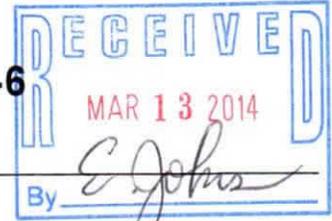


Board of Governors of the Federal Reserve System



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, 2013

Month / Day / Year

I, John D. Adams

Reporter's Name, Street, and Mailing Address

Southern Independent Bancshares, Inc.

Name of the Holding Company Director and Official

Chief Financial Officer

Legal Title of Holding Company

P O Box 307

Title of the Holding Company Director and Official

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

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.

Opp	AL	36467
City	State	Zip Code

503 North Main Street, Opp, AL 36467

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:

John D Adams Chief Financial Officer

Name Title

334-493-2265

Area Code / Phone Number / Extension

334-493-2273

Area Code / FAX Number

jadams@southernindependentbank.com

E-mail Address

www.southernindependentbank.com

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

Signature of Holding Company Director and Official

03/06/2014

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 4297527
 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)

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City State Zip Code

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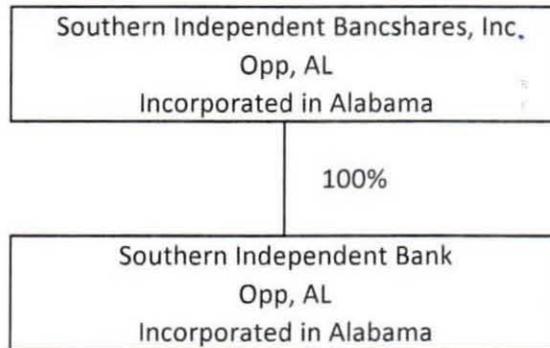
City State Zip Code

Physical location (if different from mailing address)

Form FR Y-6
Southern Independent Bancshares, Inc
Opp, AL
Fiscal Year Ending December 31, 2013

1: See attachments for annual reports (audited financial statements for the year 2013).

2(a): Organizational Chart



2(b): See attachment for Branch Verification.

Results: A list of branches for your BHC: SOUTHERN INDEPENDENT BANCSHARES, INC. (4297527) of OPP, AL.
 The data are as of 12/31/2013. Data reflects information that was received and processed through 02/24/2014.

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)	3531176	SOUTHERN INDEPENDENT BANK	503 NORTH MAIN STREET	OPP	AL	36467	COVINGTON	UNITED STATES	447334	0	SOUTHERN INDEPENDENT BANK	3531176	
OK		Full Service	3531185	ANDALUSIA BRANCH	1417 DR. MLK JR EXPRESSWAY	ANDALUSIA	AL	36420	COVINGTON	UNITED STATES	457600	1	SOUTHERN INDEPENDENT BANK	3531176	

Form FR Y-6
Southern Independent Bancshares, Inc
Opp, AL
Fiscal Year Ending December 31, 2013

Report Item 3: Securities Holders

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

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2013			Securities holders not listed in 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-2013		
(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
Estate of Ferris P Youmans Opp, AL	USA	33,085 - 2.7% Common Stock (a)	None		
Donna Youmans Opp, AL	USA	21,559 - 1.8% Common Stock (a)			
Spencer Youmans Opp, AL	USA	5,329 - .4% Common Stock (a)			
Oak Management Opp, AL	USA	20,000 - 1.6% Common Stock (b)			
Oak Investments Opp, AL	USA	17,339 - 1.4% Common Stock (b)			
Maru Murphy Trust Opp, AL	USA	1,122 - 0.09% Common Stock (a) (c)			

(a) Family group of Ferris P. Youmans, deceased.

(b) Estate of Ferris P. Youmans votes these shares.

(c) Renee Anderson (Ferris P Youmans's amd Maru Murphy's sister) is trustee of the Maru Murphy Trust

Form FR Y-6
Southern Independent Bancshares, Inc
Opp, AL
Fiscal Year Ending December 31, 2013

Report Item 4: Insiders

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

(1) Name 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 (Include Names of Subsidiaries)	(3)(c) Title & Position with Other Businesses (Including names of Other Businesses)	(4)(a) Percentage of Voting Securities in Bank Holding Company	(4)(b) Percentage of Voting Securities 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 of percentage of voting securities held)
Guy H Wilkes, JR Andalusia, AL	N/A	Director & CEO	Director & CEO (Southern Independent Bank)	N/A	0.004%	N/A	N/A
John D Adams Opp, AL	N/A	Director & CFO	Director & CFO (Southern Independent Bank)	N/A	0.16%	N/A	N/A
Robert S Boothe Opp, AL	Retired Veterinarian	Director	Director (Southern Independent Bank)	Sole Proprietor & Farmer	3.9%	N/A	N/A
Robert B Burkhardt Andalusia, AL	Dentist	Director	Director (Southern Independent Bank)	Owner (Andalusia Dental Group)	0.9%	N/A	N/A

Charles P Cope Andalusia, AL	Retired Insurance Executive	Director	Director (Southern Independent Bank)	N/A	0.8%	N/A	N/A
Olan Harden Andalusia, AL	Entrepreneur	Director	Director (Southern Independent Bank)	President (Harden Enterprises)	0.8%	N/A	N/A
Norma Hobson Andalusia, AL	Funeral Director	Director	Director (Southern Independent Bank)	President (Forman Brown Funeral Home)	3.9%	N/A	N/A
Johnnie Jackson III Opp, AL	Car Dealer	Director	Director (Southern Independent Bank)	President (J.M. Jackson Chevrolet)	0.8%	N/A	N/A
Wesley Laird Opp, AL	Lawyer	Director	Director (Southern Independent Bank)	Partner (Laird Baker & Blackstock)	2.8%	N/A	N/A
Charles T Smith Floral, AL	Pharmacist	Director	Director (Southern Independent Bank)	President (Pharm-A- Care Pharmacy)	1.7%	N/A	N/A
Gary L Smith Andalusia, AL	CEO	Director	Director (Southern Independent Bank)	CEO (Power South)	2.1%	N/A	N/A
James H Tillman, JR Andalusia, AL	Optometrist	Director	Director (Southern Independent Bank)	Owner (Andalusia Eye Clinic)	1.2%	N/A	N/A
Estate of Ferris P Youmans	Deceased	Director	Director		5.9%		

Opp, AL (a) (b)			(Southern Independent Bank)			N/A	N/A
Spencer Youmans Opp ,AL (a)	Student	N/A	N/A	N/A	0.4%	N/A	N/A
Donna Youmans Opp, AL (a)(c)	House Wife & Private Investor	N/A	N/A	N/A	1.8%	N/A	N/A

(a) Family of Ferris P Youmans and Donna Youmans

(b) Includes shares owned by Oak Investments and Oak Management and shares in M. Murphy Trust that are voted by The Estate of Ferris P Youmans

(c) Executor of the Estate of Ferris P. Youmans