

APR 4 2012

Revised

Board of Governors of the Federal Reserve System



Annual Report of Bank Holding Companies—FR Y-6

1081622

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, PAUL T. BENNETT

Name of the Bank Holding Company Director and Official

PRESIDENT

Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

SOUTH BANKING COMPANY

Legal Title of Bank Holding Company

501 W 12TH STREET/ PO BOX 1988

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

ALMA

GA

31510

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.

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:

EDDIE L. BISHOP

VICE PRESIDENT

Name

Title

912632-8631

Area Code / Phone Number / Extension

912632-5780

Area Code / FAX Number

eddie@aebalma.com

E-mail Address

None

Signature of Bank Holding Company Director and Official

02/09/2012

Date of Signature

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

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?

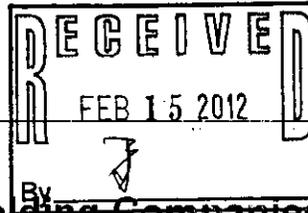
Yes Please identify the report items to which this request applies:

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

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)

12/31/2011

Month / Day / Year

1. Paul T. Bennett
 Name of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

South Banking Company

Legal Title of Bank Holding Company

501 W. 12th ST / P.O. Box 1092

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

Alma GA 31510

City State Zip Code

President
 Title of the Bank Holding Company Director and Official

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.

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:

Eddie L. Bishop VP

Name Title

912-632-8631
 Area Code / Phone Number / Extension

912-632-5780
 Area Code / FAX Number

eddie@aebalma.com
 E-mail Address

[Signature]
 Signature of Bank Holding Company Director and Official

None
 Address (URL) for the Bank Holding Company's website

2/9/2012
 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 1081622
 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 page OMB 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

NOT APPLICABLE

For Use By Tiered Bank Holding Companies

Top-tiered bank holding companies must list the names, mailing address, and physical locations of each of their subsidiary bank holding companies below.

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

RSSD Tiering for:
 SOUTH BANKING COMPANY

Structure as of 20120207 and going downward

Seq Num	ID RSSD	Legal Name	AddL	City	State/ Country	Dist FR	Ent Type	Actv Code	Basis of Relatnshp	PCT
0001	1081622	SOUTH BANKING COMPANY		ALMA	GEORGIA	6	BHC	551111		
0002	6039	✓ ALMA EXCHANGE BANK & TRUST		ALMA	GEORGIA	6	NMB	52211	Vtg Eqty Other	100
0003	2821085	✓ SOUTH FINANCIAL PRODUCTS, INC.		ALMA	GEORGIA	6	DEO	52421	Vtg Eqty Other	100
0004	2160056	✓ BANKERS DATA SERVICES, INC.		ALMA	GEORGIA	6	DPS	51821	Vtg Eqty Other	100
0005	695732	✓ CITIZENS STATE BANK		KINGSLAND	GEORGIA	6	NMB	52211	Vtg Eqty Other	100
0006	1013735	✓ PEOPLES STATE BANK & TRUST		BAXLEY	GEORGIA	6	NMB	52211	Vtg Eqty Other	100
0007	882130	✓ PINELAND STATE BANK		METTER	GEORGIA	6	NMB	52211	Vtg Eqty Other	100

Total Number of Entities in the tree 7

Total Number of Unique Entities in the tree 7

Tier Selection Criteria

RSSD Tiering for	1081622 SOUTH BANKING COMPANY
As of Date	20120207
Direction	Down
Selection Rule	All Entities
Branches - Domestic Institutions	No Branches
Branches - Foreign Institutions	No Branches

Explanatory Notes

Entity Type

BHC	BANK HOLDING COMPANY
DEO	DOMESTIC ENTITY OTHER
DPS	DATA PROCESSING SERVICER
NMB	NON-MEMBER BANK

Primary Activity Code

51821	DATA PROCESSING, HOSTING, AND RELATED SERVICES
52211	COMMERCIAL BANKING
52421	INSURANCE AGENCIES AND BROKERAGES
551111	OFFICES OF BANK HOLDING COMPANIES

Two asterisks (**) next to the Seq Num indicates that confidentiality is pending or granted.
 An asterisk (*) next to the Addl Line Num denotes the Seq Num at which the offspring of this entity are listed.
 A dot dot dot notation (...) next to Legal Name denotes a circular relationship.

