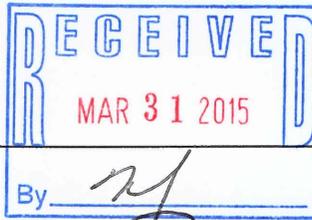


Board of Governors of the Federal Reserve System



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, **WILLIAM R. FAULK**

Name of the Holding Company Director and Official

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.

Signature of Holding Company Director and Official

03/25/2015

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 _____ 4565721 .
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

SOUTHERN COMMUNITY BANCSHARES, INC

Legal Title of Holding Company

EMPLOYEE STOCK OWNERSHIP PLAN

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

CULLMAN AL 35055

City State Zip Code

420 2ND AV SW

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

BETH BRANCH SECRETARY

Name Title

2567378905

Area Code / Phone Number / Extension

2567378900

Area Code / FAX Number

MBB@FCBCULLMAN.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.

SOUTHERN COMMUNITY BANCSHARES, INC

Legal Title of Subsidiary Holding Company

420 2ND AV SW

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

CULLMAN

AL

35055

City

State

Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City

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City

State

Zip Code

Physical Location (if different from mailing address)

FORM FR Y-6

SOUTHERN COMMUNITY BANCSHARES, INC

EMPLOYEE STOCK OWNERSHIP PLAN

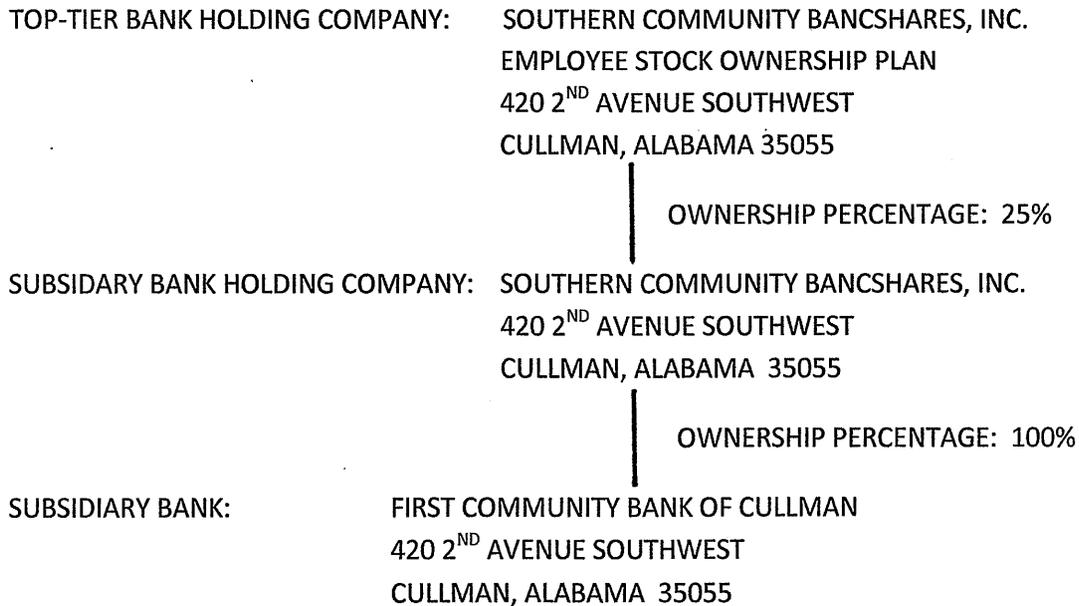
**420 2ND AVENUE SOUTHWEST
CULLMAN, ALABAMA**

REPORT ITEM 1: ANNUAL REPORT TO SHAREHOLDERS

THE TOP-TIER BANK HOLDING COMPANY PREPARES AN ANNUAL REPORT FOR ITS SHAREHOLDERS. THIS REPORT IS NOT COMPLETE AS OF MARCH 31, 2015, BUT WILL BE MAILED AT A LATER DATE.

THE SUBSIDIARY BANK HOLDING COMPANY PREPARES AN ANNUAL REPORT TO ITS SHAREHOLDERS. THIS REPORT IS NOT COMPLETE AS OF MARCH 31, 2015, BUT WILL BE MAILED AT A LATER DATE.

