

Board of Governors of the Federal Reserve System

**REVISED**

**RECEIVED**  
 JUN 02 2015  
 By: *D. Jones*



**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.

**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)

I, **Ronald L. Thigpen**

Name of the Holding Company Director and Official

**President and COO**

Title of the Holding Company Director and Official

**Reporter's Name, Street, and Mailing Address**

**Southeastern Bank Financial Corporation**

Legal Title of Holding Company

**P O Box 15367**

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

**Augusta GA 30919**

City State Zip Code

**3530 Wheeler Road**

Physical Location (if different from mailing address)

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.

**Person to whom questions about this report should be directed:**

**Nancy Sheahan Accounting Officer**

Name Title

**706-739-1363**

Area Code / Phone Number / Extension

**706-739-1359**

Area Code / FAX Number

**nsheahan@georgiabankandtrust.com**

E-mail 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.*

*Ronald L. Thigpen*

Signature of Holding Company Director and Official

*3/23/2015*

Date of Signature

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

**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 1938865  
 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

## 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

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

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 State Zip Code

Physical Location (if different from mailing address)

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City State Zip Code

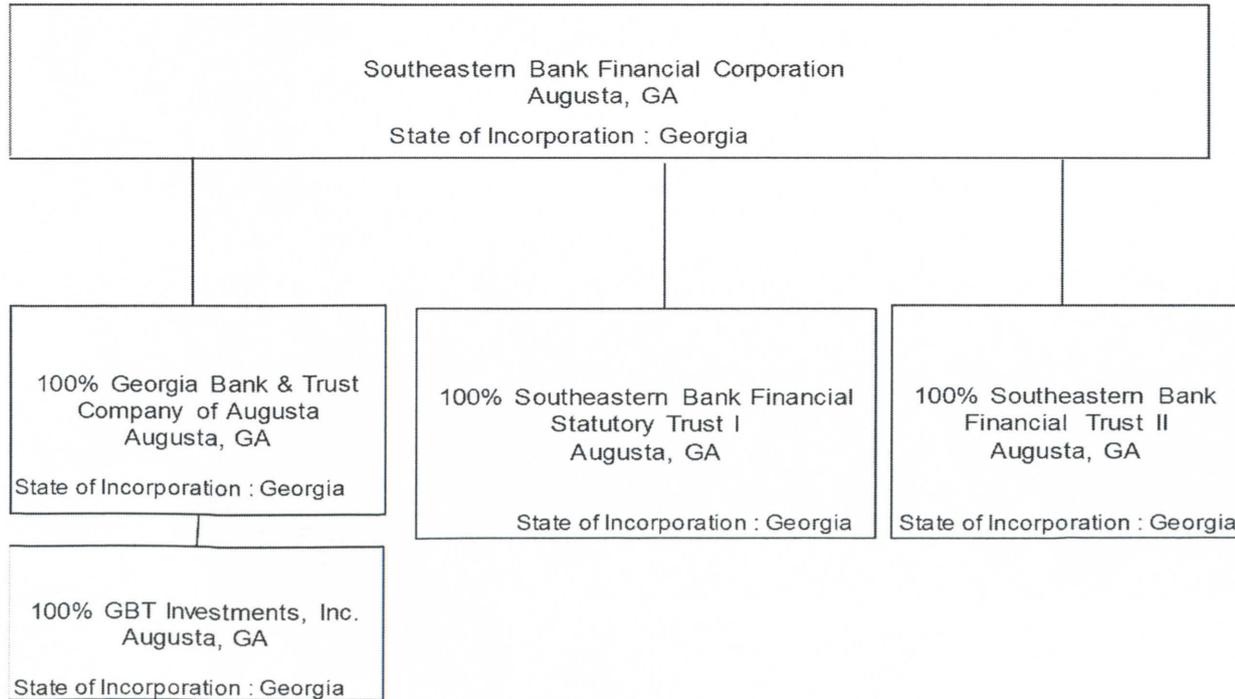
Physical Location (if different from mailing address)

Form FR Y-6  
SOUTHEASTERN BANK FINANCIAL CORPORATION  
Augusta, Georgia  
Fiscal Year Ending December 31, 2014

Report Item

Item 1: Annual Report to Shareholders  
Form 10-K filed with the Securities and Exchange Commission

