

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, Lloyd Scott Ewing

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

03/30/2016

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, 2015

Month / Day / Year

N/A

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 Georgia  39818-1070  
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 Senior Vice President

Name Title

229-248-3644

Area Code / Phone Number / Extension

N/A

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."

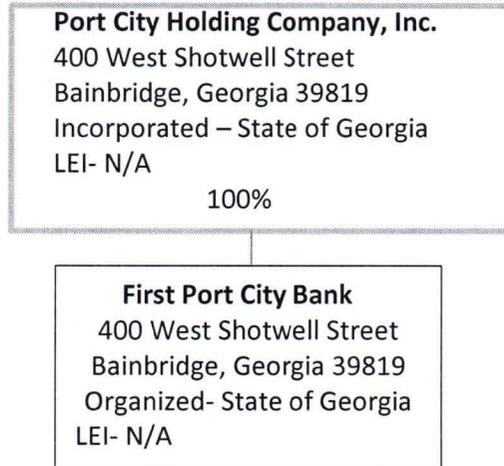
No

**Port City Holding Company, Inc.**  
**400 West Shotwell Street**  
**Bainbridge, Georgia 39819**  
**Fiscal Year ending December 31, 2015**

**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



**REVISED**  
 5/10/16

2b) No changes

3) 1a,b-Securities Holders

**Name, City, State & Country**

Jerry D. Sharber Bainbridge, GA USA  
 James E. Sharber, Jr. (brother) Bainbridge, GA USA  
 Sandra Lynn Sharber (sister) Bainbridge, GA USA  
 Lisa Ann Sharber (sister) Bainbridge, GA USA  
 Tabitha Gail Sharber (sister-in-law) Bainbridge, GA USA  
 All are American Citizens

Alec Loyd Poitevint II Bainbridge, GA USA  
 Joyce Lynn Poitevint (mother) Bainbridge, GA USA  
 Doreen Stiles Poitevint (wife) Bainbridge, GA USA  
 Lynn Poitevint Lee (sister) Tifton, GA USA  
 All are American Citizens

Charles R. Rozier Bainbridge, GA USA  
 Georgia-Florida Investments, Ltd Bainbridge, GA USA  
 Pewsum Investments, LTD Bainbridge, GA USA  
 All are American Citizens

Jack H. Leverett Bainbridge, GA USA  
 Joyce M. Leverett (wife) Bainbridge, GA USA  
 Janet Atkinson (daughter) Bainbridge, GA USA  
 Jack H. Leverett, Jr, (son) Bainbridge, GA USA  
 Abbie R.Leverett (Granddaughter) Bainbridge, GA USA  
 Jackson H. Leverett (Grandson) Bainbridge, GA USA  
 Henry T. Leverett )Grandson) Bainbridge, GA USA  
 All are American Citizens

**1c**

**Number and percentage of shares**

11,686 shares (6.25%) common stock  
 5,923 shares (3.17%) common stock  
 5,194 shares (2.78%) common stock  
 5,190 shares (2.78%) common stock  
16 shares (.01%) common stock  
 28,009 shares (14.99%)

10,078 shares (5.39%) common stock  
 3,317 shares (1.77) common stock  
 1,410 shares (.75%) common stock  
1,022 shares (.55%) common stock  
 15,827 shares (8.47%) common stock

8,002 shares (4.28%) common stock  
 168 shares (2.77%) common stock  
1,405 share (.75%) common stock  
 14,575 shares (7.80%) common stock

3,704 shares (1.98%) common stock  
 7,789 shares (4.17%) common stock  
 477 shares (.26%) common stock  
 193 shares (.1%) common stock  
 186 shares (.1%) common stock  
 185 shares (.1%) common stock  
185 Shares (.1%) common stock  
 12,719 shares (6.81%) 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 12/31/2015. Data reflects information that was received and processed through 01/07/2016.

**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) | 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               |          |
| OK          | 11/02/2015     | Loan Production Office     |                 | Seminole Community Credit | 1410 TALLAHASSEE HIGHWAY | Donalsonville | GA    | 39845    | Seminole | UNITED STATES |              | 3              | FIRST PORT CITY BANK | 262237               |          |

*cm*

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) % BANK STOCK</u> | <u>3c), 4c) OTHER COMPANY AFFILIATION</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.<br>Bainbridge, GA., USA | N/A                            | President/ CEO<br>Director | President/<br>CEO     | 0.90                     | 0                       | Charter Management Group, LLC (50%) Member<br>Bainbridge Charter Management, Inc. (50%) Sec/Treas.<br>CDL, LLC (100%) Managing Member  |
| Bill Burke<br>Bainbridge, GA., USA             | CPA                            | Director                   | N/A                   | 0.05                     | 0                       | Burke, Worsham & Harrell, LLC 28%<br>Burke, Burke & Co. PC (40% Pres.)<br>Betty Johnson 2005 Trust (100%) Trustee<br>Todd Johnson Trust (100%) Trustee<br>Rebecca Di Stefano Ins. Trust (100%) Trustee |
| Marvalynn W. Carroll Bainbridge, GA., USA      | N/A                            | Director                   | SVP/COO               | 0.22                     | 0                       | None   |
| Perry L. Clements Bainbridge, GA., USA         | Business Owner                 | Director                   | N/A                   | 0.19                     | 0                       | Land Management Servicing LLC -(50%) Owner<br>Invasive Plant Solutions LLC ((100%) Owner   |
| B. Thomas Conger<br>Bainbridge, GA., USA       | Attorney                       | Director                   | N/A                   | 1.00                     | 0                       | Old School Enterprises LLC, (100%) Member<br>North Campus Enterprises LLC (100%)<br>Conger Family Trust (100%) Trustee & Beneficiary   |
| Tommy Dollar<br>Bainbridge, GA., USA           | Farming                        | Director                   | N/A                   | 0.22                     | 0                       | Dollar Farm Products (100%) President<br>Dollar Family Farm (25%)<br>Mosquito Creek, LLC T&T Farms (50%) Partner   |
| Henry Metcalf Bainbridge, GA., USA             | Retired                        | Director                   | N/A                   | 2.00                     | 0                       | The Ausmac Group, LLC  |
| Matt Palmer Bainbridge, GA., USA               | Insurance Advisor              | Director                   | N/A                   | 2.82                     | 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<br>Vada Place LLC Member 50%   |
| Jerry Sharber Bainbridge, GA., USA             | Retired                        | Director                   | N/A                   | 15.57                    | 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 12/31/2015