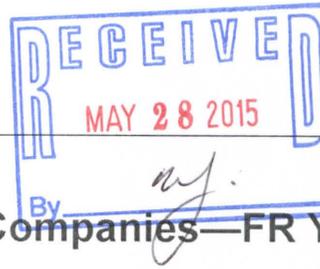


Board of Governors of the Federal Reserve System



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, David J. Lance

Reporter's Name, Street, and Mailing Address

Name of the Holding Company Director and Official
President & CEO

Greater Community Bancshares, Inc.

Title of the Holding Company Director and Official

Legal Title of Holding Company

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.

P.O. Box 529

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

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.

Rome GA 30162

City State Zip Code

1490 Martha Berry Blvd, Rome, GA 30162

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Nathan Collins CFO

Name Title

706-236-3012

Area Code / Phone Number / Extension

706-295-9682

Area Code / FAX Number

nathan.collins@greatercb.com

E-mail Address

www.greatercb.com

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

Signature of Holding Company Director and Official

5/14/2015

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 2349507
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

For Use By Tiered Holding Companies

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

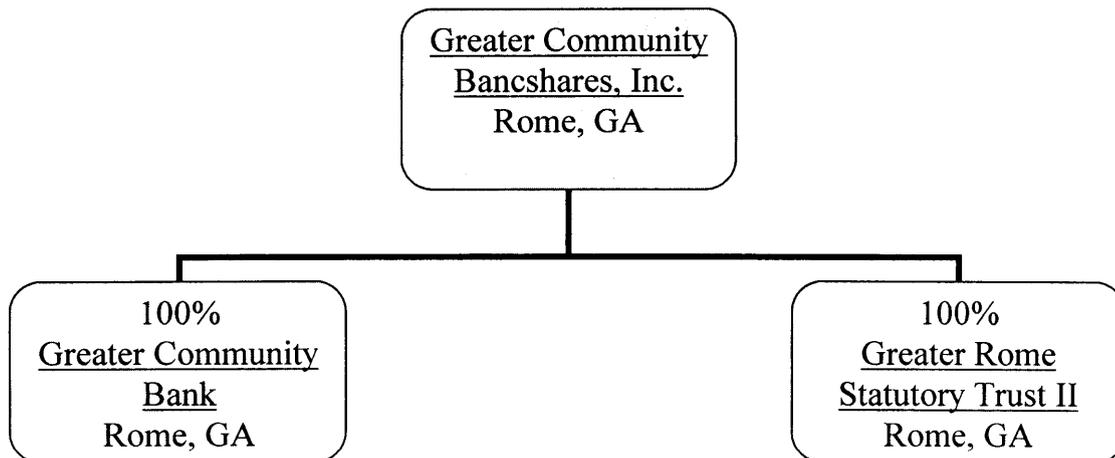
| | |
|---|---|
| Legal Title of Subsidiary Holding Company | Legal Title of Subsidiary Holding Company |
| (Mailing Address of the Subsidiary Holding Company) Street / P.O. Box | (Mailing Address of the Subsidiary Holding Company) Street / P.O. Box |
| City State Zip Code | City State Zip Code |
| Physical location (if different from mailing address) | Physical location (if different from mailing address) |
| Legal Title of Subsidiary Holding Company | Legal Title of Subsidiary Holding Company |
| (Mailing Address of the Subsidiary Holding Company) Street / P.O. Box | (Mailing Address of the Subsidiary Holding Company) Street / P.O. Box |
| City State Zip Code | City State Zip Code |
| Physical location (if different from mailing address) | Physical location (if different from mailing address) |
| Legal Title of Subsidiary Holding Company | Legal Title of Subsidiary Holding Company |
| (Mailing Address of the Subsidiary Holding Company) Street / P.O. Box | (Mailing Address of the Subsidiary Holding Company) Street / P.O. Box |
| City State Zip Code | City State Zip Code |
| Physical location (if different from mailing address) | Physical location (if different from mailing address) |
| Legal Title of Subsidiary Holding Company | Legal Title of Subsidiary Holding Company |
| (Mailing Address of the Subsidiary Holding Company) Street / P.O. Box | (Mailing Address of the Subsidiary Holding Company) Street / P.O. Box |
| City State Zip Code | City State Zip Code |
| Physical location (if different from mailing address) | Physical location (if different from mailing address) |

Greater Community Bancshares, Inc.
Annual Report of Bank Holding Companies - FR Y-6
as of December 31, 2014

Report Item 1: Annual Report to Shareholders

The bank holding company does not prepare an annual report for its shareholders.

