

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

MAR 29 REC'D

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, James B. Miller, Jr.
Name of the Holding Company Director and Official
Chairman 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.

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.

James B. Miller, Jr.
Signature of Holding Company Director and Official
March 28, 2016
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 108118
C.I. _____

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2015
Month / Day / Year
N/A
Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address
Fidelity Southern Corporation
Legal Title of Holding Company
P O Box 105075
(Mailing Address of the Holding Company) Street / P.O. Box
Atlanta GA 30348
City State Zip Code
3490 Piedmont Road, Atlanta, GA 30305
Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
Laura Hendrix Regulatory Reporting Mgr
Name Title
404-639-6891
Area Code / Phone Number / Extension
404-639-6565
Area Code / FAX Number
laura.hendrix@lionbank.com
E-mail Address
www.fidelitysouthern.com
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 FR Y - 6

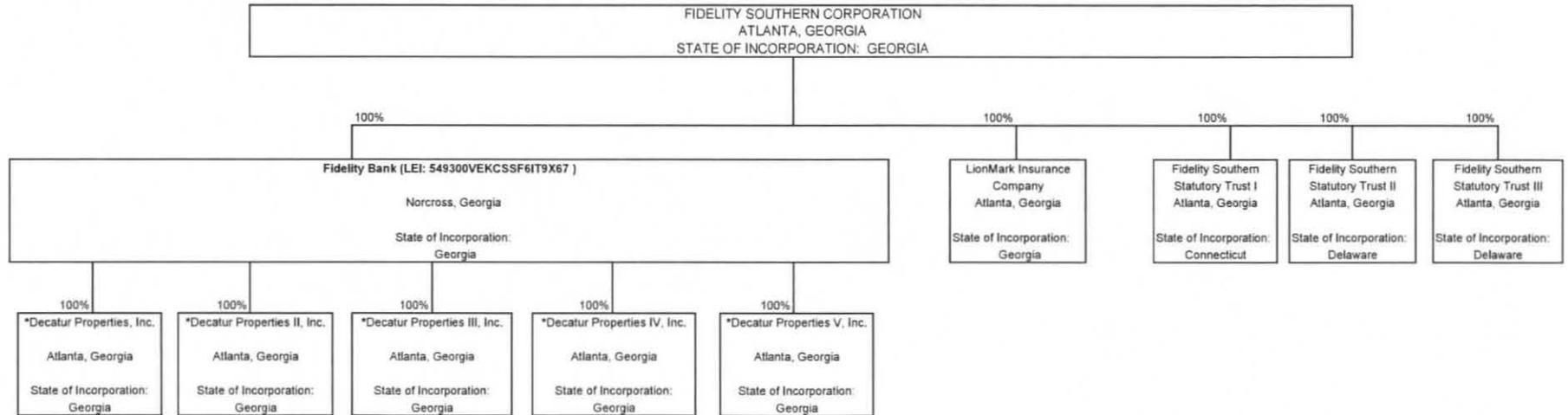
FIDELITY SOUTHERN CORPORATION
 Atlanta, Georgia
 Fiscal Year Ending December 31, 2015

Report Item:

1: ANNUAL REPORT TO SHAREHOLDERS

Fidelity Southern Corporation is registered with the Securities and Exchange Commission
 The 10-K for the fiscal year end December 31, 2015 was filed March 11, 2016.

2a: ORGANIZATION CHART



* **OREQ** - Not Y-10 reportable

2b. DOMESTIC BRANCH LISTING - Submitted via Email to FRB Atlanta on March 25, 2016.

**LEI NA for all other all entities

REVISED
 5/11/16

Results: A list of branches for your holding company: FIDELITY SOUTHERN CORPORATION (1081118) of ATLANTA, GA. The data are as of 12/31/2015. Data reflects information that was received and processed through 12/31/2015.

