

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

N/A

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

I, Len Davenport

Name of the Holding Company Director and Official

Agent

Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

CertusHoldings, Inc.

Legal Title of Holding Company

1170 Peachtree Street, NE Suite 2300

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

Atlanta

GA

30309

City

State

Zip Code

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.

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:

Janet Kahl

SVP

Name

Title

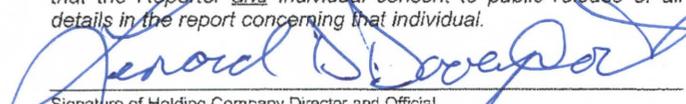
704-973-3917

Area Code / Phone Number / Extension

Area Code / FAX Number

JanetKahl@Certusbank.com

E-mail Address


Signature of Holding Company Director and Official

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

Date of Signature

3-26-15

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

4228875

C.I.

Does the reporter request confidential treatment for any portion of this submission?

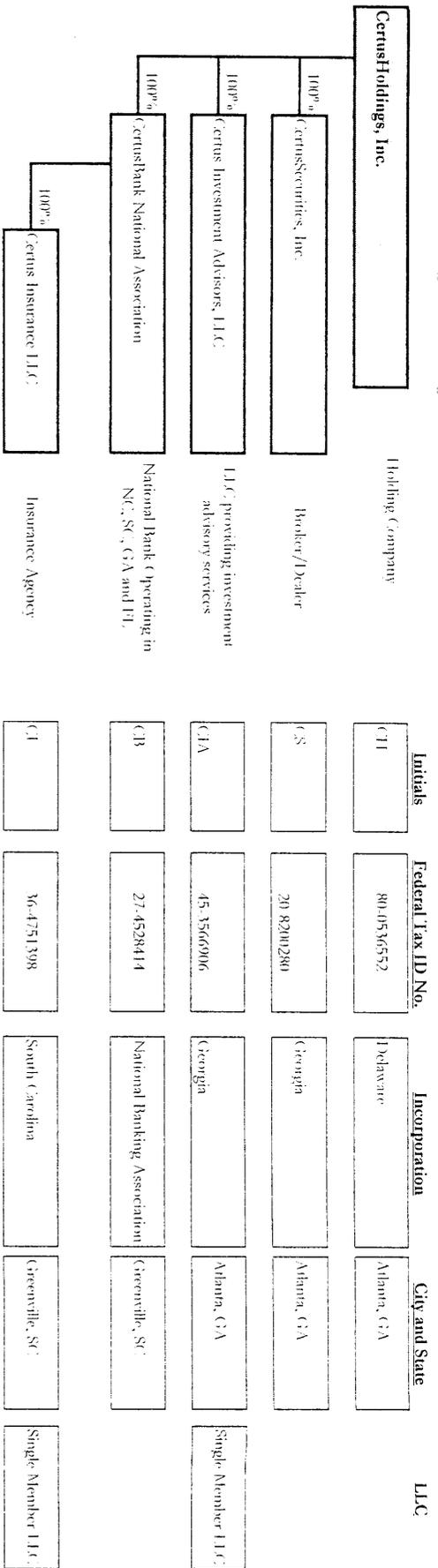
Yes Please identify the report items to which this request applies:

