

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, Brian L. Smith

Name of the Holding Company Director and Official

Acting Chairman, 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

03/13/2015

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 108 6748
 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

Liberty Shares, Inc.

Legal Title of Holding Company

P.O. Box 1009

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

Hinesville GA 31310
 City State Zip Code

300 S. Main Street, Hinesville, GA 31313

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Tamra J. Schrader Vice President & Controller

Name Title

912-368-3332 1186

Area Code / Phone Number / Extension

912-369-9397

Area Code / FAX Number

tschrader@the-heritage-bank.com

E-mail Address

www.the-heritage-bank.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

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

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

City State Zip Code

Physical Location (if different from mailing address)

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City State Zip Code

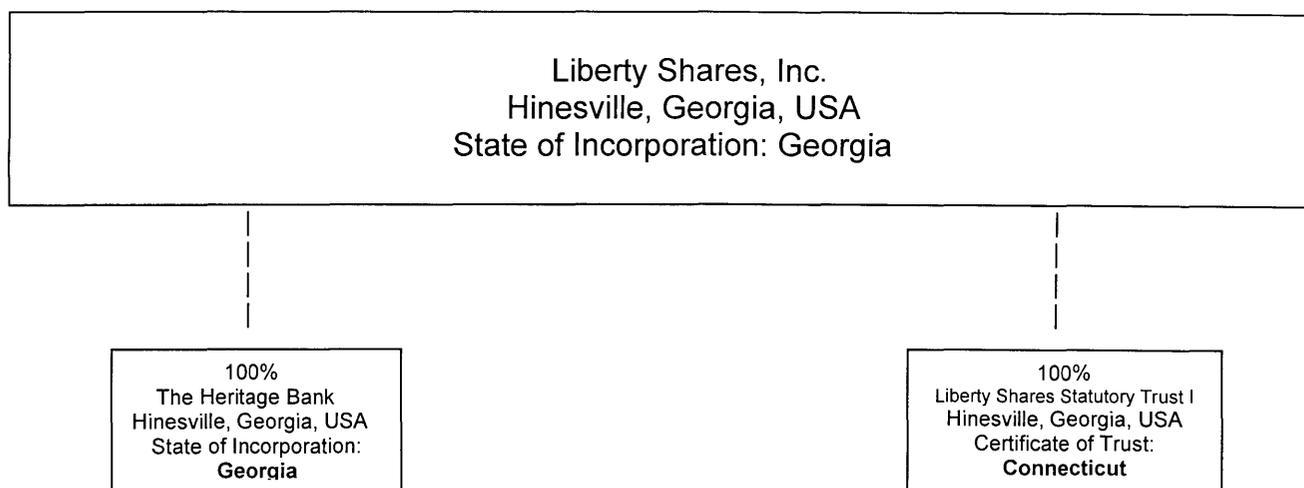
Physical Location (if different from mailing address)

Form FR Y-6

**Liberty Shares, Inc.
Hinesville, Georgia
Fiscal Year Ending December 31, 2014**

Report Item 1: The Bank Holding Company does prepare an annual report for its shareholders and is not registered with the Securities and Exchange Commission (SEC). Enclosed is a copy of the annual report.

Report Item 2a.: Organization Chart



The Hinesville Bank, located in Hinesville, Liberty County, Georgia, U. S. A., was established in 1911 and converted to a holding company subsidiary in 1984 by a one for one stock exchange; wholly owned subsidiary of Liberty Shares, Inc. Effective 2/21/97, the name of the bank changed from The Hinesville Bank to The Heritage Bank.

Liberty Shares Statutory Trust I – wholly owned subsidiary of Liberty Shares, Inc. was formed on January 20, 2006, for the purpose of raising capital to partly fund the acquisition of Peoples Banking Corporation. The Trust sold capital securities (Trust Preferred Securities) to qualified institutional buyers. The proceeds were invested in Junior Subordinated Debt Securities issued by the Company. The Debt Securities represent the sole assets of the Trust.