Report Item 2(a): Organization Chart



Greater Community Bancshares and Greater Community Bank are incorporated in the State of Georgia. Greater Rome Statutory Trust II is a Connecticut Domestic Statutory Trust.

None of the supplemental information requirements are applicable.

Report Item 2(b): Domestic Branch Listing

See attached table

Report Item 3: Shareholders

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

See attached table

(2) Shareholders not listed above that owned or controlled five percent or more of any class of voting securities in the bank holding company during the fiscal year for which this report is being filed:

See attached table

Greater Community Bancshares, Inc.
Annual Report of Bank Holding Companies - FR Y-6
as of December 31, 2014

Report Item 4: Insiders

See attached table. None of the directors or officers of the company own any stock in the Bank.

Results: A list of branches for your depository institution: GREATER COMMUNITY BANK (ID_RSSD: 2354323).
 This depository institution is held by GREATER COMMUNITY BANCSHARES, INC. (2349507) of ROME, 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 |
|-------------|----------------|----------------------------|-----------------|------------------------------|------------------------|---------|-------|----------|--------|---------------|--------------|----------------|------------------------|----------------------|----------|
| OK | 12/31/2014 | Full Service (Head Office) | 2354323 | GREATER COMMUNITY BANK | 1490 MARTHA BERRY BLVD | ROME | GA | 30165 | FLOYD | UNITED STATES | 56281 | 0 | GREATER COMMUNITY BANK | 2354323 | |
| OK | 12/31/2014 | Full Service | 4350141 | CALHOUN BRANCH | 305 WEST BELMONT DRIVE | CALHOUN | GA | 30701 | GORDON | UNITED STATES | 521937 | 4 | GREATER COMMUNITY BANK | 2354323 | |
| OK | 12/31/2014 | Full Service | 2712857 | EAST ROME OFFICE | 800 EAST SECOND AVENUE | ROME | GA | 30161 | FLOYD | UNITED STATES | 290414 | 1 | GREATER COMMUNITY BANK | 2354323 | |
| OK | 12/31/2014 | Full Service | 2918211 | SHORTER AVENUE BRANCH OFFICE | 2518 SHORTER AVENUE | ROME | GA | 30165 | FLOYD | UNITED STATES | 356705 | 2 | GREATER COMMUNITY BANK | 2354323 | |

Greater Community Bancshares, Inc.
Annual Report of Bank Holding Companies - FRY-6
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Item 3 (1): Shareholders with ownership, control or holdings of 6% or more with power to vote as of fiscal year ending 12-31-2014

| (a) Name, address | (b) Country of citizenship | (c) Ownership | | | | | |
|-----------------------------------|----------------------------|----------------------------|-------------|-------------------------------|----------------------|--------------------------------|--------------------------|
| | | Total Beneficial Ownership | % Ownership | Options Exercisable @12/31/14 | Warrants Exercisable | Total Shares Including Options | % Ownership with Options |
| Frank A. Brown, Jr. Rome, GA | USA | 47.3549 | 5.93% | - | 3.0000 | 50.3549 | 6.28% |
| M. Wayne Robinson Rome, GA | USA | 50.5778 | 6.33% | - | 4.0000 | 54.5778 | 6.80% |
| Joe W. Rogers, Jr. Atlanta, GA | USA | 68.0000 | 8.52% | | 9.6000 | 77.6000 | 9.60% |
| Martha B. Walstad Rome, GA | USA | 47.5426 | 5.95% | - | 4.2000 | 51.7426 | 6.45% |

Item 3 (2): Shareholders not listed in 3(1) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-2014

No Shareholders meeting this criteria

Greater Community Bancshares, Inc.
Annual Report of Bank Holding Companies - FRY-6
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Item 4: Insiders

