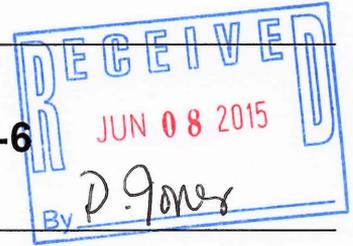




Board of Governors of the Federal Reserve System



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.

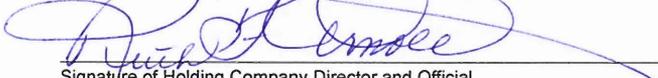
I, Ruth Arnold

Name of the Holding Company Director and Official
Chairman

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
June 1, 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 1416457
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

Four County Bancshares, Inc.

Legal Title of Holding Company

959 Main Street, P.O. Box 106

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

Allentown

GA

31003

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Holly Moseley

Name

Title

478-272-2030

Area Code / Phone Number / Extension

478-272-3318

Area Code / FAX Number

holly.moseley@tjsdd.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 Bank Holding Companies

Top-tiered bank holding companies must list the names, mailing address, and physical locations of each of their subsidiary bank holding companies below.

| | |
|---|---|
| <p>Legal Title of Subsidiary Bank Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical location (if different from mailing address)</p> <hr/> | <p>Legal Title of Subsidiary Bank Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical location (if different from mailing address)</p> <hr/> |
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FOUR COUNTY BANCSHARES, INC.
ALLENTOWN, GEORGIA

ANNUAL REPORT OF BANK HOLDING COMPANIES - FR Y-6

TABLE OF CONTENTS

Report Item 1 - Annual Report to Shareholders - To follow

Report Item 2a - Organization Chart:

- (1) Attached as Exhibit A, is an organization chart of the holding company showing all direct holdings of domestic and foreign companies in which the bank holding company directly controls greater than 5 percent of any class of voting securities. The bank holding company does not "otherwise control" any company, either foreign or domestic.
- (2) The bank holding company does not indirectly, through either foreign or domestic subsidiaries, control greater than 5 percent of the shares of any class of voting securities or any domestic or foreign company.
- (3) The bank holding company does not own, control, or hold directly or indirectly, any foreign company.

Report Item 2b - Domestic Branch Listing

Attached as Exhibit B is a domestic branch listing for all branches and offices located in the fifty states of the United States, which are branches of U.S. depository institutions and branches located in the U.S. territories, which are located in the same territory as their head office depository institution.

Report Item 3 - Securities Holders:

Attached as Exhibit C is a list of shareholders of record that directly or indirectly own, control or hold power to vote 5 percent or more of any class of voting securities of the bank holding company.

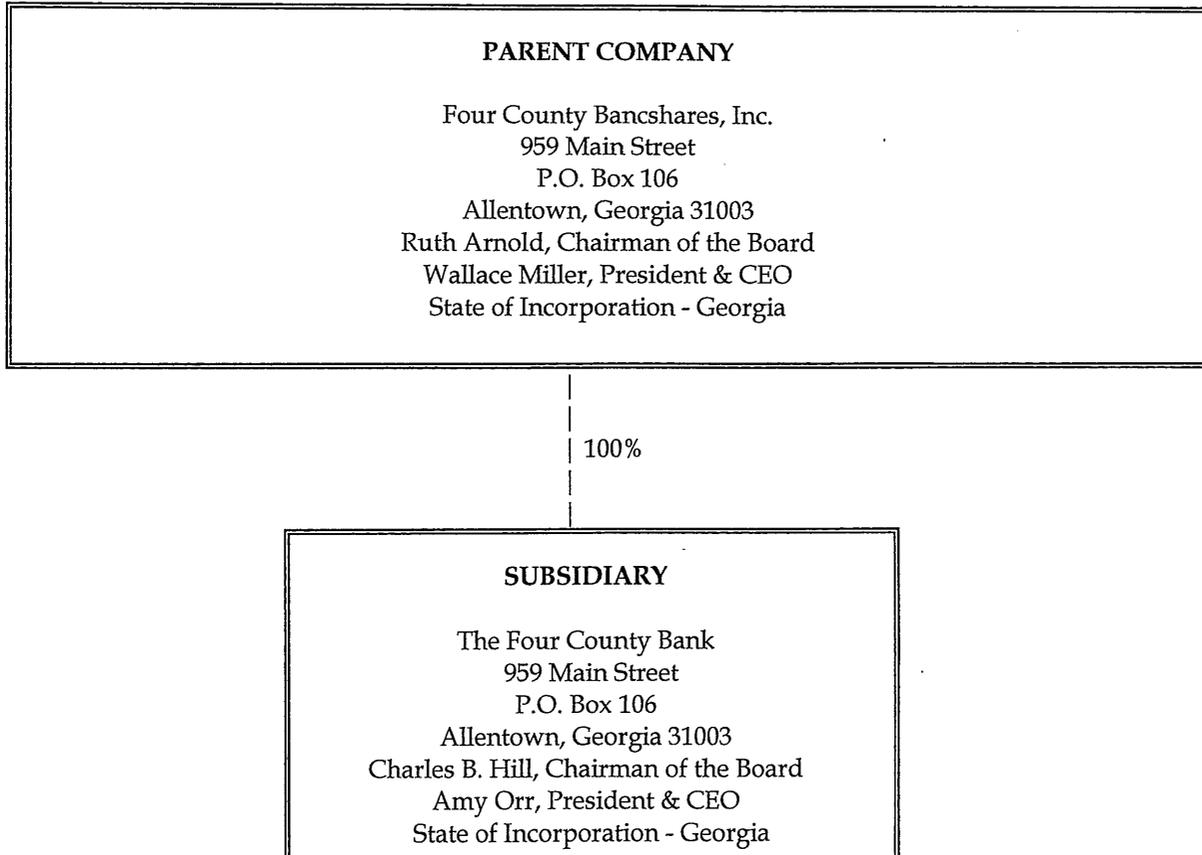
Report Item 4 - Insiders:

Attached as Exhibit D is a list of each principal shareholder, director, trustee, partner, executive officer or person exercising similar functions, regardless of title or compensation, of the bank holding company.