Item 2a: Organization Chart



Results: A list of branches for your depository institution: GEORGIA BANK & TRUST COMPANY OF AUGUSTA (ID\_RSSD: 1402610). This depository institution is held by SOUTHEASTERN BANK FINANCIAL CORPORATION (1938865) of AUGUSTA, GA. 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)	1402610	GEORGIA BANK & TRUST COMPANY OF AUGUSTA	3530 WHEELER RD	AUGUSTA	GA	30909	RICHMOND	UNITED STATES	40359		GEORGIA BANK & TRUST COMPANY OF AUGUSTA	1402610	
OK		Full Service	3296028	COTTON EXCHANGE BRANCH OFFICE	32 EIGHTH STREET	AUGUSTA	GA	30901	RICHMOND	UNITED STATES	432612		GEORGIA BANK & TRUST COMPANY OF AUGUSTA	1402610	
OK		Full Service	3030996	FURY'S FERRY BRANCH OFFICE	409 FURY'S FERRY ROAD	AUGUSTA	GA	30907	COLUMBIA	UNITED STATES	360422		GEORGIA BANK & TRUST COMPANY OF AUGUSTA	1402610	
OK		Full Service	2005483	MEDICAL CENTER OFFICE	1530 WALTON WAY	AUGUSTA	GA	30904	RICHMOND	UNITED STATES	262301		GEORGIA BANK & TRUST COMPANY OF AUGUSTA	1402610	
OK		Full Service	1914663	SOUTHSIDE OFFICE	3111 PEACH ORCHARD RD	AUGUSTA	GA	30906	RICHMOND	UNITED STATES	262300		GEORGIA BANK & TRUST COMPANY OF AUGUSTA	1402610	
OK		Full Service	2372822	WASHINGTON ROAD OFFICE	3133 WASHINGTON ROAD	AUGUSTA	GA	30907	RICHMOND	UNITED STATES	262304		GEORGIA BANK & TRUST COMPANY OF AUGUSTA	1402610	
OK		Full Service	3628722	EVANS EXPRESS BRANCH OFFICE	4440 WASHINGTON ROAD	EVANS	GA	30809	COLUMBIA	UNITED STATES	465215	11	GEORGIA BANK & TRUST COMPANY OF AUGUSTA	1402610	
OK		Full Service	2253882	EVANS OFFICE	627 RONALD REAGAN DRIVE	EVANS	GA	30809	COLUMBIA	UNITED STATES	262303	5	GEORGIA BANK & TRUST COMPANY OF AUGUSTA	1402610	
OK		Full Service	350871	MARTINEZ OFFICE	4109 COLUMBIA ROAD	MARTINEZ	GA	30907	COLUMBIA	UNITED STATES	32669	3	GEORGIA BANK & TRUST COMPANY OF AUGUSTA	1402610	
OK		Full Service	3454510	LAURENS STREET BRANCH	149 LAURENS STREET, NW	AIKEN	SC	29801	AIKEN	UNITED STATES	446181	12	GEORGIA BANK & TRUST COMPANY OF AUGUSTA	1402610	
OK		Full Service	4162018	SOUTH AIKEN BRANCH	149 LAURENS STREET NW	AIKEN	SC	29801	AIKEN	UNITED STATES	520225	14	GEORGIA BANK & TRUST COMPANY OF AUGUSTA	1402610	
OK		Full Service	4162009	NORTH AUGUSTA BRANCH	336 GEORGIA AVE	NORTH AUGUSTA	SC	29841	AIKEN	UNITED STATES	492597	13	GEORGIA BANK & TRUST COMPANY OF AUGUSTA	1402610	

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Report Item 3: Shareholders

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

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-14			Shareholders not listed in (3)(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-14		
(1)(a) Name (City, State/Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name (City, State/Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of voting Securities
Robert W. Pollard, Jr. (including family members and Pollard Land Company) Appling, Georgia/USA	USA	566,910– 8.41% Common Stock	None		
R. Daniel Blanton (including family members) Augusta, Georgia/USA	USA	552,357– 8.19% Common Stock			
Levi A. Pollard (including family members) Appling, Georgia/USA	USA	491,023 – 7.28% Common Stock			
RWP, Sr. Enterprises, LLLP Appling, Georgia/USA	USA	1,017,742 – 15.09% Common Stock			

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Report Item 4: Insiders

(1) (2) (3)(a)(b)(c) and (4)(a)(b)(c)