Report Item 2b.: Domestic Branch Listing

Submitted via email on February 19, 2015 to structure3@atl.frb.org. Hard copy also attached.

Results: A list of branches for your depository institution: HERITAGE BANK, THE (ID_RSSD: 507330).
 This depository institution is held by LIBERTY SHARES, INC. (1086748) of HINESVILLE, 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
OK		Full Service (Head Office)	507330	HERITAGE BANK, THE	300 SOUTH MAIN STREET	HINESVILLE	GA	31313	LIBERTY	UNITED STATES	155	0	HERITAGE BANK, THE	507330	
OK		Full Service	439	BLACKSHEAR BRANCH	228 MAIN STREET	BLACKSHEAR	GA	31516	PIERCE	UNITED STATES	10658	29	HERITAGE BANK, THE	507330	
OK		Full Service	3171451	BRUNSWICK MAIN BRANCH	103 SCRANTON CONNECTOR	BRUNSWICK	GA	31525	GLYNN	UNITED STATES	418445	33	HERITAGE BANK, THE	507330	
OK		Full Service	3539341	DARIEN BRANCH	1142 NORTH WAY	DARIEN	GA	31305	MCINTOSH	UNITED STATES	466030	28	HERITAGE BANK, THE	507330	
OK		Full Service	101831	FORT STEWART BRANCH	32 WURZBURG STREET	FORT STEWART	GA	31314	LIBERTY	UNITED STATES	181340	1	HERITAGE BANK, THE	507330	
OK		Full Service	2933081	SOUTHSIDE BRANCH OFFICE	751 W. OGLETHORPE HWY #862	HINESVILLE	GA	31313	LIBERTY	UNITED STATES	360087	15	HERITAGE BANK, THE	507330	
OK		Full Service	385033	HOMERVILLE BRANCH	56 EAST DAME AVENUE	HOMERVILLE	GA	31634	CLINCH	UNITED STATES	10459	31	HERITAGE BANK, THE	507330	
OK		Full Service	1859595	JESUP BRANCH	292 SOUTH MACON STREET	JESUP	GA	31545	WAYNE	UNITED STATES	191472	7	HERITAGE BANK, THE	507330	
OK		Full Service	711931	LUDOWICI BRANCH	60 WEST CYPRESS STREET	LUDOWICI	GA	31316	LONG	UNITED STATES	15755	9	HERITAGE BANK, THE	507330	
OK		Full Service	384531	MIDWAY BRANCH	248 BUTLER AVENUE	MIDWAY	GA	31320	LIBERTY	UNITED STATES	181341	2	HERITAGE BANK, THE	507330	
OK		Full Service	3917592	NAHUNTA BRANCH	113 EAST CLEVELAND STREET	NAHUNTA	GA	31553	BRANTLEY	UNITED STATES	362270	32	HERITAGE BANK, THE	507330	
OK		Full Service	3379211	PEMBROKE BRANCH	16 RAILROAD STREET EAST	PEMBROKE	GA	31321	BRYAN	UNITED STATES	444364	24	HERITAGE BANK, THE	507330	
OK		Full Service	2849735	EXCHANGE STREET BRANCH	53 EXCHANGE STREET	RICHMOND HILL	GA	31324	BRYAN	UNITED STATES	181348	12	HERITAGE BANK, THE	507330	
OK		Full Service	2839222	SAINT MARYS BRANCH	392 CHARLIE SMITH, SR. HIGHWAY	SAINT MARYS	GA	31558	CAMDEN	UNITED STATES	77679	16	HERITAGE BANK, THE	507330	
OK		Full Service	3342699	ABERCORN BRANCH OFFICE	14010 ABERCORN STREET	SAVANNAH	GA	31419	CHATHAM	UNITED STATES	439455	22	HERITAGE BANK, THE	507330	
OK		Full Service	3397288	BERWICK BRANCH	5720 OGEECHEE ROAD	SAVANNAH	GA	31405	CHATHAM	UNITED STATES	446297	26	HERITAGE BANK, THE	507330	
OK		Full Service	3008726	SAVANNAH 204 OFFICE	6000 OGEECHEE ROAD	SAVANNAH	GA	31419	CHATHAM	UNITED STATES	359704	14	HERITAGE BANK, THE	507330	
OK		Full Service	3816136	STEPHENSON AVE BRANCH	620 STEPHENSON AVE	SAVANNAH	GA	31405	CHATHAM	UNITED STATES	494462	35	HERITAGE BANK, THE	507330	
OK		Full Service	3439692	DOWNTOWN STATESBORO OFFICE	506 FAIR ROAD	STATESBORO	GA	30458	BULLOCH	UNITED STATES	452547	27	HERITAGE BANK, THE	507330	
OK		Full Service	1880348	WAYCROSS BRANCH	810 PLANT AVE	WAYCROSS	GA	31501	WARE	UNITED STATES	270440	30	HERITAGE BANK, THE	507330	
OK		Full Service	3405848	WAYCROSS WALMART OFFICE	2425 MEMORIAL DRIVE	WAYCROSS	GA	31503	WARE	UNITED STATES	445461	25	HERITAGE BANK, THE	507330	

