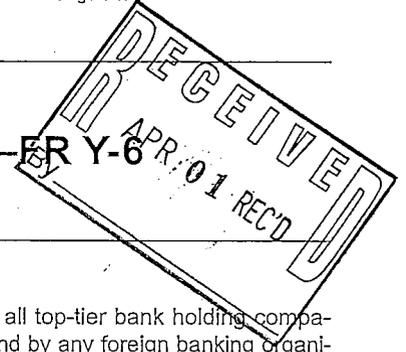


Board of Governors of the Federal Reserve System



Annual Report of Bank 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)). 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, 2012

Month / Day / Year

I, Jim L. Gillis, III

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

Name of the Bank Holding Company Director and Official
Director/President

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

Title of the Bank Holding Company Director and Official

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

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.

1202 Second Street North
Physical location (if different from mailing address)

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 of Bank Holding Company Director and Official

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

Date of Signature

3-29-13

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 1250736
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

Revised

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

100%

SUBSIDIARY

The Bank of Soperton
P.O. Box 26
Soperton, Georgia 30457
State of Incorporation: Georgia

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 3SOPERTON BANCSHARES, INCORPORATED
SOPERTON, GEORGIA

SHAREHOLDERS

5% or more Shareholders as of December 31, 2012:

<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, III Soperton, Georgia USA	United States of America	3,761	14.75%
Jeanmarie G. Harris Adel, Georgia USA	United States of America	2,944	11.54%
Margaret Lois G. Clardy Ocala, Florida USA	United States of America	2,734	10.72%
Hugh Gillis, Jr. Soperton, Georgia USA	United States of America	2,503	9.81%
Kate Felton Atlanta, Georgia USA	United States of America	2,413	9.46%
Donald W. Gillis Dublin, Georgia USA	United States of America	2,388	9.36%
Richard M. Dennard Soperton, Georgia USA	United States of America	1,489	5.84%
Jim L. Gillis, Jr. Soperton, Georgia USA	United States of America	1,426	5.59%
Lougenia Gabard Valdosta, Georgia USA	United States of America	1,380	5.41%

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	Chairman/Director (Bank of Soperton)	None	5.59%	None	None
Jim L. Gillis, III Soperton, Georgia 30457 USA	Executive	Director/President	Director/President (Bank of Soperton)	None	14.75%	None	Soperton Naval Stores, Inc. 27.50%
Charles R. Carr Soperton, Georgia 30457 USA	Retired	Director	Director (Bank of Soperton)	None	0.02%	None	None
Donald W. Gillis Dublin, Georgia 31021 USA	Judge	Director/Secretary	Director/Secretary (Bank of Soperton)	Nelson, Gillis & Thomas, LLC Partner	9.36%	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)	5.84%	None	Greater than 25%
Jeanmarie G. Harris Soperton, Georgia 30457 USA	Retired	Principal Shareholder	None	None	11.54%	None	SNS Operations Inc. 33.33%

Reused

ITEM 4 - Cont.

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
Kate G Felton Atlanta, Georgia 30032 USA	Retired	Principal Shareholder	None	None	9.46%	None	None
Margaret Lois G. Clardy Ocala, Florida 34470 USA	Retired	Principal Shareholder	None	None	10.72%	None	None
Lougenia Gabard Valdosta, Georgia 31601 USA	Retired	Principal Shareholder	None	None	5.41%	None	None
Hugh Gillis Jr. Soperton, Georgia 30457 USA	SNS	Principal Shareholder	None	Owner	9.81%	None	Soperton Naval Stores, Inc. 33.33%
James Burns Tarrytown, Georgia 30470	Retired	Director	None	None	0.29%	None	None