REPORT ITEM 2a: ORGANIZATIONAL CHART



ALL ENTITIES ARE INCORPORATED IN THE STATE OF ALABAMA, UNITED STATES OF AMERICA

Results: A list of branches for your depository institution: FIRST COMMUNITY BANK OF CULLMAN (ID_RSSD: 812379).
 This depository institution is held by SOUTHERN COMMUNITY BANCSHARES, INC. EMPLOYEE STOCK OWNERSHIP PLAN (4565721) of CULLMAN, AL.
 The data are as of 12/31/2014. Data reflects information that was received and processed through 01/07/2015.

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)	812379	FIRST COMMUNITY BANK OF CULLMAN	420 2ND AVENUE SOUTHWEST	CULLMAN	AL	35055	CULLMAN	UNITED STATES	43000	0	FIRST COMMUNITY BANK OF CULLMAN	812379	
OK		Full Service	4163118	SOUTH BRANCH	1900 MARKTPLATZ CENTER	CULLMAN	AL	35055	CULLMAN	UNITED STATES	278898	100	FIRST COMMUNITY BANK OF CULLMAN	812379	

FORM FR Y-6
TOP TIER HOLDING COMPANY
SOUTHERN COMMUNITY BANCSHARES, INC EMPLOYEE STOCK OWNERSHIP PLAN
FISCAL YEAR ENDING DECEMBER 31, 2014

REPORT ITEM 3: SECURITIES HOLDERS
(1)(a)(b)(c) and (2)(a)(b)(c)

CURRENT SECURITIES HOLDERS WITH OWNERSHIP, CONTROL OR HOLDINGS OF 5%
OR MORE WITH POWER TO VOTE AS OF FISCAL YEAR ENDING 12-31-2014

(1)(a) NAME, CITY, STATE	(1)(b) COUNTRY OF CITIZENSHIP	(1)(c) NUMBER AND PERCENTAGE OF VOTING SECURITIES
William R. Faulk Cullman, Alabama	USA	39,295/31.05% Common Stock
Beth Branch Cullman, Alabama	USA	21,563/17.04% Common Stock
Yvonne Pichelmayr Cullman, Alabama	USA	13,406/10.59% Common Stock
Terry Harbin Cullman, Alabama	USA	10,091/7.97% Common Stock
Kellie Johnson Cullman, Alabama	USA	9,430/7.45% Common Stock
Patricia Wren Cullman, Alabama	USA	8,694/6.87% Common Stock
Kim Flynn Cullman, Alabama	USA	7,878/6.23% Common Stock

SECURITIES HOLDERS NOT LISTED ABOVE WITH OWNERSHIP, CONTROL OR HOLDINGS OF 5%
OR MORE WITH POWER TO VOTE DURING FISCAL YEAR ENDING 12-31-2014

(2)(a) NAME, CITY, STATE	(2)(b) COUNTRY OF CITIZENSHIP	(2)(c) NUMBER AND PERCENTAGE OF VOTING SECURITIES
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NONE

FORM FR Y-6
 SUBSIDIARY HOLDING COMPANY
 SOUTHERN COMMUNITY BANCSHARES, INC
 FISCAL YEAR ENDING DECEMBER 31, 2014

REPORT ITEM 3: SECURITIES HOLDERS

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

CURRENT SECURITIES HOLDERS WITH OWNERSHIP, CONTROL OR HOLDINGS OF 5%
 OR MORE WITH POWER TO VOTE AS OF FISCAL YEAR ENDING 12-31-2014

(1)(a) NAME, CITY, STATE	(1)(b) COUNTRY OF CITIZENSHIP	(1)(c) NUMBER AND PERCENTAGE OF VOTING SECURITIES
Southern Community Bancshares, Inc Employee Stock Option Plan Cullman, Alabama	USA	126,541/25% Common Stock
William R. Faulk Paige H. Faulk Maxie T. Hudson Cullman, Alabama	USA	48,597/9.60% Common Stock
W. Daniel Keel Cullman, Alabama	USA	37,835/7.47% Common Stock
Gerald L. Jones Arab, Alabama	USA	26,197/5.17% Common Stock
Ronald P. Martin Jeanette Martin Cullman, Alabama	USA	32,620/6.44% Common Stock
Don Pichelmayer Yvonne Pichelmayer Cullman, Alabama	USA	31,150/6.15% Common Stock
F.E. St. John IV Gaynor St. John Cullman, Alabama	USA	38,307/7.57% Common Stock

