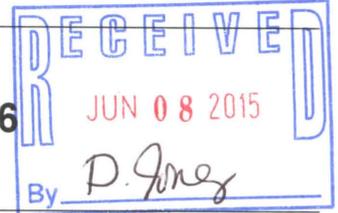


Board of Governors of the Federal Reserve System



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, Jim. L. Gillis, III

Name of the Holding Company Director and Official

Director/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.

Jim L. Gillis III
Signature of Holding Company Director and Official

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 1250736
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

Soperton Bancshares Incorporated

Legal Title of Holding Company

P.O. Box 26

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

Soperton GA 30457
City State Zip Code

1202 Second Street North

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Holly Moseley

Name Title

478-272-2030

Area Code / Phone Number / Extension

478-272-3318

Area Code / FAX Number

holly.moseley@tjsdd.com

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

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)

ITEM 2a

**SOPERTON BANCSHARES, INCORPORATED
SOPERTON, GEORGIA**

ORGANIZATION CHART

HOLDING COMPANY

Soperton Bancshares, Incorporated
P.O. Box 26
Soperton, Georgia 30457
State of Incorporation - Georgia
Jim L. Gillis, Jr., Chairman of the Board
Jim L. Gillis, III, President

100%

SUBSIDIARY

The Bank of Soperton
P.O. Box 26
Soperton, Georgia 30457
State of Incorporation - Georgia
Jim L. Gillis, Jr., Chairman of the Board
Jim L. Gillis, III, President

ITEM 2b

**SOPERTON BANCSHARES, INCORPORATED
SOPERTON, GEORGIA**

DOMESTIC BRANCH LISTING

| Branch Service Type | Branch ID_RSSD* | Popular Name | Date Branch Opened | Street Address | City | State | Zip Code | County | Country | Head Office | FDIC UNINUM* |
|----------------------------|-----------------|-----------------------|--------------------|--------------------------|----------|-------|----------|----------|---------------|------------------|--------------|
| Full Service (Head Office) | 260831 | BANK OF SOPERTON, THE | 1903 | 1202 SECOND STREET NORTH | SOPERTON | GA | 30457 | TREUTLEN | UNITED STATES | BANK OF SOPERTON | 889 |

ITEM 3**SOPERTON BANCSHARES, INCORPORATED
SOPERTON, GEORGIA****SHAREHOLDERS**5% or more Shareholders as of December 31, 2014

| <u>Name & Address</u> <u>(City, State, Country)</u> | <u>Country of Citizenship</u> | <u>Number of</u> <u>Securities Owned</u> | <u>Percent of</u> <u>Total Securities</u> |
|--|-------------------------------|---|--|
| Jim L. Gillis, Jr. Soperton, Georgia USA | United States of America | 2,084 | 5.59% |
| Jim L. Gillis, III Soperton, Georgia USA | United States of America | 5,711 | 15.32% |
| Jeanmarie G. Harris Adel, Georgia USA | United States of America | 4,654 | 12.49% |
| Margaret Lois G. Clardy Ocala, Florida USA | United States of America | 4,151 | 11.14% |
| Kate Felton Atlanta, Georgia USA | United States of America | 3,664 | 9.83% |
| Hugh Gillis, Jr. Soperton, Georgia USA | United States of America | 4,062 | 10.90% |
| Donald W. Gillis Dublin, Georgia USA | United States of America | 3,841 | 10.31% |
| Richard M. Dennard Soperton, Georgia USA | United States of America | 2,754 | 7.39% |

Part (2) is "N/A"

SOPERTON BANCSHARES, INCORPORATED
SOPERTON, GEORGIA

INSIDERS

| <u>Name & Address</u> <u>(City, State, Country)</u> | <u>Principal Occupation</u> <u>if other than with</u> <u>Bank Holding Company</u> | <u>Title & Position</u> <u>with Bank</u> <u>Holding Company</u> | <u>Title & Position with</u> <u>Subsidiaries</u> | <u>Title & Position with</u> <u>Other Businesses</u> | <u>Percentage of</u> <u>Voting Shares</u> <u>in Bank</u> <u>Holding</u> <u>Company</u> | <u>Percentage of</u> <u>Voting</u> <u>Shares in</u> <u>Subsidiaries</u> | <u>Other Companies</u> <u>in which</u> <u>25% or more</u> <u>of Voting</u> <u>Securities</u> <u>are held</u> |
|--|---|---|---|--|--|--|---|
| Jim L. Gillis, Jr. Soperton, Georgia USA | Executive | Chairman | Chairman/Director (Bank of Soperton) | None | 5.59% | None | None |
| Jim L. Gillis, III Soperton, Georgia USA | Executive | Director/President | Director/President (Bank of Soperton) | None | 15.32% | None | Soperton Naval Stores, Inc. 27.50% |
| Donald W. Gillis Dublin, Georgia USA | Judge | Director/Secretary | Director/Secretary (Bank of Soperton) | Nelson, Gillis & Thomas, LLC Partner | 10.31% | None | Nelson, Gillis & Thomas, LLC 33.33% SNS Operations Inc. 33.33% |
| Richard Dennard Soperton, Georgia USA | Pharmacist | Director | Director (Bank of Soperton) | Dennard Drugs & Jewelry Dennard True Value Hardware Owner (both) | 7.39% | None | Greater than 25% |
| Chandler Maurice Beasley, III Dublin, Georgia USA | Banking Officer | Director | Director/SVP (Bank of Soperton) | None | 3.62% | None | None |
| David Roberts Dublin, Georgia USA | Executive | Director | None | Chic-fil-a of Dublin Owner | 0.03% | None | None |

**SOPERTON BANCSHARES, INCORPORATED
SOPERTON, GEORGIA**

INSIDERS

| <u>Name & Address (City, State, Country)</u> | <u>Principal Occupation if other than with Bank Holding Company</u> | <u>Title & Position with Bank Holding Company</u> | <u>Title & Position with Subsidiaries</u> | <u>Title & Position with Other Businesses</u> | <u>Percentage of Voting Shares in Bank Holding Company</u> | <u>Percentage of Voting Shares in Subsidiaries</u> | <u>Other Companies in which 25% or more of Voting Securities are held</u> |
|--|---|---|---|---|--|--|---|
| James Mark Burns Dublin, Georgia USA | Retired | Director | None | None | 0.30% | None | None |
| Dennis H. Ingley Dublin, Georgia USA | Partner | Director | None | Ingley Moore Paradiice & Co LLC Partner | 0.80% | None | None |
| Margaret Lois G. Clardy Ocala, Florida USA | Retired | Principal Shareholder | None | None | 11.14% | None | None |
| Jeanmarie G. Harris Soperton, Georgia USA | Retired | Principal Shareholder | None | None | 12.49% | None | SNS Operations Inc. 33.33% |
| Hugh Gillis, Jr Soperton, Georgia USA | Partner | Principal Shareholder | None | Gillis Ag & Timber Partner | 10.90% | None | Gillis Ag & Timber 33.00% |