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)	598534	Fidelity Bank	3500 Holcomb Bridge Road	Norcross	GA	30092	Gwinnett	United States	14825	0	FIDELITY BANK	598534	
OK		Full Service Brick and Mortar Office	3651850	Baymeadows Branch	9802 Old Baymeadows Road	Jacksonville	FL	32256	Duval	United States	464809	24	FIDELITY BANK	598534	
OK		Full Service Brick and Mortar Office	4504645	Mandarin Branch	10024 San Jose Boulevard	Jacksonville	FL	32257	Duval	United States	541799	49	FIDELITY BANK	598534	
OK		Full Service Brick and Mortar Office	3634536	Village Green Branch	7051 Manatee Avenue West	Bradenton	FL	34207	Manatee	United States	365556	57	FIDELITY BANK	598534	
OK		Full Service Brick and Mortar Office	3634581	Mt. Vernon Branch	9819 Cortez Road West	Bradenton	FL	34210	Manatee	United States	419917	58	FIDELITY BANK	598534	
OK		Full Service Brick and Mortar Office	3634554	Heather Hills Branch	415 53rd Avenue West	Bradenton	FL	34207	Manatee	United States	273747	60	FIDELITY BANK	598534	
OK		Full Service Brick and Mortar Office	3634545	Cortez Road Branch	2412 Cortez Road West	Bradenton	FL	34207	Manatee	United States	441841	61	FIDELITY BANK	598534	
OK		Full Service Brick and Mortar Office	3634563	Manatee Branch	4601 Manatee Avenue West	Bradenton	FL	34209	Manatee	United States	451742	62	FIDELITY BANK	598534	
OK		Full Service Brick and Mortar Office	3634527	State Road 70 Branch	3005 53rd Avenue East	Bradenton	FL	34203	Manatee	United States	453619	63	FIDELITY BANK	598534	
OK		Full Service Brick and Mortar Office	3634769	Longboat Key Branch	5390 Gulf Of Mexico Drive	Longboat Key	FL	34228	Manatee	United States	363092	56	FIDELITY BANK	598534	
OK		Full Service Brick and Mortar Office	3634590	Haben Boulevard Branch	995 North Haben Boulevard	Palmetto	FL	34221	Manatee	United States	423495	59	FIDELITY BANK	598534	
OK		Full Service Brick and Mortar Office	3117271	Winter Garden Branch	12901 West Colonial Drive	Winter Garden	FL	34787	Orange	United States	363746	46	FIDELITY BANK	598534	
OK		Full Service Brick and Mortar Office	4196844	Ponte Vedra Branch	110 Highway A1a North	Ponte Vedra Beach	FL	32082	St. Johns	United States	445957	45	FIDELITY BANK	598534	
Change	GA	Full Service Brick and Mortar Office	4741664	St Augustine Branch	1700 US Hwy 1 South	Saint Augustine	FL	32084	St. Johns	United States	559616	42	FIDELITY BANK	598534	Correction to add "Hwy" to street address
OK		Full Service Brick and Mortar Office	4758671	St. Augustine Beach Branch	3570 A1a South	Saint Augustine	FL	32080	St. Johns	United States	560370	44	FIDELITY BANK	598534	
OK		Full Service Brick and Mortar Office	3135882	Lake Mary Branch	3505 West Lake Mary Boulevard	Lake Mary	FL	32746	Seminole	United States	419681	47	FIDELITY BANK	598534	
OK		Full Service Brick and Mortar Office	3582516	Orange City Branch	2494 Enterprise Road	Orange City	FL	32763	Volusia	United States	465938	48	FIDELITY BANK	598534	
OK		Full Service Brick and Mortar Office	3653014	Winder Branch	20 West May Street	Winder	GA	30680	Barrow	United States	478963	25	FIDELITY BANK	598534	
OK		Full Service Brick and Mortar Office	2706061	Southlake Branch	1267 Southlake Circle	Morrow	GA	30260	Clayton	United States	252890	18	FIDELITY BANK	598534	
OK		Full Service Brick and Mortar Office	1949058	Powers Ferry Branch	2401 Windy Ridge Parkway	Atlanta	GA	30339	Cobb	United States	284048	8	FIDELITY BANK	598534	
OK		Full Service Brick and Mortar Office	1949302	Vinings Branch	3020 Paces Mill Road Suite 150	Atlanta	GA	30339	Cobb	United States	282699	9	FIDELITY BANK	598534	
OK		Full Service Brick and Mortar Office	4781585	Hiram Branch	5749 Wendy Bagwell Parkway	Hiram	GA	30141	Cobb	United States	562846	50	FIDELITY BANK	598534	
OK		Full Service Brick and Mortar Office	2210960	Merchants Walk Branch	1223 Johnson Ferry Road	Marietta	GA	30068	Cobb	United States	252883	11	FIDELITY BANK	598534	
OK		Full Service Brick and Mortar Office	2420862	Canton Road Branch	830 Old Piedmont Road	Marietta	GA	30066	Cobb	United States	252886	14	FIDELITY BANK	598534	
OK		Full Service Brick and Mortar Office	4415376	South Cobb Drive Branch	833 South Cobb Drive Se	Marietta	GA	30060	Cobb	United States	77689	34	FIDELITY BANK	598534	
OK		Full Service Brick and Mortar Office	3397279	Bells Ferry Branch	1220 Cobb Parkway North	Marietta	GA	30062	Cobb	United States	445700	35	FIDELITY BANK	598534	
OK		Full Service Brick and Mortar Office	4781576	Marietta Square Branch	214 Roswell Street	Marietta	GA	30060	Cobb	United States	563046	51	FIDELITY BANK	598534	
OK		Full Service Brick and Mortar Office	3050060	Little Newnan Branch	471 Highway 29 North	Newnan	GA	30263	Coweta	United States	418486	65	FIDELITY BANK	598534	
OK		Full Service Brick and Mortar Office	3653461	Summit Branch	10 Baynard Park	Newnan	GA	30265	Coweta	United States	478857	70	FIDELITY BANK	598534	