ITEM 2a

**FOUR COUNTY BANCSHARES, INC.
ALLENTOWN, GEORGIA**

ORGANIZATION CHART



ITEM 2b

**FOUR COUNTY BANCSHARES, INC.
ALLENTOWN, GEORGIA**

DOMESTIC BRANCH LISTING

| Branch Service Type | Branch ID_RSSD * | Popular Name | Date Branch Opened | Street Address | City | State | Zip Code | County | Country |
|----------------------------|------------------|-----------------------|--------------------|-----------------|-----------|-------|----------|-----------|---------------|
| Full Service (Head Office) | 7634 | FOUR COUNTY BANK, THE | 9/15/1941 | 959 MAIN STREET | ALLENTOWN | GA | 31003 | WILKINSON | UNITED STATES |

ITEM 3

**FOUR COUNTY BANCSHARES, INC.
ALLEN TOWN, GEORGIA**

SECURITIES HOLDERS

5% or more Shareholders as of December 31, 2014::

| <u>Name</u> | <u>Address</u> | <u>Citizenship</u> | <u>Shares Owned</u> | <u>Percent Owned</u> |
|----------------------|--------------------------|--------------------|---------------------|----------------------|
| Jerry Van Dykes | Cochran, GA 31014 | USA | 45,000 | 18.72% |
| Richard A Dykes | Danville, GA 31017 | USA | 45,000 | 18.72% |
| William C. Humphries | Jeffersonville, GA 31044 | USA | 30,000 | 12.48% |

ITEM 3-2

FOUR COUNTY BANCSHARES, INC.
ALLENTOWN, GEORGIA

SECURITIES HOLDERS

Not applicable.

ITEM 4

**FOUR COUNTY BANCSHARES
ALLEN TOWN, GEORGIA
INSIDERS**

| <i>Name & Address (City, State, Country)</i> | <i>Principal Occupation if other than with Bank Holding Company</i> | <i>Title & Position with Bank Holding Company</i> | <i>Title & Position with Four County Bank</i> | <i>Title & Position with Other Businesses</i> | <i>Percentage of Voting Shares in Bank Holding Company</i> | <i>Percentage of Voting Shares in Four County Bank</i> | <i>Other Companies in which 25% or more of Voting Securities are held</i> |
|---|---|---|---|---|--|--|---|
| Ruth Arnold Danville, GA 31017 U.S.A. | N/A | Chairman of Board of Directors, VP & Treasurer | Director, Secretary | Secretary/Treasurer (Land Holdings, LP) | 0.42% | None | N/A |
| Rabun Faulk Jeffersonville, GA 31044 U.S.A. | Attorney at Law General Counsel | Director | Director | N/A | 0.02% | None | N/A |
| Amy S. Orr Irwinton, GA 31042 U.S.A. | President & CEO Four County Bank | Director, Secretary | Director, President & CEO | N/A | 1.06% | None | N/A |
| Charles B. Hill Jeffersonville, GA 31044 U.S.A. | President (Hill Logging, Inc.) | Director | Chairman of Board of Directors | President (Hill Logging, Inc.) | 2.12% | None | Hill Logging, Inc. (50%) |
| Lantz Rogers Toombsboro, GA 31090 U.S.A. | Retired | Director | Director | N/A | 0.04% | None | N/A |
| Wallace Miller Dublin, GA 31021 U.S.A. | Retired | Director, President & CEO | Director | Director (Morris Bank) | 4.16% | None | N/A |

ITEM 4 Cont.

**FOUR COUNTY BANCSHARES
ALLENTOWN, GEORGIA**

INSIDERS

| <u>Name & Address (City, State, Country)</u> | <u>Principal Occupation if other than with Bank Holding Company</u> | <u>Title & Position with Bank Holding Company</u> | <u>Title & Position with Four County Bank</u> | <u>Title & Position with Other Businesses</u> | <u>Percentage of Voting Shares in Bank Holding Company</u> | <u>Percentage of Voting Shares in Four County Bank</u> | <u>Other Companies in which 25% or more of Voting Securities are held</u> |
|---|---|---|---|---|--|--|--|
| Jerry Van Dykes Cochran, GA 31014 USA | Everett Dykes Grassing Company, Inc. | Principal Shareholder | None | President | 18.72% | None | Davis Propane, Inc. (25.5%) Asphalt Operations, LLC (25%) |
| Richard A. Dykes Danville, GA 31017 USA | Everett Dykes Grassing Company, Inc. | Principal Shareholder | None | Vice President | 18.72% | None | Middle Georgia Signs, Inc. (49%) Davis Propane, Inc. (25.5%) Asphalt Operations, LLC (25%) |
| William C. Humphries Jeffersonville, GA 31044 USA | Retired (Forest Resource Consultants, Inc.) | Principal Shareholder | None | None | 12.48% | None | Forest Resource Consultant, Inc. |
| Michael Kitchens Danville, GA 31017 U.S.A. | Timco | Director | Director | N/A | 3.27% | None | N/A |
| James M Brown Cochran, GA 31014 U.S.A. | Vice President Four County Bank | Director | Vice Pres/CCO Director | N/A | 0.42% | None | N/A |