

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

I, J. PRESTON CONNER

Name of the Holding Company Director and Official

DIRECTOR AND PRESIDENT

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.

J. Preston Conner
Signature of Holding Company Director and Official

2/26/15
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 1141810
C.I. _____

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

Reporter's Name, Street, and Mailing Address

SARDIS BANKSHARES, INC.

Legal Title of Holding Company

P.O. BOX 100

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

SARDIS GA 30456

City State Zip Code

CHARLES PERRY BOULEVARD, SARDIS, GA

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

J. PRESTON CONNER PRESIDENT

Name Title

706-437-9977

Area Code / Phone Number / Extension

706-554-2350

Area Code / FAX Number

pconner@burke.net

E-mail Address

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

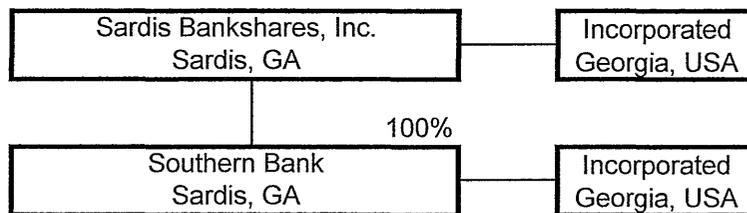
FORM FRY-6
SARDIS BANKSHARES, INC.
SARDIS, GA
FISCAL YEAR ENDING DECEMBER 31, 2013

Report item:

The Bank Holding Company does not prepare an annual report for its securities holders. Two copies of the annual audit report are attached in lieu of an annual report.

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2 a Organizational Chart



2 b Domestic Branch Listing

Southern Bank:

Branch name:	Street Address	City	State	Zip	Service Type
Main office	731 Charles Perry Avenue	Sardis	GA	30456	Full
Rowland House, Liberty Street Office	Rowland House 855 Liberty Street	Waynesboro	GA	30830	Full
East 6th Street	229 East 6th Street	Waynesboro	GA	30830	Limited
Hephzibah	2455 Hwy 88	Hephzibah	GA	30815	Full
Gibson	21 College Street	Gibson	GA	30810	Full

3 Securities holders:

4 Insiders

See attached schedule

FORM FRY-6
SARDIS BANKSHARES, INC.
December 31, 2014

Report Item 3: Shareholders

(1)(a) (1)(b) (1)(c) (2)(a) (2) (c)

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

(1)(a) Name & Address (City, State, County)	(1)(b) Country of Citizenship or Incorporation	(1) (c) Number and percentage of Each Class of Voting Securities
J. PRESTON CONNER SARDIS, GA 30456 (USA)	USA	4,004 - 15.00% COMMON STOCK
JOE T. CONNER, JR. ST. AUGUSTINE, FL 32085 (USA)	USA	6,353 - 24.00% COMMON STOCK
ROSE WARREN THOMASTON, GA 30288 (USA)	USA	3,733 - 14.00% COMMON STOCK
ANN CLINE SARDIS, GA 30456 (USA)	USA	2,620 - 10.10% COMMON STOCK
SANDRA C. LONG SARDIS, GA 30456 (USA)	USA	5,320 - 20.46% COMMON STOCK

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

NONE

FORM FRY-6
SARDIS BANKSHARES, INC.
December 31, 2014

Report Item 4: Directors and Officers
(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) Title & Position with Subsidiaries (include names of subsidiaries)	(3) (c) Title & Position with Other Businesses (Include names of other businesses)	(4) (a) Percentage of Voting Shares in Bank Holding Company	(4) (b) Percentage of Voting Shares in Subsidiaries (Include names of subsidiaries)	(4) (c) List Names of other companies (Includes partnerships) if 25% or more of voting securities are held (List Names of Companies and Percentage of Voting Securities Held)
J. Preston Conner Sardis, GA 30456 (USA) Citizen of USA	Bank Officer	Director, CEO and President	Director, CEO (Southern Bank)	N/A	15.00%	N/A	N/A
Ralph E. Dickey Waynesboro, GA 30830 (USA) Citizen of USA	Bank Officer	Director and Executive Vice President	Director, President (Southern Bank)	N/A	0.23%	N/A	N/A
Joe T. Conner, Jr. S t. Augustine, FL 32085 (USA) Citizen of USA	Sales	N/A	N/A	President, CEO (Khem-Tech, Inc.)	24.00%	N/A	Khem-Tech, Inc. 100%
Rose Warren Thomaston, GA 30266 (USA) Citizen of USA	Retired	N/A	N/A	N/A	14.00%	N/A	N/A
Sandra C. Long Sardis, GA 30456 (USA) Citizen of USA	Homemaker	Director	Director (Southern Bank)	N/A	20.46%	N/A	N/A
Ann Cline Sardis, GA 30456 (USA) Citizen of USA	Retired	N/A	N/A	N/A	10.10%	N/A	N/A
Lamar Murray Waynesboro, GA 30830 (USA) Citizen of USA	Physician	Director	Director (Southern Bank)	N/A	0.15%	N/A	N/A
George L. Deloach Hephzibah, GA 30815 (USA) Citizen of USA	Businessman Funeral home	Director	Director (Southern Bank)	N/A	N/A	N/A	N/A
Wayne Dixon Waynesboro, GA 30830 (USA) Citizen of USA	Businessman Pastor	Director	Director (Southern Bank)	N/A	0.58%	N/A	N/A