OK	Full Service Brick and Mortar Office	363980	Sharpsburg Branch	1790 Highway 154	Sharpsburg	GA	30277	Coweta	United States	427747	67	FIDELITY BANK	598534	
OK	Full Service Brick and Mortar Office	2222235	Perimeter Center Branch	2 Perimeter Center East, N.E.	Atlanta	GA	30346	Dekalb	United States	252882	10	FIDELITY BANK	598534	
OK	Full Service Brick and Mortar Office	2405618	Toco Hills Branch	2936 North Druid Hills Road	Atlanta	GA	30329	Dekalb	United States	252885	13	FIDELITY BANK	598534	
OK	Full Service Brick and Mortar Office	2706043	Perimeter Center West Branch	135 Perimeter Center West	Atlanta	GA	30346	Dekalb	United States	252891	19	FIDELITY BANK	598534	
OK	Full Service Brick and Mortar Office	2441193	Decatur Branch	160 Clairmont Avenue, Suite 100	Decatur	GA	30030	Dekalb	United States	252887	15	FIDELITY BANK	598534	
OK	Full Service Brick and Mortar Office	4723503	New Decatur Branch	1120 Commerce Drive	Decatur	GA	30030	Dekalb	United States	557112	41	FIDELITY BANK	598534	
OK	Full Service Brick and Mortar Office	475738	Dunwoody Branch	1425 Dunwoody Village Parkway	Dunwoody	GA	30338	Dekalb	United States	252880	6	FIDELITY BANK	598534	
OK	Full Service Brick and Mortar Office	194039	Northlake Branch	2255 Northlake Parkway	Tucker	GA	30084	Dekalb	United States	252875	1	FIDELITY BANK	598534	
OK	Full Service Brick and Mortar Office	3482700	Old Norton Road Branch	1170 Highway 54	Fayetteville	GA	30214	Fayette	United States	454788	69	FIDELITY BANK	598534	
OK	Full Service Brick and Mortar Office	4903958	Peachtree City Branch	100 West Park Drive	Peachtree City	GA	30269	Fayette	United States	77223	64	FIDELITY BANK	598534	
OK	Full Service Brick and Mortar Office	3208759	Tyrone Branch	1005 Tyrone Road	Tyrone	GA	30290	Fayette	United States	422579	66	FIDELITY BANK	598534	
OK	Full Service Brick and Mortar Office	4408118	Cumming Branch	2740 Nuckolls Road	Cumming	GA	30041	Forsyth	United States	532134	36	FIDELITY BANK	598534	
OK	Full Service Brick and Mortar Office	4749044	Windward Branch	5015 Windward Pkwy	Alpharetta	GA	30004	Fulton	United States	559913	43	FIDELITY BANK	598534	
OK	Full Service Brick and Mortar Office	318433	Peachtree Center Branch	260 Peachtree Street, N.E. Ste 100	Atlanta	GA	30303	Fulton	United States	252876	2	FIDELITY BANK	598534	
OK	Full Service Brick and Mortar Office	320230	Buckhead Branch	3490 Piedmont Road	Atlanta	GA	30305	Fulton	United States	252879	5	FIDELITY BANK	598534	
OK	Electronic Banking		Peachtree Corners Branch	3 Corporate Square	Atlanta	GA	30329	Fulton	United States	252889	17	FIDELITY BANK	598534	
OK	Full Service Brick and Mortar Office	4496133	Peachtree Medical Branch	2061 Peachtree Road Northeast, Suite 150	Atlanta	GA	30309	Fulton	United States	538390	37	FIDELITY BANK	598534	
OK	Full Service Brick and Mortar Office	4566344	Ponce De Leon Branch	494 Ponce De Leon Avenue	Atlanta	GA	30308	Fulton	United States	544955	38	FIDELITY BANK	598534	