**Form FR Y-6
December 31, 2014**

Report Item 3: Securities holders

(1)(a) (1)(b) (1)(c)

Current Shareholders with ownership, control or holdings of 5% of more with power to vote as of 12/31/14.

(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number & Percentage of Each Class of Voting Securities
Frances R. Roberson Hinesville, GA	USA	210,880 – 5.866% (1) Common Stock
Floyd Stock Holdings LP Hinesville, GA	USA	508,466 – 14.143% (2) Common Stock

(1) This amount consists of 210,780 (5.863%) shares owned of record by Mrs. Roberson as to which she has sole voting and investment powers and 100 (0.003%) shares owned by Mrs. Roberson's son as to which she disclaims beneficial ownership.

(2) This amount consists of the following:

219,130 (6.094%) shares owned of record by Floyd Stock Holdings, LP *
29,303 (0.815%) shares owned of record by James M. Floyd, Jr.

(AS TO WHICH MR. FLOYD HAS SOLE VOTING AND INVESTMENT POWERS)

6,350 (0.177%) shares owned of record by Mr. Floyd's mother (Carolyn M. Floyd)
900 (0.025%) shares owned of record by Mr. Floyd's mother (Carolyn M. Floyd TOD Meghann L. Floyd)
900 (0.025%) shares owned of record by Mr. Floyd's mother (Carolyn M. Floyd TOD Roscoe L. Floyd)
900 (0.025%) shares owned of record by Mr. Floyd's mother (Carolyn M. Floyd TOD Evanne L. Floyd)
900 (0.025%) shares owned of record by Mr. Floyd's mother (Carolyn M. Floyd TOD Nichole Boyer Davis)
900 (0.025%) shares owned of record by Mr. Floyd's mother (Carolyn M. Floyd TOD Nicholas C. Boyer)
29,490 (0.820%) shares owned of record by Carolyn M Floyd Trustee of James M Floyd (Sr) Irrevocable Trust 1993
4,250 (0.118%) shares owned of record by Carolyn M Floyd Trustee of James M Floyd (Sr) Testamentary Family Trust
37,267 (1.037%) shares owned of record by Mr. Floyd's wife (Alicia L. Floyd)
3,850 (0.107%) shares owned of record by Mr. Floyd's daughter (Meghann T. Floyd)
3,662 (0.102%) shares owned of record by Mr. Floyd's son (Roscoe L. Floyd)
3,962 (0.110%) shares owned of record by Mr. Floyd's daughter (Evanne L. Floyd)
28,640 (0.797%) shares owned of record by Mr. Floyd's sister (Karen F. Boyer)
5,137 (0.143%) shares owned of record by Mr. Floyd's brother-in-law (Clayton D. Boyer)
1,800 (0.050%) shares owned of record by Mr. Floyd's niece & Carolyn Floyd's granddaughter (Nichole Boyer Davis)
1,945 (0.054%) shares owned of record by Mr. Floyd's nephew & Carolyn Floyd's grandson (Nicholas Boyer)
155 (0.004%) shares owned of record by Mr. Floyd's grandniece & Karen Boyer's granddaughter (Savannah N. Davis)
35 (0.001%) shares owned of record by Mr. Floyd's grandniece & Karen Boyer's granddaughter (Aleah Davis)
20 (0.001%) shares owned of record by Mr. Floyd's grandnephew & Karen Boyer's grandson (William Lee Davis, Jr.)
100 (0.003%) shares owned of record by Mr. Floyd's sister-in-law (Marcia Latham Austero)
55 (0.002%) shares owned of record by Mr. Floyd's niece (Lillian M. Austero)
55 (0.002%) shares owned of record by Mr. Floyd's nephew (Benjamin Austero)
55 (0.002%) shares owned of record by Mr. Floyd's nephew (Jesse Austero)
55 (0.002%) shares owned of record by Mr. Floyd's nephew (Reece Latham)
83,500 (2.377%) shares owned of record by Mr. Floyd's uncle & Carolyn Floyd's brother-in-law (Carroll W. Floyd)
11,100 (0.309%) shares owned of record by Mr. Floyd's aunt & Carolyn Floyd's sister-in-law (Billie G. Floyd)
17,050 (0.474%) shares owned of record by Mr. Floyd's uncle & Carolyn Floyd's brother (O. C. Martin, III)
17,000 (0.473%) shares owned of record by Mr. Floyd's aunt & Carolyn Floyd's sister-in-law (Janet P. Martin)

