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FR Y-6  
OMB Number 7100-0297  
Approval expires December 31, 2014  
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Board of Governors of the Federal Reserve System



Annual Report of Bank Holding Companies—FR Y-6

1250736

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)). 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 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). 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 Bank Holding Companies* must be signed by one director of the top-tier bank holding company. This individual should also be a senior official of the top-tier bank holding company. In the event that the top-tier bank 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 bank holding company's fiscal year-end):  
**December 31, 2011**

Month / Day / Year

I, Jim L. Gillis, III  
Name of the Bank Holding Company Director and Official  
Director/President  
Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address  
Soperton Bancshares Incorporated

Legal Title of Bank Holding Company  
P.O. Box 26

(Mailing Address of the Bank Holding Company) Street / P.O. Box  
Soperton GA 30457  
City State Zip Code

1202 Second Street North

Physical location (if different from mailing address)

attest that the *Annual Report of Bank Holding Companies* (including the supporting attachments) for this report date have 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.

Person to whom questions about this report should be directed:

Justin Wyatt, CPA

Name Title

478-272-2030

Area Code / Phone Number / Extension

478-272-3318

Area Code / FAX Number

jwyatt@tjscpa.com

E-mail Address

[Signature]  
Signature of Bank Holding Company Director and Official

Address (URL) for the Bank Holding Company's web page

Date of Signature

For bank 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. \_\_\_\_\_

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

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection.

SOPERTON BANCSHARES, INCORPORATED  
SOPERTON, GEORGIA

ANNUAL REPORT OF BANK HOLDING COMPANIES - FR Y-6

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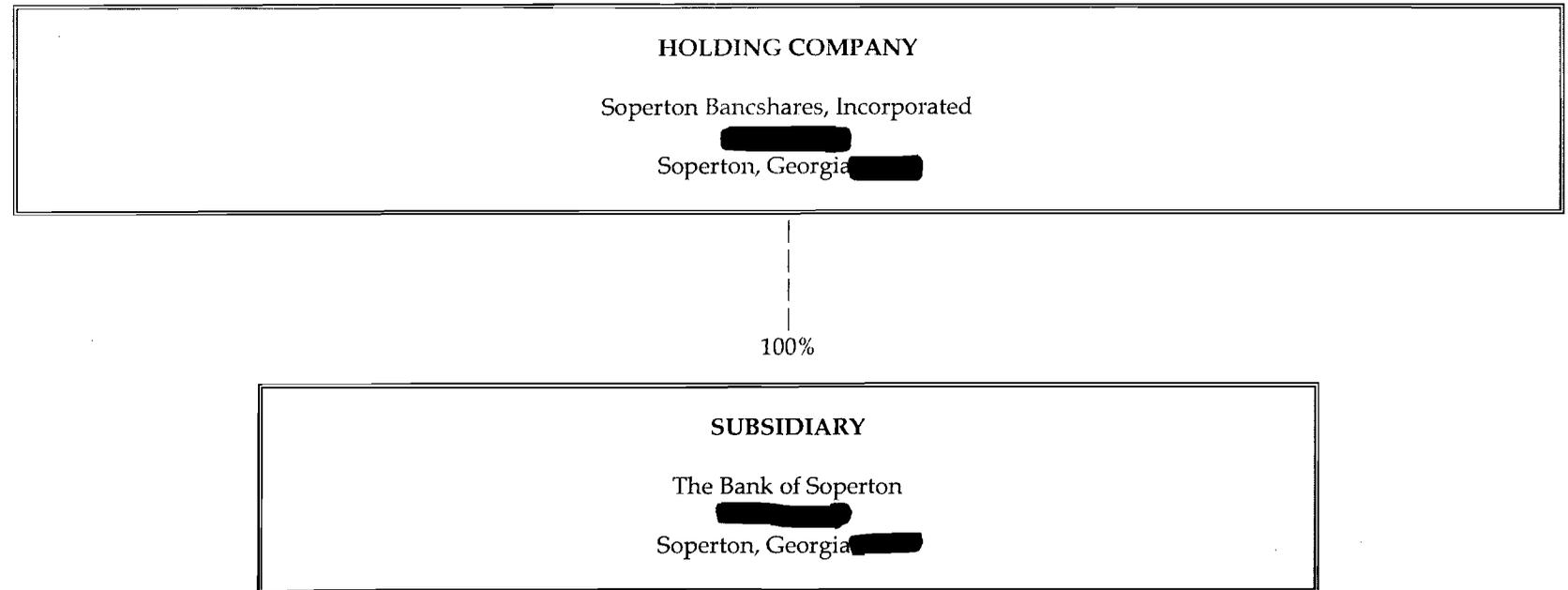
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ITEM 2a

