



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.

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 Beasley, III

Name of the Holding Company Director and Official

Director / SVP

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

03/28/2014

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. _____

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.

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2013

Month / Day / Year

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:

Justin Wyatt, CPA

Name Title

478-272-2030

Area Code / Phone Number / Extension

478-272-3318

Area Code / FAX Number

justin.wyatt@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	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical location (if different from mailing address)	Physical location (if different from mailing address)
Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
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City State Zip Code	City State Zip Code
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City State Zip Code	City State Zip Code
Physical location (if different from mailing address)	Physical location (if different from mailing address)

**SOPERTON BANCSHARES, INCORPORATED
SOPERTON, GEORGIA**

ANNUAL REPORT OF BANK HOLDING COMPANIES - FR Y-6

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ITEM 2a

SOPERTON BANCSHARES, INCORPORATED
SOPERTON, GEORGIA

ORGANIZATION CHART

HOLDING COMPANY

Soperton Bancshares, Incorporated
P.O. Box 26
1202 2nd Street North
Soperton, Georgia 30457
State of Incorporation: Georgia

100%

SUBSIDIARY

The Bank of Soperton
P.O. Box 26
1202 2nd Street North
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
Full Service (Head Office)	260831	BANK OF SOPERTON, THE	1903	1202 SECOND STREET NORTH	SOPERTON	GA	30457	TRETTLEN	UNITED STATES	BANK OF SOPERTON

ITEM 3**SOPERTON BANCSHARES, INCORPORATED
SOPERTON, GEORGIA****SHAREHOLDERS**5% or more Shareholders as of December 31, 2013:

<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	5,496	14.75%
Jeanmarie G. Harris Adel, Georgia USA	United States of America	4,414	11.84%
Margaret Lois G. Clardy Ocala, Florida USA	United States of America	3,995	10.72%
Hugh Gillis, Jr. Soperton, Georgia USA	United States of America	3,769	10.11%
Donald W. Gillis Dublin, Georgia USA	United States of America	3,600	9.66%
Kate Felton Atlanta, Georgia USA	United States of America	3,526	9.46%
Richard M. Dennard Soperton, Georgia USA	United States of America	2,650	7.11%
Jim L. Gillis, Jr. Soperton, Georgia USA	United States of America	2,084	5.59%

Part (2) is "N/A"

Revised

ITEM 4 - Cont.

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 USA	Retired	Director	None	None	0.29%	None	None
Dennis H. Ingley Dublin, Georgia USA	Partner	Director	None	Ingley Moore Paradise & Co LLC Partner	0.67%	None	None
Margaret Lois G. Clardy Ocala, Florida USA	Retired	Principal Shareholder	None	None	10.72%	None	None
Jeanmarie G. Harris Soperton, Georgia USA	Retired	Principal Shareholder	None	None	11.84%	None	SNS Operations Inc. 33.33%
Hugh Gillis, Jr Soperton, Georgia USA	Partner	Principal Shareholder	None	Gillis Ag & Timber Partner	10.11%	None	Gillis Ag & Timber 33.00%

Revised

ITEM 4

NON-EXECUTIVE OFFICERS AND DIRECTORS

INSTITUTIONS

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 31050 USA	Executive	Chairman	Chairman/Director (Bank of Soperton)	None	5.59%	None	None
Jim L. Gillis, III Soperton, Georgia 31050 USA	Executive	Director/President	Director/President (Bank of Soperton)	None	14.75%	None	Soperton Naval Stores, Inc. 27.50%
Donald W. Gillis Dublin, Georgia 31004 USA	Judge	Director/Secretary	Director/Secretary (Bank of Soperton)	Nelson, Gillis & Thomas, LLC Partner	9.66%	None	Nelson, Gillis & Thomas, LLC 33.33% SNS Operations Inc. 33.33%
Richard Dennard Soperton, Georgia 31050 USA	Pharmacist	Director	Director (Bank of Soperton)	Dennard Drugs & Jewelry Dennard True Value Hardware Owner (both)	7.11%	None	Greater than 25%
Chandler Maurice Beasley, III Dublin, Georgia 31004 USA	Banking Officer	Director	Director/SVP (Bank of Soperton)	None	3.21%	None	None
David Roberts Dublin, Georgia 31004 USA	Executive	Director	None	Chic-fil-a of Dublin Owner	0.03%	None	None