(AS TO WHICH HE DISCLAIMS BENEFICIAL OWNERSHIP)

*Floyd Stock Holdings, LP is owned by Carolyn M. Floyd, James M. Floyd, Jr., Karen Floyd Boyer, Floyd Holdings LLC, James M. Floyd Irrevocable Trust 1993, and James M Floyd Testamentary Family Trust.

Form FR Y-6
December 31, 2014

Report Item 3: Securities holders (Continued)

(2)(a) (2)(b) (2)(c)

Shareholders 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 12-31-14.

(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number & Percentage of Each Class of Voting Securities
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None

Form FR Y-6
December 31, 2014

Report Item 4: Insiders (Page 1)

(1)(2)(3)(a)(b)(c) and (4)(a)(b)(c)

(1) Name & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b)(1) Title & Position with Subsidiary (Heritage Bank)	(3)(b)(2) Title & Position with Subsidiary	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) List of other Companies if 25% or more of voting securities are held
James M. Floyd, Jr. Hinesville, GA, USA	Retired	Director			PRES-Medway Group, Inc. PART-Floyd Holdings, LLC PART-Floyd Real Estate Holdings, LP PART-JMF Holdings, LP MEM-Gravel Hill Farms LLC MANG MEM-KEFLO Properties LLC PART-Floyd Stockholdings, LP PRES-Iced Down, LLC	14.143% (A)	N/A	Medway Group, Inc. (100%) Floyd Holdings, LLC (33%) Floyd R. E. Holdings, LP (49.5%) JMF Holdings, LP (45%) Gravel Hill Farms LLC (50%) KEFLO Properties LLC (50%) Floyd Stock Holdings, LP (6.9%) Iced Down, LLC (100%)
T. Glenn Fox, Jr. Richmond Hill, GA, USA	Pharmacist	Director	None	None	MANG/OWN-Coastal Discount Pharmacy	0.451% (B)	N/A	Coastal Discount Pharmacy (50%)
H. Scott Kroell, Jr. Midway, GA, USA	CEO of Hospital	Director	Director	None	None	0.419% (C)	N/A	None
Barbara S. Smith Riceboro, GA, USA	Retired	Director	Director	None	None	0.314% (D)	N/A	None
Brian L. Smith Townsend, GA, USA	N/A	Director Acting Chairman	Director President & CEO	None	None	1.112% (E) 1.274% (Stock Options)	N/A	None
Marian E. Smith Savannah, GA, USA	Commercial RE Broker	Director	None	None	PRES-Strategic Commercial RE SEC-Strategic Financial Group	4.868% (F)	N/A	Strategic Commercial RE (100%) Strategic Financial Group (49%)