OK	Full Service Brick and Mortar Office	4867854	Howell Mill Branch	1583 Howell Mill Rd	Atlanta	GA	30318	Fulton	United States	569310	53	FIDELITY BANK	598534	
OK	Full Service Brick and Mortar Office	3308024	Fairburn Branch	8410 Senoia Road	Fairburn	GA	30213	Fulton	United States	432875	68	FIDELITY BANK	598534	
OK	Full Service Brick and Mortar Office	4386597	Jones Bridge Branch	10905 Jones Bridge Road	Johns Creek	GA	30022	Fulton	United States	528453	33	FIDELITY BANK	598534	
OK	Full Service Brick and Mortar Office	4598402	Medlock Crossing Branch	5960 State Bridge Road	Johns Creek	GA	30097	Fulton	United States	546106	39	FIDELITY BANK	598534	
OK	Full Service Brick and Mortar Office	1404043	Crabapple Branch	10920 Crabapple Road	Roswell	GA	30075	Fulton	United States	252881	7	FIDELITY BANK	598534	
OK	Full Service Brick and Mortar Office	476230	Roswell Branch	1325 Hembree Road	Roswell	GA	30076	Fulton	United States	252884	12	FIDELITY BANK	598534	
OK	Full Service Brick and Mortar Office	537935	Sandy Springs Branch	225 Sandy Springs Circle	Sandy Springs	GA	30328	Fulton	United States	252877	3	FIDELITY BANK	598534	
OK	Full Service Brick and Mortar Office	3308190	Lake Oconee Branch	1010 Park Place Blvd	Greensboro	GA	30642	Greene	United States	446290	31	FIDELITY BANK	598534	
OK	Full Service Brick and Mortar Office	4898951	Berkeley Lake Branch	4591 Peachtree Industrial Blvd.	Berkeley Lake	GA	30092	Gwinnett	United States	572174	54	FIDELITY BANK	598534	
OK	Full Service Brick and Mortar Office	2479945	Lawrenceville Branch	415 Grayson Highway	Lawrenceville	GA	30046	Gwinnett	United States	252888	16	FIDELITY BANK	598534	
OK	Full Service Brick and Mortar Office	2706025	River Exchange Branch	2080 Riverside Parkway	Lawrenceville	GA	30043	Gwinnett	United States	252892	20	FIDELITY BANK	598534	
OK	Full Service Brick and Mortar Office	3639401	Newnan Branch	102 Newnan Crossing Bypass	Newnan	GA	30265	Gwinnett	United States	462465	23	FIDELITY BANK	598534	
OK	Full Service Brick and Mortar Office	4898942	Snellville Branch	1595 Scenic Hwy North	Snellville	GA	30078	Gwinnett	United States	572175	55	FIDELITY BANK	598534	
OK	Full Service Brick and Mortar Office	3448144	Sugarloaf Branch	1115 Old Peachtree Road, N.W.	Suwanee	GA	30024	Gwinnett	United States	451614	21	FIDELITY BANK	598534	
OK	Full Service Brick and Mortar Office	4670728	Spout Springs Branch	7375 Spout Springs Road	Flowery Branch	GA	30542	Hall	United States	552771	40	FIDELITY BANK	598534	
OK	Full Service Brick and Mortar Office	4304162	Mcdonough Branch	1375 Highway 20 W	Mcdonough	GA	30253	Henry	United States	521337	26	FIDELITY BANK	598534	
Change	 Full Service Brick and Mortar Office	3482689	Conyers Branch	1945 Ga Highway 138 NE	Conyers	GA	30013	Rockdale	United States	455254	22	FIDELITY BANK	598534	Correction to change "North" to NE