| (1) Name & address | (2) Principal Occupation | (3) Title/Position with | | | (4) Percentage of Voting Shares In: | | | | | | | | | | |
|---|--|---------------------------|---|--|-------------------------------------|------------|---|--|------------|-----|-----|-----|-----|-----|-----|
| | | Bank Holding Co. | Subsidiaries | Other Businesses | Bank Holding Co. | | Other Business => 25% | | | | | | | | |
| | | | | | No. of Shs | % of Class | Co. Name | No of Shs | % of Class | | | | | | |
| Robert L. Berry Rome, GA, USA | Partner in law firm Brinson, Askew, Berry, Seigler, Richardson & Davis | Director | Director Greater Community Bank | N/A | 21.5000 | 2.68% | N/A | | | | | | | | |
| Paul B. Brock, Sr. Rome, GA, USA | | Director | Director Greater Community Bank | N/A | 27.6721 | 3.45% | N/A | | | | | | | | |
| Frank A. Brown, Jr. Rome, GA, USA | Account Executive - Insurance Agy Brown & Brown Insurance of Georgia, Inc. | Vice Chairman Director | Director Greater Community Bank | N/A | 50.3549 | 6.28% | N/A | | | | | | | | |
| Gene G. Davidson, M.D. Rome, GA, USA | Retired Physician | Director | Director Greater Community Bank | Director of IDK Technologies, Inc. | 38.5123 | 4.81% | N/A | | | | | | | | |
| Barry R. Henderson Rome, GA USA | President/CEO of Henderson & Sons Funeral Home | Director | Director Greater Community Bank | President/CEO of Rome Memorial Park, Inc. General Partner, Memorial Investors | 9.0212 | 1.13% | Henderson & Sons Funeral Home Memorial Investors, LP | 52% | 25% | | | | | | |
| Kenneth Wayne Jones, Jr., M.D. Rome, GA, USA | Physician with Redmond Regional Medical Center | Director | Director Greater Community Bank | Vice-President of Northwest Emergency Medical Associates | 35.8915 | 4.48% | Laurens County Farm Covenant Emergency Physicians Pinnacle Trucking, LLC Metro Georgia, LLC Bobcat of Oxford, LLC Bobcat of Atlanta, LLC | 50% | 50% | 33% | 33% | 30% | 25% | | |
| David J. Lance, Sr. Calhoun, GA USA | President/CEO Greater Community Bank | Pres/CEO Director | Pres/CEO Director Greater Community Bank | | 30.0000 | 3.71% | N/A | | | | | | | | |
| M. Wayne Robinson Rome, GA, USA | President M. Wayne Robinson Builder Developer, Inc. ("MWRBDI") | Director | Director Greater Community Bank | Partner, Robinson/Temple ("RT")(real estate partnership) Warehouse Group ("WG") (real estate partnership) Secretary, CRT Development (real estate) Partner, RT&T Enterprise (real estate) Member, Great Shakes, LLC Member, Calhoun Foods, LLC Member, Hiram Foods, LLC | 54.5778 | 6.80% | MWRBDI RT WG CRT Development RT&T Great Shakes Calhoun Foods Hiram Foods | partnership partnership partnership partnership partnership LLC LLC LLC | 100% | 50% | 25% | 25% | 50% | 50% | 33% |

Greater Community Bancshares, Inc.
Annual Report of Bank Holding Companies - FRY-6
as of December 31, 2014

Item 4: Insiders

| (1) Name & address | (2) Principal Occupation | (3) Title/Position with | | | (4) Percentage of Voting Shares In: | | | | |
|-------------------------------------|--|-------------------------|---------------------------------------|--|-------------------------------------|---------------|---|-----------|-------------------|
| | | | | | Bank Holding Co. | | Other Business => 25% | | |
| | | Bank Holding Co. | Subsidiaries | Other Businesses | No of Shs | % of Class | Co. Name | No of Shs | % of Class |
| William B. Temple Rome, GA USA | Real estate agent Toles, Temple & Wright, Inc. | Director | Director Greater Community Bank | N/A | 15.2461 | 1.91% | RT&T Enterprises RE partnership William B. Temple, Inc. | | 25% 100% |
| Martha B. Waldstad Rome, GA, USA | Personal investment managment | Director | Director Greater Community Bank | Partner, Lake Toccoa Development Co. ("LTDC") | 51.7426 | 6.45% | LTDC | 33.0 | 37% |
| Edwin C. Watters Rome, GA, USA | President, Watters & Associates Landscape, Inc. | Director | Director Greater Community Bank | Partner, Watters Development Corp Member, Watters Properties, LLC Member, Brook-Watters, LLC | 19.6185 | 2.45% | Watters Development Corp Watters Properties, LLC Brook-Watters, LLC | | 20% 20% 50% |
| | | | | Total Bank Holding Co. | <u>354.1370</u> | <u>44.15%</u> | | | |

Note: No director or officer has any ownership of either Greater Community Bank or Greater Rome Statutory Trust II