country	(2) Principal Occupation if other with Holding with Holding Compa Company	(3)(a) Title & Position with Holding	(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	3.25%		39%
				Bent Tree, LLC-Single Member			100%
				Rooty Creek, LLC (Bent Tree, LLC is Member)-Member			50%
				Cedar Ridge Properties, LLC			100%
				Flatrock Management, LLC-Managing Member			50%
				H & R Development, Inc.-President			60%
				Ironwood Family Holdings, LLC-Managing Member			50%
				*Flatrock, LLC (50% owned by Ironwood)			
				*Long Shoals, LLC (100% owned by Ironwood)			
				*Parkside Main Investments, LLC (100% Ironwood)			
				Lake Oconee Farms & Land, LLC-Managing Member			50%
				Meadowcrest Construction, LLC-Managing Member			33%
				Pinnacle Pointe Properties, LLC/GA			94%
				Rain Barrel Investments, LLC - Single Member			100%
				Carey Station, LLC (Rain Barrel is the Member)			50%
				Vintage Land, LLC-Managing Member			50%