(1) Names (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (including names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
William J. Badger Evans, GA/USA	Lumber Company President	Director	Director, Georgia Bank & Trust Co.	President, Howard Lumber Co.	1.46%	N/A	Howard Lumber Co. 100% Augusta Sash & Door Co. 100%
R. Daniel Blanton Augusta, GA/USA	N/A	Director, CEO	Director, CEO, Georgia Bank & Trust Co.	N/A	8.19%	N/A	N/A
Warren A. Daniel Augusta, GA/USA	Insurance	Director	Director, Georgia Bank & Trust Co.	Financial Representative, The Northwestern Mutual Financial Network;	0.84%	N/A	
Edward G. Meybohm Augusta, GA/USA	Realtor		Vice Chairman of the Board, Georgia Bank & Trust Co. Corporate Secretary	President, Meybohm Realty, Inc.; President, Meybohm Realtors LLC; Partner, Riverwood Land LLC; Partner, Meybohm Commercial Properties LLC; Partner, Silver Bluff, LLC; Partner, Champions Retreat Golf Founders, LLC; Partner, MMD, LLC; Partner, Champions Retreat Golf Management, LLC;	4.37%	N/A	Meybohm Realty, Inc. 100% Meybohm Realtors, LLC 60% Riverwood Land, LLC 50% Meybohm Commercial Properties, LLC 100% Silver Bluff, LLC 60% MMD, LLC 33 1/3% Champions Retreat Golf Management, LLC 50% Canterbury Farms LLC 33-1/3% Lot 14 Founders Village 33-1/3% CSRA Development, LLC 33-1/3% Arcadia Venture, LLC 40% CSRA Blue Sky, LLC 33-1/3%

(1) Names (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (including names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
				Founders Village; Partner, CSRA Development, LLC; Partner, Arcadia Venture, LLC; Partner, CSRA Blue Sky, LLC; Partner, Meybohm Development Group Partner, Grovetown Center, LLC; Partner, Academy Center, LLC; Partner, Hidden Creek Equestrian, LLC; Partner, Champions Golf Properties, LLC; Partner, Edenfield Tract, LLC; Partner, Rhodes Farm, LLC Partner, Riverwood Towne Center, LLC Partner, Meybohm Riverwood, LLC Partner, Bridle Creek of Aiken, LLC Partner, Canterbury Farms, LLC Partner, Meybohm Scarborough Insurance, LLC Trustee, Lynn Meybohm Irrevocable Gift Trust Trustee, Edward G. Meybohm Sr. Irrevocable Gift Trust Partner, CSRA Blackstone Partner, Riverwood PME, LLC Partner, Kiokee Creek Preservation ,LLC			Meybohm Development Group 50% Grovetown Center, LLC 50%; Academy Center, LLC 50%; Champions Golf Properties, LLC 38%; Edenfield Tract, LLC 100%; Rhodes Farm, LLC 33 1/3% Riverwood Towne Center, LLC 50% Meybohm Riverwood, LLC 100% Meybohm Scarborough Insurance, LLC 10% CSRA Blackstone 33- 1/3%:

(1) Names (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (including names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Robert W. Pollard, Jr. Appling, GA/USA	Lumber Company President	Chairman of the Board	Director, Georgia Bank & Trust Co.	President & Board Chairman, Pollard Lumber Co; President & Board Chairman, Pollard Land Co. Inc.; EVP, Riverwood Land LLC; Director, Tomberlin Auto Group Director, Champions Retreat Golf Founders Director, Nebra Health	8.41%	N/A	Riverwood Land LLC 50% Champions Retreat Golf Founders 50%
Randolph R. Smith, MD Augusta, GA/USA	Physician	Director	Director, Chairman Georgia Bank & Trust Co.	Partner, Augusta Plastic Surgery Assoc. PC	4.84%	N/A	N/A
Ronald L. Thigpen Augusta, GA/USA	N/A	Director, President & COO	Director, President & COO, Georgia Bank & Trust Co.; Administrator, Southeastern Bank Financial Statutory Trust I & Southeastern Bank Financial Trust II	N/A	1.04%	N/A	N/A
Darrell R. Rains Aiken, South Carolina/USA	N/A	Group VP & CFO	Group VP & CFO	N/A	0.39%	N/A	N/A
Larry S. Prather, Sr. Harlem, Georgia/USA	Construction	Director	Director, Georgia Bank & Trust Co.	Owner, Prather Construction; Euchee Creek Dev. Treasurer; Walker Hill LLC; Partner Bridle Creek of Aiken, LLC	0.76%	N/A	Prather Construction Inc. 100%; Walker Hill LLC 50%; Bridle Creek, LLC 25%
John W. Trulock, Jr. Augusta, GA/USA	Insurance	Director	Director, Georgia Bank & Trust Co.	Partner, ECP Benefits, LLC	0.06%	N/A	N/A
Levi A. Pollard, V Appling, GA/USA	Lumber Company	N/A	N/A	Executive Vice President, Pollard Lumber Co.	7.28%	N/A	Pollard Lumber Co. 30% Pollard Land Co. 30%

(1) Names (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (including names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
RWP, Sr. Enterprises, LLLP Appling, GA/USA	N/A	N/A	N/A	N/A	15.09%	N/A	N/A
Patrick Cunning Aiken, South Carolina/USA	Real Estate Developer	Director	Advisory Board Member, Southern Bank and Trust	CEO, Sidewood Development	0.14%	N/A	ARC Properties 33%