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

CerustHoldings, Inc. - Organization Chart



Results: A list of branches for your depository institution: CERTUSBANK, NATIONAL ASSOCIATION (ID_RSSD: 4232881). This depository institution is held by CERTUSHOLDINGS, INC. (4228875) of ATLANTA, 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
Change	1/21/2011	Full Service (Head Office)	4232881	CERTUSBANK, NATIONAL ASSOCIATION	6602 CALHOUN MEMORIAL HIGHWAY	EASLEY	SC	29640	PICKENS	UNITED STATES	500506	0	CERTUSBANK, NATIONAL ASSOCIATION	4232881	Address on file was for an operations building - address corrected for branch location
OK		Full Service	3668214	SAN PABLO BRANCH	13474 ATLANTIC BOULEVARD, SUITE 108	JACKSONVILLE	FL	32225	IDUVAL	UNITED STATES	470007	22	CERTUSBANK, NATIONAL ASSOCIATION	4232881	
OK		Full Service	3716423	ATHENS BRANCH	1252 VIRGIL LANGFORD ROAD	ATHENS	GA	30622	OCONEE	UNITED STATES	496104	36	CERTUSBANK, NATIONAL ASSOCIATION	4232881	
OK		Full Service	3219643	BREMEN BRANCH	102 STONE BRIDGE BOULEVARD	BREMEN	GA	30110	HARALSON	UNITED STATES	423438	25	CERTUSBANK, NATIONAL ASSOCIATION	4232881	
Close	5/27/2014	Full Service	3295919	PERRY LANE OFFICE	12449 PERRY LANE ROAD	BRUNSWICK	GA	31525	GLYNN	UNITED STATES	Not Required	Not Required	CERTUSBANK, NATIONAL ASSOCIATION	4232881	
OK		Full Service	3219652	CARROLLTON BRANCH	100 TOM REEVES DRIVE	CARROLLTON	GA	30117	CARROLL	UNITED STATES	423439	26	CERTUSBANK, NATIONAL ASSOCIATION	4232881	
OK		Full Service	3413106	COLUMBUS BRANCH	7320 VETERANS PARKWAY	COLUMBUS	GA	31909	IMUSCOGEE	UNITED STATES	447455	27	CERTUSBANK, NATIONAL ASSOCIATION	4232881	
Delete		Full Service	3482942	COMMERCE BRANCH	573 SOUTH ELM STREET	COMMERCE	GA	30529	JACKSON	UNITED STATES	Not Required	Not Required	CERTUSBANK, NATIONAL ASSOCIATION	4232881	
OK		Full Service	3443448	CORNELIA BRANCH	1920 LEVEL GROVE ROAD	CORNELIA	GA	30531	HABERSHAM	UNITED STATES	450575	29	CERTUSBANK, NATIONAL ASSOCIATION	4232881	
OK		Full Service	3413067	DALTON BRANCH	1378 DUG GAP ROAD	DALTON	GA	30720	WHITFIELD	UNITED STATES	447456	28	CERTUSBANK, NATIONAL ASSOCIATION	4232881	
OK		Full Service	4277529	FRANKLIN BRANCH	101 MAIN STREET	FRANKLIN	GA	30217	HEARD	UNITED STATES	419030	24	CERTUSBANK, NATIONAL ASSOCIATION	4232881	
OK		Full Service	3816088	GREENSBORO BRANCH	1011 PARK PLACE BOULEVARD	GREENSBORO	GA	30642	GREENE	UNITED STATES	478835	35	CERTUSBANK, NATIONAL ASSOCIATION	4232881	
OK		Full Service	3456505	HOMER HIGHWAY BRANCH	1989 HISTORIC HOMER HWY	HOMER	GA	30529	BANKS	UNITED STATES	452389	30	CERTUSBANK, NATIONAL ASSOCIATION	4232881	
OK		Full Service	3449619	JEFFERSON BRANCH	1465 OLD SWIMMING POOL ROAD	JEFFERSON	GA	30549	JACKSON	UNITED STATES	452390	31	CERTUSBANK, NATIONAL ASSOCIATION	4232881	
OK		Full Service	3635869	BASS ROAD BRANCH OFFICE	1701 BASS ROAD	MACON	GA	31210	BIBE	UNITED STATES	468305	21	CERTUSBANK, NATIONAL ASSOCIATION	4232881	
OK		Full Service	4277565	MACON BRANCH	4077 FORSYTH ROAD	MACON	GA	31210	BIBE	UNITED STATES	359556	8	CERTUSBANK, NATIONAL ASSOCIATION	4232881	
Delete		Limited Service	3335383	MONROE STREET BRANCH OFFICE	494 MONROE STREET	MACON	GA	31201	BIBE	UNITED STATES	Not Required	Not Required	CERTUSBANK, NATIONAL ASSOCIATION	4232881	
Delete		Full Service	3268931	MULBERRY STREET BRANCH OFFICE	502 MULBERRY STREET	MACON	GA	31201	BIBE	UNITED STATES	Not Required	Not Required	CERTUSBANK, NATIONAL ASSOCIATION	4232881	
OK		Full Service	3443505	RINCON BRANCH	597 SOUTH COLUMBIA AVENUE	RINCON	GA	31326	EFFINGHAM	UNITED STATES	453088	12	CERTUSBANK, NATIONAL ASSOCIATION	4232881	
OK		Full Service	3557907	SAVANNAH BRANCH	7393 HODGSON MEMORIAL DRIVE	SAVANNAH	GA	31406	CHATHAM	UNITED STATES	458066	16	CERTUSBANK, NATIONAL ASSOCIATION	4232881	
Delete		Full Service	3482960	VILLA RICA BRANCH	941 SOUTH CARROLL ROAD, SUITE A	VILLA RICA	GA	30180	CARROLL	UNITED STATES	Not Required	Not Required	CERTUSBANK, NATIONAL ASSOCIATION	4232881	
OK		Full Service	3351628	HOUSTON LAKE BRANCH	464 SOUTH HOUSTON LAKE ROAD	WARNER ROBINS	GA	31088-636	HOUSTON	UNITED STATES	442961	11	CERTUSBANK, NATIONAL ASSOCIATION	4232881	
OK		Full Service	4446857	SHARON ROAD BRANCH	4519 SHARON ROAD	CHARLOTTE	NC	28211	MECKLENBURG	UNITED STATES	541190	45	CERTUSBANK, NATIONAL ASSOCIATION	4232881	
OK		Full Service	4441713	GRANITE FALLS BRANCH	45 FALLS AVENUE	GRANITE FALLS	NC	28630	CALDWELL	UNITED STATES	475442	44	CERTUSBANK, NATIONAL ASSOCIATION	4232881	

