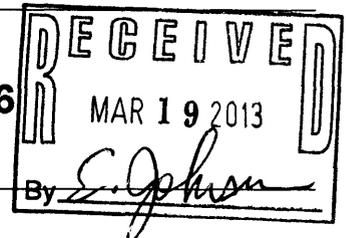


Board of Governors of the Federal Reserve System



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, 2012

Month / Day / Year

I, Stephen W. Whatley

Name of the Holding Company Director and Official

President and CEO

Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

Southern States Bancshares, Inc.

Legal Title of Holding Company

PO Box 8370

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

Anniston AL 36202

City State Zip Code

615 Quintard Ave

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:

Kristin Harville Compliance Officer

Name Title

256-241-5518

Area Code / Phone Number / Extension

256-241-5615

Area Code / FAX Number

kharville@southernstatesbank.net

E-mail Address

www.southernstatesbank.net

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

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

[Signature]

Date of Signature

3/13/2013

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 3818381

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:

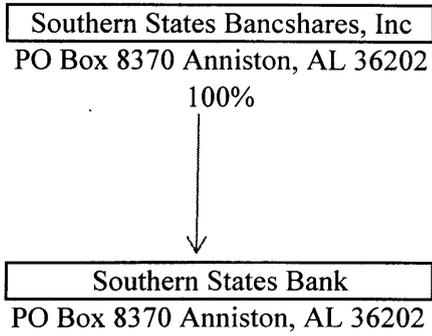
In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.

The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

Revised 5-15-13

Item 2a



* All incorporated in Alabama

Item 2b

No Change
Submitted Early Via Email

Results: A list of branches for your holding company: SOUTHERN STATES BANCSHARES, INC. (3818381) of ANNISTON, AL. The data are as of 12/31/2012. Data reflects information that was received and processed through 02/24/2013.

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.

ok

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code
ok		Full Service (Head Office)	3629420	SOUTHERN STATES BANK	615 QUINTARD AVENUE	ANNISTON	AL	36201
ok		Full Service	3719264	OVERLOOK OFFICE PARK BRANCH	7 OFFICE PARK CIRCLE	BIRMINGHAM	AL	35223
ok		Full Service	3877799	FREDERICK ROAD BRANCH	2601 FREDERICK ROAD	OPELIKA	AL	36801
ok		Full Service	4408435	SYLACAUGA BRANCH	101 WEST FORT WILLIAMS STREET	SYLACAUGA	AL	35150

te column.

County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
CALHOUN	UNITED STATES	456290	0	SOUTHERN STATES BANK	3629420	
JEFFERSON	UNITED STATES	478481	2	SOUTHERN STATES BANK	3629420	
LEE	UNITED STATES	489408	3	SOUTHERN STATES BANK	3629420	
TALLADEGA	UNITED STATES	Not Required	Not Required	SOUTHERN STATES BANK	3629420	

Report Item 3

Name City, State	Country	Number and Percentage of Each Class of Voting Securities
STARBOARD FUND FOR NEW BANCS LP Chicago, Il	USA	300,000 9.41% Common Stock
STEPHEN W. WHATLEY Anniston, AL ✓	USA	250,000 7.84% Common Stock

3.2 - N/A

Report Item 4

Name, City, State, Country	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries (include names of other businesses)	Title & Position with Other Businesses (include names of other businesses)	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	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)
J. Henry Smith Anniston, AL USA	Interstate Sheet Metal Co. Inc.	Director	Director	President /Owner Interstate Sheet Metal Co., Inc.	*	None	Interstate Sheet Metal Co., Inc. 100%
Robert F. Davie Anniston, AL USA	Davie's School Supply, Inc.	Director	Director	President, Davie's School Supply, Inc.	*	None	Davie's School Supply, Inc 100%
Brent David Hilton Mountain Brook, AL USA	Burr & Forman, LLP	Director	Director	Partner, Burr & Foreman LLP	*	None	Burr & Foreman .70684%
Brian Stacy Holmes Munford, Alabama USA	Holmes II Excavation, Inc	Director	Director	President, Holmes II Excavation, Inc	3.45%	None	Holmes II Excavation, Inc 100%
Jimmy Alan LaFoy Gulf Shores, AL USA	LaFoy & Associates, CPA, PC	Director	Director	President LaFoy & Associates, CPA, PC	*	None	LaFoy & Associates, CPA, PC 100%
Jay Florey Pumroy Oxford, AL USA	Wilson, Dillon, Pumroy & James, LLC	Director	Director, Chairman	Partner, Wilson, Dillon, Pumroy & James, LLC	3.33%	None	Wilson, Dillon, Pumroy & James, LLC 60%

Stephen Woods Whatley Anniston, AL USA	N/A	Director	Director, President and CEO	N/A	7.84%	None	None
Lucinda Cannon Opelika, AL USA	Cannon Investments	Director	Director	Owner, Cannon Investments	*	None	None
Henry Turner Birmingham, AL USA	Consultant	Director	Director	Executive Consultant, MDBA Business Center of Alabama	*	None	None

* Indicates that the percentage of shares beneficially does not exceed 1%