

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, Chandler Maurice (Maury) Beasley, III

Name of the Holding Company Director and Official

President/CEO

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

3-14-16

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  
C.I.

1250736

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

Soperton Bancshares, Inc.

Legal Title of Holding Company

PO 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

Staff Accountant

Name

Title

4782722030

Area Code / Phone Number / Extension

4782723318

Area Code / FAX Number

holly.moseley@tjsdd.com

E-mail Address

https://www.bankofsoperton.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

ITEM 2a

SOPERTON BANCSHARES, INCORPORATED  
SOPERTON, GEORGIA

ORGANIZATION CHART

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**HOLDING COMPANY**

Soperton Bancshares, Incorporated  
LEI: N/A  
Soperton, Georgia  
State of Incorporation - Georgia  
Jim L. Gillis, Jr., Chairman of the Board  
Chandler M. Beasley, III, President/CEO

100%

**SUBSIDIARY**

The Bank of Soperton  
LEI: N/A  
Soperton, Georgia  
State of Incorporation - Georgia  
Jim L. Gillis, Jr., Chairman of the Board  
Chandler M. Beasley, III, President/CEO

ITEM 2b

SOPERTON BANCSHARES, INCORPORATED  
SOPERTON, GEORGIA

DOMESTIC BRANCH LISTING

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

**ITEM 3****SOPERTON BANCSHARES, INCORPORATED  
SOPERTON, GEORGIA****SHAREHOLDERS**5% or more Shareholders as of December 31, 2015:

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

Part (2) is "N/A"

**SOPERTON BANCSHARES, INCORPORATED**  
**SOPERTON, GEORGIA**

**INSIDERS**

Name & Address (City, State, Country)	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries	Title & Position with Other Businesses	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Subsidiaries	Other Companies in which 25% or more of Voting Securities are held
Jim L. Gillis, Jr. Soperton, Georgia 30457 USA	Executive	Chairman/Director	Chairman/Director (Bank of Soperton)	None	5.59%	None	None
Jim L. Gillis, III Soperton, Georgia 30457 USA	Executive	Director Emeritus	Director Emeritus (Bank of Soperton)	None	15.32%	None	Soperton Naval Stores, Inc. 27.50%
Donald W. Gillis Dublin, Georgia 31021 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 30457 USA	Pharmacist	Director	Director (Bank of Soperton)	Dennard Drugs & Jewelry Dennard True Value Hardware Owner (both)	7.39%	None	Dennard Drugs/Hardware 51%
Chandler Maurice Beasley, III Dublin, Georgia 31021 USA	Bank President, CEO & Director	Director/President	Director/President/CEO (Bank of Soperton)	None	3.62%	None	None
David Roberts Dublin, Georgia 31021 USA	Businessman	Director	Director	Chic-fil-a of Dublin Owner	0.03%	None	Chic-fil-a of Dublin 100%

**SOPERTON BANCSHARES, INCORPORATED**  
**SOPERTON, GEORGIA**

**INSIDERS**

Name & Address (City, State, Country)	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries	Title & Position with Other Businesses	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Subsidiaries	Other Companies in which 25% or more of Voting Securities are held
James Mark Burns Dublin, Georgia 31021 USA	Retired	Director	Director	None	0.30%	None	None
Dennis H. Ingley Dublin, Georgia 31021 USA	Accountant	Director	Director	Ingley Moore Paradise & Co LLC Partner	0.80%	None	Ingley Moore Paradise & Co LLC - 66.7%
Margaret Lois G. Clardy Ocala, Florida 34470 USA	Retired	Principal Shareholder	None	None	11.14%	None	None
Jeanmarie G. Harris Soperton, Georgia 30457 USA	Retired	Principal Shareholder	None	None	12.49%	None	SNS Operations Inc. 33.33%
Hugh Gillis, Jr Soperton, Georgia 30457 USA	Businessman	Principal Shareholder	None	Gillis Ag & Timber Partner	10.90%	None	Gillis Ag & Timber 33.00%