SOPERTON BANCSHARES, INCORPORATED  
SOPERTON, GEORGIA

ORGANIZATION CHART

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ITEM 2b

SOPERTON BANCSHARES, INCORPORATED  
SOPERTON, GEORGIA

DOMESTIC BRANCH LISTING

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

**ITEM 3****SOPERTON BANCSHARES, INCORPORATED  
SOPERTON, GEORGIA****SHAREHOLDERS**5% or more Shareholders as of December 31, 2011:

| <u>Name &amp; Address</u><br><u>(City, State, Country)</u> | <u>Country of Citizenship</u> | <u>Number of</u><br><u>Securities Owned</u> | <u>Percent of</u><br><u>Total Securities</u> |
|--|-------------------------------|---|--|
| Jim L. Gillis, III<br>Soperton, Georgia<br>USA             | United States of America      | 3,761                                       | 14.75%                                       |
| Jeanmarie G. Harris<br>Adel, Georgia<br>USA                | United States of America      | 2,944                                       | 11.54%                                       |
| Margaret Lois G. Clardy<br>Ocala, Florida<br>USA           | United States of America      | 2,734                                       | 10.72%                                       |
| Hugh Gillis, Jr.<br>Soperton, Georgia<br>USA               | United States of America      | 2,503                                       | 9.81%  |
| Kate Felton<br>Atlanta, Georgia<br>USA                     | United States of America      | 2,413                                       | 9.46%  |
| Donald W. Gillis<br>Dublin, Georgia<br>USA                 | United States of America      | 2,388                                       | 9.36%  |
| Richard M. Dennard<br>Soperton, Georgia<br>USA             | United States of America      | 1,489                                       | 5.84%  |
| Jim L. Gillis, Jr.<br>Soperton, Georgia<br>USA             | United States of America      | 1,426                                       | 5.59%  |
| Lougenia Gabard<br>Valdosta, Georgia<br>USA                | United States of America      | 1,380                                       | 5.41%  |

Part (2) is "N/A"

ITEM 4

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

**INSIDERS**

| Name & Address<br>(City, State, Country)                   | Principal Occupation<br>if other than with<br>Bank Holding Company | Title & Position<br>with Bank<br>Holding Company | Title & Position with<br>Subsidiaries | Title & Position with<br>Other Businesses                              | Percentage of<br>Voting Shares<br>in Bank<br>Holding<br>Company | Percentage of<br>Voting<br>Shares in<br>Subsidiaries | Other Companies<br>in which<br>25% or more<br>of Voting<br>Securities<br>are held |
|--|--|--|---------------------------------------|--|---|--|---|
| Jim L. Gillis, Jr.<br>Soperton, Georgia ██████████<br>USA  | Executive  | Chairman   | Chairman/Director                     | None   | 5.59%   | None   | None  |
| Jim L. Gillis, III<br>Soperton, Georgia ██████████<br>USA  | Executive  | Director/President                               | Director/President                    | None   | 14.75%  | None   | Soperton Naval<br>Stores, Inc.<br>27.50%  |
| Donald W. Gillis<br>Dublin, Georgia ██████████<br>USA      | Judge  | Director/Secretary                               | Director/Secretary                    | Nelson, Gillis & Thomas, LLC<br>Partner                                | 9.36%   | None   | Nelson, Gillis<br>& Thomas, LLC<br>33.33%<br>SNS Operations Inc.<br>33.33%        |
| Richard Dennard<br>Soperton, Georgia ██████████<br>USA     | Pharmacist   | Director   | Director                              | Dennard Drugs & Jewelry<br>Dennard True Value Hardware<br>Owner (both) | 5.84%   | None   | Greater than 25%  |
| Jeanmarie G. Harris<br>Soperton, Georgia ██████████<br>USA | Retired  | Principal Shareholder                            | None                                  | None   | 11.54%  | None   | SNS Operations Inc.<br>33.33%   |

ITEM 4 - Cont.

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

**INSIDERS**

| <u>Name &amp; Address<br/>(City, State, Country)</u>        | <u>Principal Occupation<br/>if other than with<br/>Bank Holding Company</u> | <u>Title &amp; Position<br/>with Bank<br/>Holding Company</u> | <u>Title &amp; Position with<br/>Subsidiaries</u> | <u>Title &amp; Position with<br/>Other Businesses</u> | <u>Percentage of<br/>Voting Shares<br/>in Bank<br/>Holding<br/>Company</u> | <u>Percentage of<br/>Voting<br/>Shares in<br/>Subsidiaries</u> | <u>Other Companies<br/>in which<br/>25% or more<br/>of Voting<br/>Securities<br/>are held</u> |
|---|---|---|---|---|--|--|---|
| Julian Lane, Jr.<br>Metter, Georgia ██████████<br>USA       | Executive   | Director  | Director  | First Citizens Bank<br>President                      | None   | None   | None  |
| Margaret Lois G. Clardy<br>Ocala, Florida ██████████<br>USA | Retired   | Principal Shareholder   | None  | None  | 10.72%   | None   | None  |
| David R. Roberts<br>Soperton, Georgia ██████████<br>USA     | Chick-fil-A Franchisee  | Director  | Director  | Owner - Chick-fil-A Franchisee                        | None   | None   | None  |