OK		Full Service	4504458	LENOIR BRANCH	509 WILKESBORO BLVD. NE	LENOIR	NC	28645	CALDWELL	UNITED STATES	Not Required	Not Required	CERTUSBANK, NATIONAL ASSOCIATION	4232881
OK		Full Service	3634086	ANDERSON BRANCH	1510 NORTH MAIN STREET	ANDERSON	SC	29621	ANDERSON	UNITED STATES	454259	5	CERTUSBANK, NATIONAL ASSOCIATION	4232881
OK		Full Service	3721409	GREENVILLE BRANCH	12415 LAURENS ROAD	GREENVILLE	SC	29607	GREENVILLE	UNITED STATES	468534	7	CERTUSBANK, NATIONAL ASSOCIATION	4232881
OK		Full Service	4763358	PELHAM ROAD BRANCH	3900 PELHAM RD	GREENVILLE	SC	29615	GREENVILLE	UNITED STATES	Not Required	Not Required	CERTUSBANK, NATIONAL ASSOCIATION	4232881
OK		Full Service	3634095	GREER BRANCH	530 WEST WADE HAMPTON BOULEVARD	GREER	SC	29656	GREENVILLE	UNITED STATES	460076	6	CERTUSBANK, NATIONAL ASSOCIATION	4232881
OK		Full Service	3634077	MAULDIN BRANCH	787 EAST BUTLER ROAD	MAULDIN	SC	29662	GREENVILLE	UNITED STATES	445631	3	CERTUSBANK, NATIONAL ASSOCIATION	4232881
OK		Full Service	3634068	SPARTANBURG BRANCH	531 EAST MAIN STREET	SPARTANBURG	SC	29302	SPARTANBURG	UNITED STATES	447216	4	CERTUSBANK, NATIONAL ASSOCIATION	4232881
✓	Add	11/27/11	Full Service	WALNUT ROAD BRANCH	501 WALNUT STREET	MACON	GA	31201	BIBB	UNITED STATES			CERTUSBANK, NATIONAL ASSOCIATION	4232881
✓	Adc	12/6/13	Full Service	FLAGSHIP BRANCH	11 NORTH MAIN	GREENVILLE	SC	29601	GREENVILLE	UNITED STATES			CERTUSBANK, NATIONAL ASSOCIATION	4232881
✓	Adc	4/11/13	Full Service	AUGUSTA ROAD BRANCH	1111 AUGUSTA ROAD	GREENVILLE	SC	29605	GREENVILLE	UNITED STATES			CERTUSBANK, NATIONAL ASSOCIATION	4232881
✓	Adc	3/27/14	Full Service	COLUMBIA BRANCH	1241 MAIN STREET	COLUMBIA	SC	29201	RICHLAND	UNITED STATES			CERTUSBANK, NATIONAL ASSOCIATION	4232881
✓	Add	2/17/14	Full Service	PONTE VEDRA BRANCH	822 NORTH US HIGHWAY A1A	PONTE VEDRA BEACH	FL	32082	DUVAL	UNITED STATES			CERTUSBANK, NATIONAL ASSOCIATION	4232881
✓	Adc	11/8/13	Full Service	MANDARIN BRANCH	10970 SAN JOSE BOULEVARD	JACKSONVILLE	FL	32223	DUVAL	UNITED STATES			CERTUSBANK, NATIONAL ASSOCIATION	4232881
✓	Add	3/10/14	Full Service	CHARLESTON BRANCH	174 MEETING STREET	CHARLESTON	SC	29401	CHARLESTON	UNITED STATES			CERTUSBANK, NATIONAL ASSOCIATION	4232881

