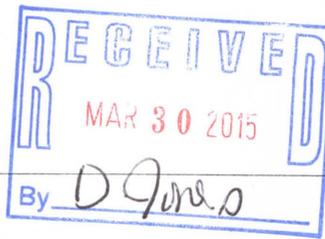


Board of Governors of the Federal Reserve System



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):
12/31/2014

Month / Day / Year

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

I, **Tony E. Collins**

Reporter's Name, Street, and Mailing Address

Name of the Holding Company Director and Official

SBT Bancorp Inc.

President & CEO

Legal Title of Holding Company

Title of the Holding Company Director and Official

111 Southern Bank Dr./P.O. Box 2080

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.

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

Clarkesville, GA 30523

City

State

Zip Code

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.

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Deanna Mote

CFO

Name

Title

706-754-0001, x1112

Area Code / Phone Number / Extension

706-754-0036

Area Code / FAX Number

dmote@sbandt.com

E-mail Address

www.sbandt.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 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 **3358275**
C.I. _____

Form FR Y-6

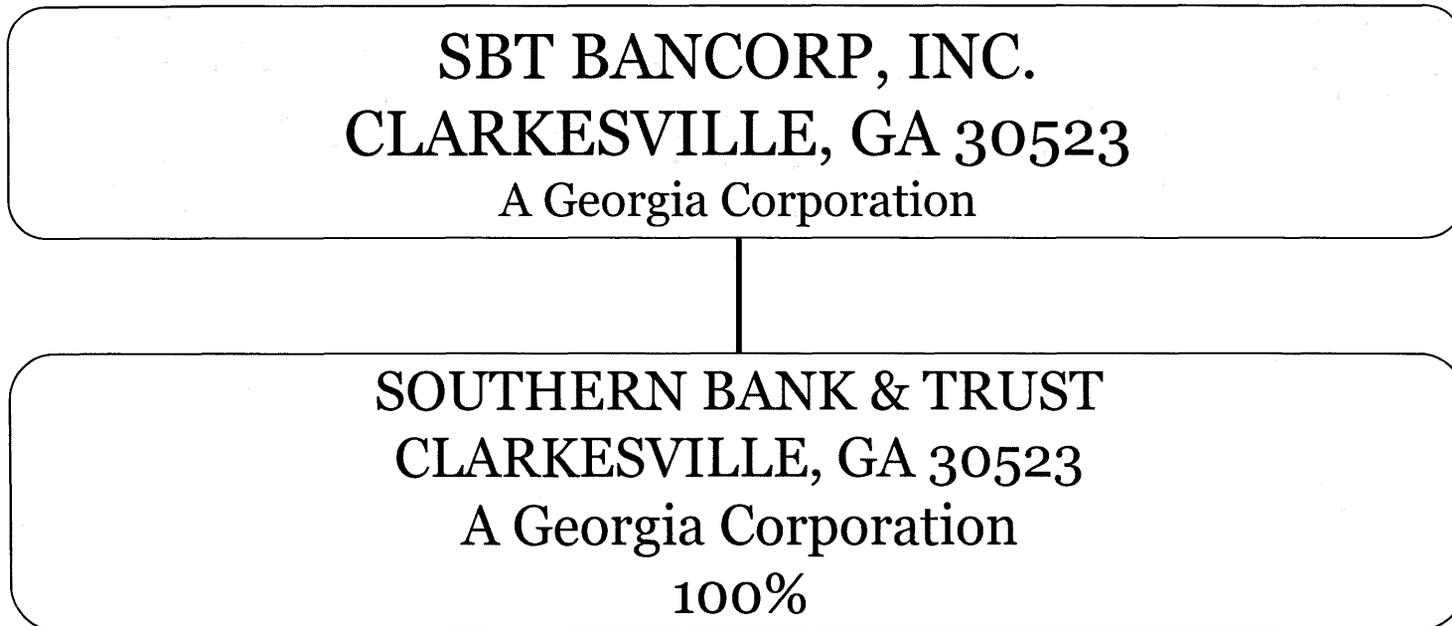
SBT Bancorp, Inc.

December 31, 2014

Report Item:

1. The bank holding company does not prepare an annual report for its shareholders; however, two copies of the companies audited financial statements are enclosed.

2.a. Organizational Chart



Results: A list of branches for your depository institution: SOUTHERN BANK & TRUST (ID_RSSD: 3353266).
 This depository institution is held by **SBT BANCORP, INC. (3353275) of CLARKESVILLE, GA.**
 The data are as of 12/31/2014. Data reflects information that was received and processed through .