SECURITIES HOLDERS NOT LISTED ABOVE WITH OWNERSHIP, CONTROL OR HOLDINGS OF 5%
 OR MORE WITH POWER TO VOTE DURING FISCAL YEAR ENDING 12-31-2014

(2)(a) NAME, CITY, STATE	(2)(b) COUNTRY OF CITIZENSHIP	(2)(c) NUMBER AND PERCENTAGE OF VOTING SECURITIES
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NONE

FORM FR Y-6
TOP TIER HOLDING COMPANY
SOUTHERN COMMUNITY BANCSHARES, INC EMPLOYEE STOCK OWNERSHIP PLAN
FISCAL YEAR ENDING DECEMBER 31, 2014

REPORT ITEM 4: INSIDERS
(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) NAME, CITY, STATE, COUNTRY	(2) PRINCIPAL OCCUPATION IF OTHER THAN BHC	(3)(a) TITLE AND POSITION WITH BHC	(3)(b) TITLE AND POSITION WITH SUBSIDIARIES	(3)(c) TITLE AND POSITION WITH OTHER BUSINESSES	(4)(a) PERCENTAGE OF VOTING SHARES IN BHC	(4)(b) PERCENTAGE OF VOTING SHARES IN SUBSIDIARIES	(4)(c) LIST NAMES OF OTHER COMPANIES (INCLUDES PARTNERSHIPS) IF 25% OR MORE OF VOTING SECURITIES ARE HELD
William R. Faulk Cullman, Alabama USA	N/A	TRUSTEE	DIRECTOR-SCBS PRESIDENT-FIRST COMMUNITY BANK	N/A	31.05%	7.23%	N/A
F.E. St. John IV Cullman, Alabama USA	ATTORNEY	TRUSTEE	DIRECTOR/CHAIRMAN-SCBS	CULLMAN ENVIRONMENTAL, INC OWNER	0.00%	7.57%	CULLMAN ENVIRONMENTAL, INC (39%)
Beth Branch Cullman, Alabama USA	N/A	PARTICIPANT	SECRETARY-SCBS V.P. FINANCE-FIRST COMMUNITY BANK	N/A	17.04%	4.26%	N/A
Yvonne Pichelmayr Cullman, Alabama USA	N/A	PARTICIPANT	V.P OPERATIONS-FIRST COMMUNITY BANK	N/A	10.59%	6.15%	N/A

REVISED
5/26/15

FORM FR Y-6
 SUBSIDIARY HOLDING COMPANY
 SOUTHERN COMMUNITY BANCSHARES, INC
 FISCAL YEAR ENDING DECEMBER 31, 2014

REPORT ITEM 4: INSIDERS
 (1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) NAME, CITY, STATE, COUNTRY	(2) PRINCIPAL OCCUPATION IF OTHER THAN BHC	(3)(a) TITLE AND POSITION WITH BHC	(3)(b) TITLE AND POSITION WITH SUBSIDIARIES	(3)(c) TITLE AND POSITION WITH OTHER BUSINESSES	(4)(a) PERCENTAGE OF VOTING SHARES IN BHC	(4)(b) PERCENTAGE OF VOTING SHARES IN SUBSIDIARIES	(4)(c) LIST NAMES OF OTHER COMPANIES (INCLUDES PARTNERSHIPS) IF 25% OR MORE OF VOTING SECURITIES ARE HELD
William R. Faulk Cullman, Alabama USA	N/A	PRESIDENT/DIRECTOR	PRESIDENT FIRST COMMUNITY BANK	N/A	7.23%	N/A	N/A
Maxie T. Hudson Cullman, Alabama USA	RETIRED	DIRECTOR	N/A	N/A	2.38%	N/A	N/A
W. Daniel Keel Cullman, Alabama USA	RETIRED	DIRECTOR	N/A	N/A	7.47%	N/A	N/A
F.E. St. John IV Cullman, Alabama USA	ATTORNEY	DIRECTOR/CHAIRMAN	N/A	CULLMAN ENVIRONMENTAL, INC OWNER	7.57%	N/A	CULLMAN ENVIRONMENTAL, INC (39%)
Southern Community Bancshares, Inc Employee Stock Option Plan	ESOP PLAN	N/A	N/A	N/A	25.00%	N/A	N/A