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

Report Item 3: Securities Holders

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, County	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name, City, State, County	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
King Street New York, NY 10022	USA	541,327 - 8.95% Class A	None		
Paulson New York, NY 10286	USA	541,327 - 8.95% Class A			
Tricadia Harrison, NY 10528	USA	541,327 - 8.95% Class A			
Blue Mountain New York, NY 10017	USA	541,327 - 8.95% Class A			

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

Report Item 4: Insiders

Name, City, State, Country	Principal Occupation if other than with Bank Holding Co	Title & Position with Bank Holding Co	Title & Position with Other Subs	Title & Position with other Businesses	Percentage of Voting Shares in Bank Holding Co	Percentage of Voting Shares in Subs	List Names of other Companies if 25% or more of voting shares are held
John Poelker Greenville, SC	N/A	Chairman, President, & CEO	N/A	N/A	0%	N/A	N/A
J. Veronica Biggins Atlanta, GA	Managing Director Hodge Partners Atlanta, GA	Director	N/A	Managing Director Hodge Partners Atlanta, GA	0% ¹	N/A	N/A
Robert J. Brown High Point, NC	Chairman & CEO B&C Associates, Inc. High Point, NC	Director	N/A	Chairman & CEO B&C Associates, Inc. High Point, NC	0% ²	N/A	N/A
Douglas W. Johnson Atlanta, GA	Retired Audit Partner Ernst & Young	Director	N/A	Retired Audit Partner Ernst & Young	0% ³	N/A	N/A
Hildy J. Teegan Columbia, SC	Professor, Moore School of Business Univ. of S. Carolina Columbia, SC	Director	N/A	Professor, Moore School of Business Univ. of South Carolina Columbia, SC	0% ⁴	N/A	N/A
Robert L. Wright Columbus, GA	Chairman & CEO FE Holdings, Inc. Columbus, GA	Director	N/A	Chairman & CEO FE Holdings, Inc. Columbus, GA	0% ⁵	N/A	Workers Compensation Technology (40%) FE Holdings (100%)
Bruce L. Campbell	Principal ALCO Partners Ridgefield, CT	Director	N/A	Principal ALCO Partners Ridgefield, CT	0%	N/A	N/A
Louis Spencer Wells	Partner Drivetrain, LLC New York, NY	Director	N/A	Partner Drivetrain, LLC New York, NY	0%	N/A	N/A
Bradford B. Kopp	Financial Services Advisor Various locations	Director	N/A	Financial Services Advisor Various locations	0%	N/A	N/A

Andrew R. Jones	Principal North Star Partners, LP Westport, CT	Director	N/A	Principal North Star Partners, LP Westport, CT	0%	N/A	N/A
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¹ The percentage shown as owned by Ms. Biggins includes 1,088 shares held directly by Ms. Biggins.

² The percentage shown as owned by Mr. Brown includes 50 shares held directly by Mr. Brown.

³ The percentage shown as owned by Mr. Johnson includes 2,176 shares held directly by Mr. Johnson.

⁴ The percentage shown as owned by Ms. Teegen includes 50 shares held directly by Ms. Teegen.

⁵ The percentage shown as owned by Dr. Wright includes 2,176 shares held directly by Dr. Wright.