FORM FR Y - 6

FIDELITY SOUTHERN CORPORATION
Fiscal Year Ending December 31, 2015

REPORT ITEM 3: Securities Holders

(1) Shareholders of record that directly or indirectly own, control, or hold with power to vote 5% or more of any class voting securities of the bank holding company.

<u>NAME AND ADDRESS</u>	<u>COUNTRY</u>	<u># OF SHARES OWNED/CONTROLLED</u>	<u>Class of Voting securities</u>	<u>% OF SHARES OUTSTANDING</u>
James B. Miller, Jr. Atlanta, GA USA	U.S.A.	3,356,927 49,999	Common Stock Options on Common Stock	15% Less than 1%
BlackRock New York City, NY USA	U.S.A.	2,003,953	Common Stock	9%
The Banc Funds Co Chicago, IL USA	U.S.A.	1,485,529	Common Stock	7%

(2) Shareholder not listed in section 3(1) above that owned or controlled 5% or more of any class of voting securities in the bank holding company during 2015.

<u>NAME AND ADDRESS</u>	<u>COUNTRY</u>	<u># OF SHARES OWNED/CONTROLLED</u>	<u>% OF SHARES OUTSTANDING</u>
Wellington Management Co. LLP Boston, MA USA	U.S.A.	1,874,129	Common Stock 9%
EJF Capital LLC Arlington, VA USA	U.S.A.	1,346,873	Includes warrants on Common Stock 6%
U. S. Treasury Washington, DC USA	U.S.A.	2,693,747	Includes warrants on Common Stock 13% (Sold 5/21/2015)
CSS, LLC Chicago, IL USA	U.S.A.	1,346,873	Includes warrants on Common Stock 6%