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ANNUAL REPORT OF BANK HOLDING COMPANY'S FRY-6

REPORT ITEM 1 FORM 10-K FILED WITH THE SECURITIES AND EXCHANGE COMMISSION IS NOT APPLICABLE.

REPORT ITEM 1b. ANNUAL REPORT TO SHAREHOLDERS WILL BE MAILED LATER UNDER SEPARATE COVER.

REPORT ITEM 2.a ORGANIZATIONAL CHART – INFORMATION ENCLOSED.

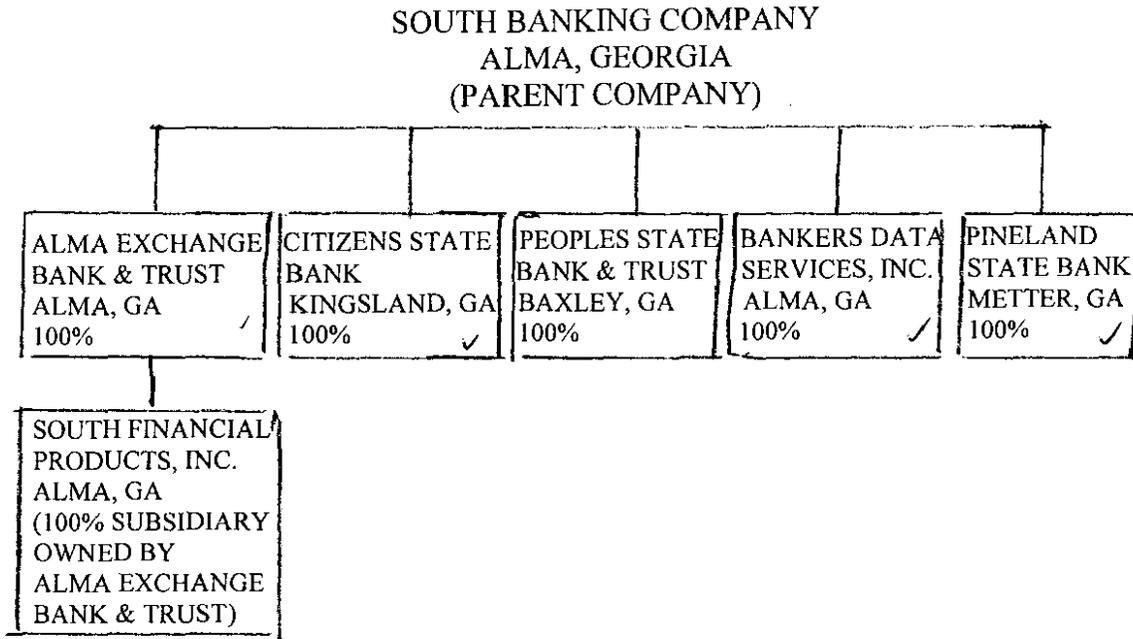
REPORT ITEM 2-b INFORMATION ENCLOSED

REPORT ITEM 3. SHAREHOLDERS-INFORMATION IS ENCLOSED.

REPORT ITEM 4. INSIDERS-INFORMATION IS ENCLOSED.

