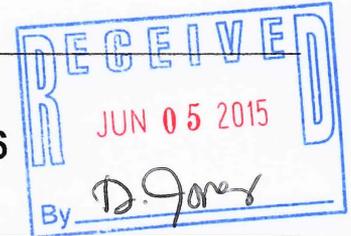


Board of Governors of the Federal Reserve System



**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, Charles S. Bowles, Jr.

Name of the Holding Company Director and Official

President/ Chief Executive Officer

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

03/24/2015

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 1082601

C.I. \_\_\_\_\_

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2014

Month / Day / Year

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address

Port City Holding Company, Inc.

Legal Title of Holding Company

Post Office Box 1070

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

Bainbridge GA 39819-1070

City State Zip Code

400 West Shotwell Street

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Chris New SVP

Name Title

229-248-3644

Area Code / Phone Number / Extension

Area Code / FAX Number

cnew@firstportcity.com

E-mail Address

firstportcity.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

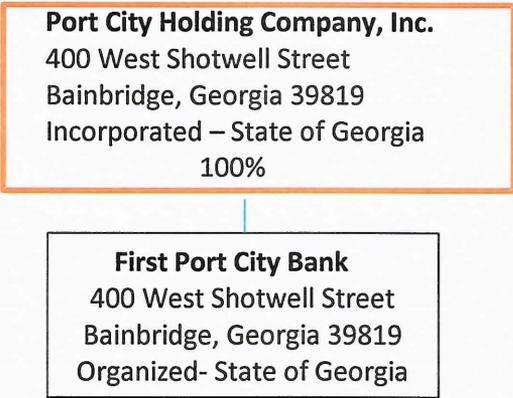
Form FR Y-6

Port City Holding Company, Inc.  
 400 West Shotwell Street  
 Bainbridge, Georgia 39819  
 Fiscal Year ending December 31, 2014

Report Item

1) The bank holding company prepares an annual report for its stockholders. Two copies will be submitted when final versions are received.

2a) Organizational chart



2b) No changes

3) 1a,b-Securities Holders

1c

<u>Name, City, State &amp; Country</u>	<u>Number and percentage of shares</u>
Jerry D. Sharber	11,598 shares (6.18%) common stock
James E. Sharber, Jr. ( )	5,923 shares (3.15%) common stock
Sandra Lynn Sharber ( )	5,194 shares (2.775) common stock
Lisa Ann Sharber ( )	5,190 shares (2.76%) common stock
Tabitha Gail Sharber ( )	<u>8 shares (0%) common stock</u>
Bainbridge, Georgia USA	27,913 shares (14.86%)
Alec Loyd Poitevint II	10,078 shares (5.37%) common stock
Joyce Lynn Poitevint ( )	3,317 shares (1.77) common stock
Doreen Stiles Poitevint ( )	1,410 shares (.75%) common stock
Lynn Poitevint Lee	<u>1,022 shares (.54%) common stock</u>
Bainbridge, Georgia, USA	15,827 shares (8.42) common stock
Charles R. Rozier	8,002 shares (4.26%) common stock
Georgia-Florida Investments, Ltd	5,168 shares (2.75%) common stock
Pewsum Investments, LTD	<u>1,405 share (.75%) common stock</u>
Bainbridge, Georgia USA	14,575 shares (7.76%) common stock
Jack H. Leverett	3,704 shares (1.97%) common stock
Joyce M. Leverett	7,789 shares (4.15%) common stock
Janet Atkinson ( )	477 shares (.25%) common stock
Jack H. Leverett, Jr,	<u>193 shares (.1%) common stock</u>
Bainbridge, Georgia USA	12,163 shares (6.48%) common stock

2-None

**Results:** A list of branches for your holding company: PORT CITY HOLDING COMPANY, INC. (1082601) of BAINBRIDGE, 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**

**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)	262237	FIRST PORT CITY BANK	400 WEST SHOTWELL STREET	BAINBRIDGE	GA	39819	DECATUR	UNITED STATES	15088	0	FIRST PORT CITY BANK	262237	
OK		Full Service	3386200	SOUTHSIDE BRANCH	1410 TALLAHASSEE HIGHWAY	BAINBRIDGE	GA	39819	DECATUR	UNITED STATES	445003	2	FIRST PORT CITY BANK	262237	

**Report Item 4**

<u>1) NAME, CITY, STATE COUNTRY</u>	<u>2) PRINCIPAL OCCUPATION</u>	<u>3a) BHC TITLE</u>	<u>3b) BANK TITLE</u>	<u>4a) % BHC STOCK *</u>	<u>4b)</u>	<u>3c), 4c) OTHER COMPANY AFFILIATION</u>
					<u>% BANK STOCK</u>	
Major H. Brannen Bainbridge, GA., USA	Investment Advisor	Chairman	N/A	0.09	0	Warren & Brannen (50%) VP
Ted Martin Bainbridge, GA., USA	Retired	Vice Chairman	N/A	0.83	0	None
Charles S. Bowles, Jr. Bainbridge, GA., USA	N/A	President/ CEO Director	President/ CEO	0.31	0	Charter Management Group, LLC (50%) Member Bainbridge Charter Management, Inc. (50%) Sec/Treas. CDL, LLC (100%) Managing Member
Bill Burke Bainbridge, GA., USA	CPA	Director	N/A	0.05	0	Burke, Worsham & Harrell, LLC 28% Burke, Burke & Co. PC (40% Pres.) Betty Johnson 2005 Trust (100%) Trustee Todd Johnson Trust (100%) Trustee Rebecca Di Stefano Ins. Trust (100%) Trustee
Marvalynn W. Carroll Bainbridge, GA., USA	N/A	Director	SVP/COO	0.09	0	None
Perry L. Clements Bainbridge, GA., USA	Business Owner	Director	N/A	0.19	0	Land Management Servicing LLC -(50%) Owner Invasive Plant Solutions LLC ((100%) Owner
B. Thomas Conger Bainbridge, GA., USA	Attorney	Director	N/A	1	0	Old School Enterprises LLC, (100%) Member North Campus Enterprises LLC (100%) Conger Family Trust (100%) Trustee & Beneficiary
Tommy Dollar Bainbridge, GA., USA	Farming	Director	N/A	0.22	0	Dollar Farm Products (100%) President Dollar Family Farm (25%) Mosquito Creek, LLC T&T Farms (50%) Partner
Henry Metcalf Bainbridge, GA., USA	Retired	Director	N/A	1.99	0	The Ausmac Group, LLC
Matt Palmer Bainbridge, GA., USA	Insurance Advisor	Director	N/A	1.08	0	The Palmer Agency, Inc. (100%) President
Bill Reynolds Bainbridge, GA., USA	Insurance Advisor	Director	N/A	1.44	0	Reynolds Jeffords Agency LLC (100%) Owner Vada Place LLC Member 50%
Jerry Sharber Bainbridge, GA., USA	Retired	Director	N/A	14.86	0	Jerry D. & J.E. Sharber, Partnership (50%) Partner
Don Whaley Bainbridge, GA., USA	Business Owner	Director	N/A	0.06	0	Health Products (100%) CEO

\* Includes family and exercisable options as of 12/31/2014