 **REVISED**
5/9/16

FORM FR Y - 6
FIDELITY SOUTHERN CORPORATION
Fiscal Year Ending December 31, 2015

Total Shares **23,140,774**

303,048.93
1.31%

Report Item 4: Insiders

(1) Addresses	(2) Principal Occupation	(3)(a) Title & Position w/BHC	(3)(b) Title & Position w/subsidiaries	(3)(c) Title & Position w/other businesses	(4)(a) % Voting Shares w/BHC	(4)(b) % Voting Shares w/BH/Subs	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and % of voting securities held)
David R. Bockst Seymour, GA USA	(Ret)Military	Director	Director - Fidelity Bank	Executive Director, Reserve Officers Association of America Vice Chairman, USO of Georgia Executive Director, Georgia Military Affairs Coordinating Committee Liaison, Governor's Office of Workforce Development President, Bravo Victor Fund, Cobb Superior Courts Veteran's Court State Chairman, Georgia Employer Support of the Guard and Reserve	*	None	N/A N/A N/A N/A N/A N/A
Stephen H. Brnly Milton, GA USA	NA	CFO	CFO - Fidelity Bank Director & CFO - LionMark Ins. Co	Treasurer, Milton High School Orchestra Booster Club	*	None	N/A
David Buchanan Lawrenceville, GA USA	NA	Vice President	Executive Vice President - Fidelity Bank Director & Pres. - LionMark Ins. Co	None	1%	None	N/A
Wm. Millard Choate Atlanta, GA USA	Construction	Director	Director - Fidelity Bank	President, Atlanta Construction President, Choate Construction Co. Limited Partner, MSC Holdings, LLC - Millard Managing Member, MSC Ventures, LLLP - Millard Managing Member, Newcastle Properties, LLC Managing Member, Newcastle Properties, Canton, LLC Managing Member, Newcastle Senior Living Marietta, LLC Managing Member, NC Mulberry Two Apartments, LLC Managing Member, Structured Properties, LLC Managing Member, Huntsville Alabama Apartments, LLC Managing Member, JM Investors, LLC Managing Member, Choate Construction Services, LLC Managing Member, Choate Construction Group, LLC Managing Member, SEK Investments, LLC Managing Member, Mulberry Apartments, LLC Managing Member, Raleigh Apartments, LLC Managing Member, PEF Assisted Living Hamilton Mill, LLC Managing Member, PEF Assisted Living Johns Creek, LLC Managing Member, PEF Sanctuary Land, LLC Managing Member, PEF Capital Partners Raleigh, LLC CEO, Mulberry at Godey Station Association, Inc CEO, Atlanta Group, Inc President, Choate Design & Build Co. Trustee, Shepherd Center Foundation	1%	None	Atlanta Construction Co - 100% Choate Construction Co - 92.2% MSC Holdings, LLC - 49% MSC Ventures, LLLP - 90% Newcastle Properties, LLC - 100% Newcastle Properties, Canton, LLC - 90% Newcastle Senior Living Marietta, LLC - 90% NC Mulberry Two, LLC - 90% Structured Properties, LLC - 100% Huntsville Alabama Apartments, LLC - 90% JM Investors, LLC - 100% Choate Construction Services, LLC - 62.76% Choate Construction Group, LLC - 54.75% SEK Investments, LLC - 100% Mulberry Apartments, LLC - 90% Raleigh Apartments, LLC - 90% PEF Hamilton Mill, LLC - 90% PEF Johns Creek, LLC - 90% PEF Sanctuary Land, LLC - 90% PEF Capital Partners Raleigh, LLC - 90% N/A N/A N/A N/A
Donald A. Harp, Jr. Atlanta, GA USA	Minister	Director	Director - Fidelity Bank	Adjunct Professor - Candler School of Theology, Emory University Minister Emeritus - Peachtree Road United Methodist Church Trustee, Young Harris College Board of Advisors, YMCA of Georgia Board of Advisors, Winship Cancer Center	*	None	N/A N/A N/A N/A N/A
Kevin S. King Atlanta, GA USA	Law	Director	Director - Fidelity Bank	Sole Proprietor, Kevin King Law Office Director/VP, Innovative Solutions for Disadvantaged & Disability, Inc Director, High Point Civic Association Director, Sandy Springs Hospitality and Tourism, Inc Director, Omega Alpha Chapter House Corporation of Phi Lambda Phi, Inc Managing Member, The Laurens Firm, LLC Trustee, The Robert L. Turley Revocable Trust Trustee, The Virginia Miner Carter Trust	*	None	Kevin King Law Office - 100% N/A N/A N/A N/A N/A N/A N/A
William C. Lanford, Jr. Atlanta, GA USA	Accounting	Director	Director - Fidelity Bank	Member, Moore Stephens Tiller, LLC Member, Lanford Manor, LLC Member, Gun Range Investors, LLC Trustee, The QTIP Trust Trustee, Aaron Thal Irrevocable Trust Dated 5/15/1987	*	None	Lanford Manor, LLC - 100% N/A N/A N/A N/A