Form FR Y-6
December 31, 2014

Report Item 4: Insiders (Page 2)

(1)(2)(3)(a)(b)(c) and (4)(a)(b)(c)

(1) Name & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b)(1) Title & Position with Subsidiary (Heritage Bank)	(3)(b)(2) Title & Position with Subsidiary	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) List of other Companies if 25% or more of voting securities are held
Jeffery L. Arnold Hinesville, GA USA	Attorney Arnold, Stafford & Randolph	Director	Director	None	PRES- Jeffery L. Arnold PC	1.613% (G)	N/A	Jeffery L. Arnold PC (100%)
Melissa A. Deal Ludowici, GA, USA	N/A	Chief Operating Officer	Chief Operating Officer	None	None	0.064% (H) 0.138% (Stock Options)	N/A	None
Philip F. Resch Pooler, GA, USA	N/A	Chief Financial Officer	Chief Financial Officer	None	None	None	N/A	None
Stephen L. Parker Jesup, GA, USA	N/A	Chief Credit Officer	Chief Credit Officer	None	None	0.047% (I) 0.211 (Stock Options)	N/A	None

Form FR Y-6
December 31, 2014

Report Item 4: Insiders (Page 3)

(1)(2)(3)(a)(b)(c) and (4)(a)(b)(c)

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Form FR Y-6
December 31, 2014

Report Item 4: Insiders (Page 4)

(1)(2)(3)(a)(b)(c) and (4)(a)(b)(c)

- (B) This amount consists of 16,000 (0.445%) shares owned of record by Mr. Fox as to which he has sole voting and investment powers, 200 (0.006%) shares owned of record by their children as to which he disclaims beneficial ownership.
- (C) This amount consists of 5,050 (0.140%) shares owned of record by Mr. Kroell, 7,322 (0.204%) shares owned of record by IRA FBO H. Scott Kroell, Jr., Private Trust Co. as Custodian, as to which he has sole voting and investment powers, and 2,600 (0.072%) shares owned of record by Pershing LLC Custodian FBO Diane E. Kroell IRA (Mr. Kroell's spouse) and 100 (0.003%) shares owned of record by their daughter as to which he disclaims beneficial ownership.
- (D) This amount consists of 3,510 (0.097%) shares owned of record by Mrs. Smith as to which she has sole voting and investment powers and 7,790 (0.217%) shares owned jointly by Mrs. Smith and her spouse as to which they share voting and investment powers.
- (E) This amount consists of 27,000 (0.751%) shares owned of record by Mr. Smith as to which he has sole voting and investment powers, 3,595 (0.100%) shares owned of record by Mr. Smith's spouse and 9,400 (0.261%) shares owned of record by their children as to which he disclaims beneficial ownership. Stock options – 45,802 shares (1.274%).
- (F) This amount consists of 175,000 (4.868%) shares owned of record by the Estate of Wallace F. Martin, Jr., Ms. Smith's grandfather as to which she disclaims beneficial ownership.
- (G) This amount consists of 58,000 (1.613%) shares owned of record by Mr. Arnold as to which he has sole voting and investment powers.
- (H) This amount consists of 600 (0.017%) shares owned of record by Mrs. Deal as to which she has sole voting and investment powers and 1,700 (0.047%) shares owned jointly by Mrs. Deal and her spouse as to which they share voting and investment powers. Stock options – 4,964 shares (0.138%)
- (I) This amount consists of 1,685 (0.047%) shares owned of record by Mr. Parker as to which he has sole voting and investment powers and Stock options – 7,580 shares (0.211%)