

MAR 30 REC'D

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. M. Scott Tomlinson

Name of the Holding Company Director and Official

President & 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.

Signature of Holding Company Director and Official

03/23/2015

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 3341656
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

Flint Community Bancshares, Inc.

Legal Title of Holding Company

P. O. Box 70878

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

Albany	GA	31708
City	State	Zip Code

2910 Meredyth Drive

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Leonard Thomas **SVP & CFO**

Name Title

229-317-0980-123

Area Code / Phone Number / Extension

229-317-0983

Area Code / FAX Number

Leonard.thomas@flintcommunitybank.com

E-mail Address

flintcommunitybank.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

Flint Community Bancshares, Inc.
 FY-6 REPORT ITEMS
YEAR ENDED DECEMBER 31, 2014

REPORT ITEM 1: BANK HOLDING COMPANY FINANCIAL STATEMENTS

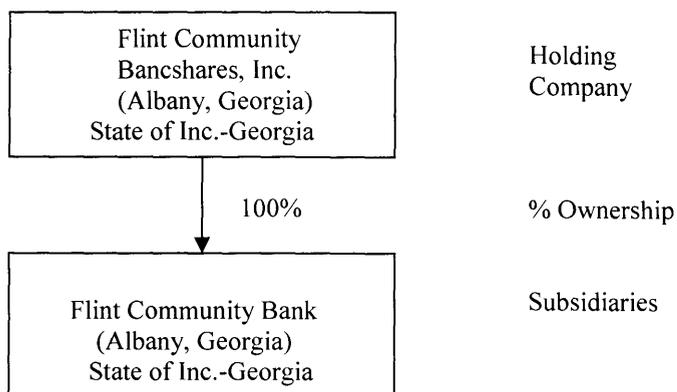
REPORT ITEM 1a: FORM 10-KSB FILED WITH THE SEC

Do not file with the SEC.

REPORT ITEM 1b: ANNUAL REPORTS TO SHAREHOLDERS

Annual financial statement to stockholders attached.

REPORT ITEM 2a: ORGANIZATION CHART



REPORT ITEM 2b: No Branches

The supplemental disclosures required in the instructions for this report item are not applicable.

REPORT ITEM 3: SHAREHOLDERS

The following is a list of shareholders of record, that directly or indirectly owns, controls, or holds power to vote five percent or more of any class of voting securities of the bank holding company:

<u>Shareholder and Address</u>	<u>Country Of Citizenship</u>	<u>Shares Issued</u>	<u>Percent Actual</u>	<u>Warrants Issued</u>	<u>Options Issued</u>	<u>Total Issued</u>	<u>Percent Total</u>
Jim Boyd Albany, GA	USA	97,900	8.42%	60,000		157,500	12.91%
Wayne Damron Alpharetta, GA	USA	67,500	5.81%	60,000		127,500	10.43%
Henry H. Griffin Leesburg, GA	USA	164,150	14.12%	114,400		278,550	21.81%



Results: A list of branches for your holding company: FLINT COMMUNITY BANCSHARES, INC. (3341656) of ALBANY, 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	July 2007	Full Service (Head Office)	3341393	FLINT COMMUNITY BANK	2910 Meredyth Drive	ALBANY	GA	31721	DOUGHERTY	UNITED STATES	438888	0	FLINT COMMUNITY BANK	3341393	

ast

REPORT ITEM 3, Part 2: Not Applicable

REPORT ITEM 4: DIRECTORS AND OFFICERS

The following is a list of the principal shareholders, directors, and executive officers of the bank holding company:

<u>Name and Address</u>	<u>Principal Occ. Other than Holding Co.</u>	<u>Title or Position</u>	<u>Holding Company Options, Warrants, Shares Owned/& Percent</u>		<u>Other Companies if 25% or More Company Shares Percent</u>		<u>Other Company Position</u>
Jim Boyd Albany, GA	Executive	Director of Holding Co. and Subsidiary Bank	157,500	12.91%	LORAC Properties Coach & Motor BGK Properties	50% 40% 40%	
Charles A. Curry Shellman, GA	Executive	Director of Holding Co. and Subsidiary Bank	1,000	.09%	First State Bank of Randolph County J. W. Walker Ins. Agcy	50%	Chairman & CEO
Wayne Damron Alpharetta, GA	Executive	Director of Holding Co. and Subsidiary Bank	127,500	10.43%	N/A		
Elaine Davis Leesburg, GA	N/A	Secretary of Holding Co. and Vice President of Subsidiary Bank	7,000	.60%	N/A		
Harry N. Dorsey Albany, GA	Physician	Director of Holding Co. and Subsidiary Bank	35,555	3.02%	N/A		
Henry Dunn Albany, GA	Retired	Director of Holding Co. and Subsidiary Bank	25,000	2.12%	N/A		
Henry H. Griffin Leesburg, GA	Executive	Director of Holding Co. and Subsidiary Bank	278,550	21.81%	Southern Ag Carriers Holdings Wil-Mil Farms HHG Properties Pondtoon Boats Dist. Inc. Lee County Equip.LLC PeerSouth Inc.	12,500 50% 100% 250 100% 100% 100% 100% 50%	CEO President Secretary CEO Secretary
William F. Griffin Leesburg, GA	N/A	Director and EVP of Holding Co. and Subsidiary Bank	40,000	3.35%	N/A		
Ross Harrison Albany, GA	N/A	SVP of Holding Co. and Subsidiary Bank	16,500	1.41%	N/A		
Ronnie T. Hinson Albany, GA	Executive	Director of Holding Co. and Subsidiary Bank	40,000	3.45%	RDCK LLC TD Properties LLC Rolling Thunder LLC Demi Properties LLC BHV LLC	25% 33% 100% 33% 40%	Member Member Member Member Member
Richard W. Little Colquitt, GA	Retired	Chairman of Board of Holding Co. and Subsidiary Bank	44,000	3.72%	N/A		

REPORT ITEM 4: DIRECTORS AND EXECUTIVE OFFICERS (CONTINUED)

Principal Occ. Other than	Holding Company Options, Warrants,	Other Companies if 25% or More
------------------------------	---------------------------------------	--------------------------------

<u>Name and Address</u>	<u>Holding Co.</u>	<u>Title or Position</u>	<u>Shares Owned/& Percent</u>		<u>Company</u>	<u>Shares</u>	<u>Percent</u>	<u>Position</u>
Dunn Stapleton Albany, GA	Attorney	Director of Holding Co. and Subsidiary Bank	22,500	1.92%	N/A			
Leonard W. Thomas Leesburg, GA	N/A	SVP of Holding Co. and Subsidiary Bank	10,000	.85%	N/A			
M. Scott Tomlinson Leesburg, GA	N/A	Director and CEO of Holding Co. and Subsidiary Bank	45,000	3.76%	N/A			
Darin G. Wood	Executive	Director of Holding Co.	5,555	.48%	Woodford Plywood, Inc.	30%		President

REPORT ITEM 4b: Not Applicable