* Less than one percent

REVISED
5/9/16

Report Item 4: Insiders

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Addresses	Principal Occupation	Title & Position with BHC	Title & Position with outside	Title & Position with other businesses	% Voting Shares with BHC	% Voting Shares with outside	List names of other companies (includes partnerships) if 20% or more of voting securities are held (List names of companies and % of voting securities held)
				Trustee, John Kuffman Marital Trust			N/A
James B. Miller, Jr. Atlanta, GA USA	NA	Chairman & CEO	Chairman & CEO - Fidelity Bank Chairman - LionMark Ins. Co.	Chairman, Trinity Apex Chairman, Trinity Finance Chairman, BAC Properties Partnership LLP Director, Interface, Inc. Director, American Software, Inc. Board of Governors, Florida State University College of Business Board of Advisors, Michael C. Carlos Museum Board of Advisors, State Botanical Garden of GA Board of Advisors, Vanderbilt Law National Council Board Member, Atlanta USO Director, Buckhead Coalition Director, Atlanta Opera Advisory Board Member, Shepherd Center Lifetime Honorary Board Member, Frazer Center Trustee, Katha L. Miller Trust UW	10%	None	Trinity Apex - 100% Trinity Finance - 100% BAC Properties Partnership - 20% 20% by Katha Miller Trust N/A N/A N/A N/A N/A N/A N/A N/A N/A N/A N/A
H. Palmer Proctor, Jr. Atlanta, GA USA	NA	Director & President	Director & President - Fidelity Bank Director & Secretary/Treasurer - LionMark Insurance Company	Director, Brown and Brown, Inc. Advisory Board, Aled Financial Managing Partner, Boyard Holdings, LLC Managing Partner, Rushing Brook Properties Co-Trustee, The Brooks County Inevitable Trust dated 12/29/1993 Trustee, Katharine Lane Miller Inevitable Trust dated 7/25/2013	1%	None	N/A N/A N/A N/A N/A
W. Clyde Shepherd, III Atlanta, GA USA	Construction & Real Estate	Director	Director - Fidelity Bank	President, Toco Development Inc. Controlling Manager, WCS Investment Partnership LLLP Owner, Lost River Association, LLC Member, Eastpark 78 LLC President, Toco Hill, Inc. President, Worthwood, Inc. Partner, Lost River Partners Tenancy-in-Common Partner, CDH Properties President, Plant Improvement Co, Inc. Partner, Cypal Tenancy-in-Common Vice President, Shepherd Construction Company Partner, Jasper Tenancy-in-Common Managing Member, Lost River Partners, LLC Partner, Vriings Walk, LLC Partner, Boardiff Properties Partner, Granite Quarry Properties Partner, Breckonridge Tenants In Common Partner, Rock Mill 400, LP Partner, RTIC 2011 Trustee, Toco Hill Retirement Trust Trustee, The RSS Family Trust Secretary-Treasurer, Rogers Bridge Co. Inc.	2%	None	Toco Development, Inc. - 100.00% WCS Investment Partnership LLLP - 100% Lost River Assoc. LLC - 100% Eastpark 78, LLC - 99% Toco Hill, Inc. - 97.01% Worthwood, Inc. - 83.22% Lost River Partners Tenancy-in-Common - 50% CDH Properties - 33% Plant Improvement Co, Inc. - 33.33% Cypal Tenancy-in-Common - 31.57% Shepherd Construction Company - 29.99% Jasper Tenancy-in-Common - 30% Lost River Partners, LLC - 100% Vriings Walk, LLC - 33% N/A N/A N/A N/A N/A N/A
Rankin M. Smith, Jr. Thomasville, GA USA	Plantation Owner	Director	Director - Fidelity Bank	Owner and Manager, Semihole Plantation Partner, Rankin Investments LP Partner, RMS Investments LLC Director, Archbold Medical Foundation Member, Board of Advisors, The Farmers & Merchants Bank Trustee, Thomas University Stockholder, Menden Art	1%	None	Semihole Plantation - 100% Rankin Investments LP - 100% RMS Investments LLC - 100% N/A N/A N/A N/A

* Less than 1%

* Less than one percent

 **REVISED**
5/9/16