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*
OK		Full Service (Head Office)	3353266	SOUTHERN BANK & TRUST	111 SOUTHERN BANK DR	CLARKESVILLE	GA	30523	HABERSHAM	UNITED STATES	440470	0	SOUTHERN BANK & TRUST	3353266

**Form FR Y-6
SBT Bancorp, Inc**

Fiscal Year Ending December 31, 2014

Report item 3: Shareholders

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

Current Shareholder with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2014			Share holders not listed in 3(1) through 3(1)(c) that had ownership, control or holding of 5% or more with power to vote during the fiscal year ending 12-31-2014		
(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Kenneth Coggins Thomaston, GA, USA	USA	35,184-2.93% Common Stock 29,204-2.37% Warrants on Common Stock	None		
J. Terry Greene Clarkesville, GA, USA	USA	16,000-1.33% Common Stock (1) 45,000-3.61% Warrants on Common Stock			
Sidney L. Roland Clarkesville, GA, USA	USA	30,000-2.50% Common Stock 20,000-1.64% Stock Options on Common Stock 30,000-2.43% Warrants on Common Stock			
James C. Weidner Clarkesville, GA, USA	USA	54,111-4.51% Common Stock 50,000-4.00% Warrants on Common Stock			
Gem Industries, Inc. Yonkers, NY, USA	USA	171,735-14.3% Common Stock			

1. Includes 1,000 shares of common stock owned by Titleist Investment Co. of which Dr. Greene has the voting rights.

Form FR Y-6
SBT Bancorp, Inc
Fiscal Year Ending December 31, 2014

Report Item 4: Insiders

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

(1) Names & 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 and 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 share 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 are held)
Kenneth Coggins Thomaston, GA USA	Funeral Director	Director	Director Southern Bank & Trust	President/CEO Funeral Home & Crystal Hill Cemetery	2.93%	N/A	Coggins Funeral Home Crystal Hill Cemetery (100%)
J. Terry Greene Clarkesville, GA USA	Physician Internal Medicine	Director/Chairman	Director/Chairman Southern Bank & Trust	President Habersham Primary Care	1.33%	N/A	Family Practice of Habersham (50%) Titliest Investment Co, Inc (50%) Greene Timberland, Inc (100%)
Michael B. Hill Clarkesville, GA USA	Retail Auto Parts	Director	Director Southern Bank & Trust	President Clarkesville Auto Parts	2.70%	N/A	Clarkesville Auto Parts, Inc (100%)
Michael E. Mixon Clarkesville, GA USA	Certified Public Accountant	Director Treasurer	Director Southern Bank & Trust	Owner: Michael E. Mixon Accounting Firm Member/Manager: North East Ga Exchange	0.17%	N/A	Michael Mixon CPA, PC (100%) Washington Street Centre (25%) North East Ga Exchange (100%)
Charles M. Holland Vidalia, GA	Entrepreneur	Director	Director: Southern Bank & Trust	Owner/CEO: Holland Investments LLC Partner: George P. Burdell Associates LLC	0.42%	N/A	Holland Investments LLC (100%) George P. Burdell Associates LLC (33.3%)

Form FR Y-6
SBT Bancorp, Inc
Fiscal Year Ending December 31, 2014

Report Item 4: Insiders

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

(1) Names & 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 and 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 share 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 are securities held)
Tony E. Collins Blairsville, GA USA	N/A	Director President & CEO	Director President & CEO	N/A	0.00%	N/A	N/A
James C. Weidner Clarkesville, GA USA	Attorney	Director Secretary	Director/Secretary Southern Bank & Trust	Sr. Partner Oliver & Weidner Attorney at Law	4.51%	N/A	Oliver & Weidner, LLC (100%) SWW Properties, Inc (100%) Meadow View Properties Inc. (50%) Washington Street Centre (50%)
Ernest H. Woods Clarkesville, GA USA	Attorney	Director	Director Southern Bank& Trust	Managing Member of Ernest H. Woods, III, LLC	2.25%	N/A	Ernest H. Woods, III, LLC (100%)
Deanna A. Mote Clarkesville, GA USA	N/A	CFO	CFO Southern Bank& Trust	N/A	0.04%	N/A	N/A
Gem Industries, Inc. Yonkers, NY USA	Manufacturing: Fabricated Metal Products	N/A	N/A	Holding Company Gem Southeast, Inc. Toccoa, GA, USA	14.30%	100%	N/A
Total:					28.61%		