REPORT ITEM 2a: ORGANIZATIONAL CHART

(ALL COMPANIES ARE REPORTABLE FOR FR Y-6)



REPORT ITEM 2-b DOMESTIC BRANCH LISTING

ALMA EXCHANGE BANK & TRUST DRIVE IN BRANCH
 * 550 SOUTH PIERCE STREET
 ALMA, BACON, GA, USA 31510

LIMITED SERVICE BRANCH JUNE 19, 1966 - 2455828

PINELAND STATE BANK COBBTOWN BRANCH
 * 36685 GEORGIA HIWAY 23
 COBBTOWN, TATTNALL, GA, USA 30420

LIMITED SERVICE BRANCH JULY 31, 2000 - 454836

PINELAND STATE BANK LANIER STREET FACILITY
 * 200 LANIER STREET
 METTER, CANDLER, GA USA 30439

- 2723527

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PINELAND STATE BANK LANIER STREET FACILITY (CONTINUED)

LIMITED SERVICE BRANCH SEPTEMBER 1, 1998

CITIZENS STATE BANK KINGS BAY BRANCH

OK
120 KINGS BAY ROAD
ST. MARY'S, CAMDEN, GA, USA 31558

FULL SERVICE

MARCH 7, 2006 - 3439683

CITIZENS STATE BANK FERNINDINA BEACH BRANCH

OK
715 CENTRE STREET
FERNINDINA BEACH, NASSAU, FLA, USA 32034 - 3596586

FULL SERVICE

APRIL 14, 2007

REPORT ITEM 3. SHAREHOLDERS

1 (a) Olivia Bennett
Alma, Georgia 31510



(b) USA

(c) 242 shares owned individually or 4.07% of common shares outstanding of South Banking Company, Alma, Georgia
5 shares controlled for Olivia Bennett, LLC or 0.08% of common shares outstanding of South Banking Company
3,321 shares controlled for Valene Bennett, QTIP Trust or 55.81% of common shares outstanding of South Banking Company, Alma, Georgia

1 (a) Paul Bennett
Alma, Georgia 31510



(b) USA

(c) 600 owned individually or 10.08% of common shares outstanding of South Banking Company, Alma, Georgia
10 owned jointly or 0.17% of common shares outstanding of South Banking Company, Alma, Georgia

1 (a) Lawrence Bennett
Alma, Georgia 31510



(b) USA

(c) 209 owned individually or 3.51% of common shares outstanding of South Banking Company, Alma, Georgia
266 owned jointly or 4.47% of common shares outstanding of South Banking Company, Alma, Georgia

2(a)(b)(c) None

REPORT ITEM 4. INSIDERS

1. Paul Bennett ✓
Alma, Georgia 31510
2. Principal occupation is Banking.
3. (a) Director, President, and Treasurer
(b) Director and Vice Chairman – Alma Exchange Bank & Trust, Alma, Ga
Director, Chairman and President – Citizens State Bank, Kingsland, Ga
Director, Chairman and President – Peoples State Bank & Trust, Baxley, Ga
Director, Chairman, & President – Pineland State Bank, Metter, Ga
Director and President – Bankers Data Service, Inc., Alma, Ga
Director and Secretary – South Financial Products, Inc., Alma, Ga
(c) Director, Chairman and President – Peoples Bank, Lyons, Ga
Director and President – South Georgia Bankshares, Lyons, Ga
4. (a) 600 owned individually or 10.08% of common shares outstanding of South Banking Company, Alma, Georgia
10 owned jointly or 0.17% of common shares outstanding of South Banking Company
(b) None
(d) 1200 owned individually or 1.58% of common shares of South Georgia Bankshares, Lyons, Georgia

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1. Olivia Bennett
Alma, Ga 31510
2. Principal occupation is Banking
3. (a) Director
(b) Director – Alma Exchange Bank & Trust, Alma, Ga
Director Emeritus – Citizens State Bank, Kingsland, Ga
Director – Peoples State Bank, Baxley, Ga
Director – Bankers Data Services, Inc.
(c) Director Emeritus – Peoples Bank, Lyons, Georgia
Director Emeritus – South Georgia Bank Shares, Lyons, Georgia
4. (a) 5 shares controlled for Olivia Bennett, LLC or 0.08% of common shares
outstanding of South Banking Company, Alma, GA
242 shares owned individually or 4.07% of common shares outstanding of South
Banking Company, Alma, Georgia
3,321 shares controlled for Valene Bennett, QTIP Trust or 55.81% of common
shares outstanding of South Banking Company, Alma, Georgia
(b) None
(c) 4,374 shares controlled as Bennett Family Limited Partnership or 5.76% of
common shares outstanding of South Georgia Bankshares, Lyons, Georgia
37,882 shares or 49.84% controlled as Valene Bennett, QTIP Trust of South
Georgia Bankshares, Lyons, Georgia

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1. Kenneth F. Wade
Alma, Ga 31510
2. Principal occupation is Banking
3. (a) Director
(b) Director and Executive Vice President- Alma Exchange Bank & Trust, Alma Ga
Director-Bankers Data Services, Inc., Alma, Georgia
(c) None
4. (a) 89 shares owned individually of 1.50% of common shares of South Banking
Company, Alma, Georgia
(b) None
(c) None

1. Stephen Michael Little
Fernandina Beach, Florida 32034
2. Principal occupation is banking
3. (a) Director
(b) Director – Alma Exchange Bank & Trust, Alma Georgia
Director – Bankers Data Services, Inc., Alma, Georgia
(c) None
4. (a) None
(b) None
(c) None

1. Charlie Stuckey
Baxley, Georgia 31513
2. Principal occupation is Banking
3. (a) Director

(b) Director and Executive Vice President – Peoples State Bank & Trust, Baxley, Georgia

Director – Bankers Data Services, Inc., Alma, Georgia

(c) None
4. (a) None

(b) None

(c) None

1. Lawrence Bennett
Alma, Georgia 31510
2. Principal occupation is Banking
3. (a) Director, Executive Vice President and Secretary

(b) Director, Chairman and President-Alma Exchange Bank & Trust, Alma Ga

Director and Vice President -South Financial Products, Inc., Alma, Ga

Director – Bankers Data Services, Inc., Alma, Ga

Director and Vice Chairman - Peoples State Bank & Trust, Baxley, Ga

Director-Pineland State Bank, Metter, Ga

(c) Director-Peoples Bank, Lyons, Ga

Director-South Georgia Bankshares, Lyons, Ga

Lawrence Bennett (Continued)

4. (a) 209 shares owned jointly or 3.51% of common shares of South Banking Company, Alma, Georgia
266 shares owned jointly or 4.47% of common shares of South Banking Company, Alma, Georgia
- (b) None
- (c) None

1. Richard Williams
Pulaski, Georgia 30451
2. Principal occupation is Banking
3. (a) Director
- (b) Director and Executive Vice President-Pineland State Bank, Metter, Ga
Director-Bankers Data Services, Inc., Alma, Georgia
- (c) None
4. (a) None
- (b) None
- (c) None

Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County
Full Service (Head Office)	✓6039	ALMA EXCHANGE BANK & TRUST	501 WEST 12TH STREET	ALMA	GA	31510	BACON
Limited Service	✓2455828	DRIVE-IN BRANCH	U.S. HIGHWAY 1, 505 SOUTH PIERCE STREET	ALMA	GA	31510	BACON
Full Service (Head Office)	695732	CITIZENS STATE BANK	201 EAST KING AVENUE	KINGSLAND	GA	31548	CAMDEN
Full Service	✓3596586	FERNANDINA BEACH BRANCH OFFICE	715 CENTRE STREET	FERNANDINA BEACH	FL	32034	NASSAU

Full Service	✓3439683	KINGS BAY BRANCH	120 KINGS BAY ROAD	SAINT MARYS	GA	31558	CAMDEN
Full Service (Head Office)	1013735	PEOPLES STATE BANK & TRUST	72 EAST PARKER STREET	BAXLEY	GA	31513	APPLING
Full Service (Head Office)	882130	PINELAND STATE BANK	257 NORTH BROAD STREET	METTER	GA	30439	CANDLER
Full Service	✓454836	COBBTOWN BRANCH	36685 HIGHWAY 23	COBBTOWN	GA	30420	TATTNALL
Full Service	✓2723527	LANIER STREET FACILITY	200 LANIER STREET	METTER	GA	30439	CANDLER