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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)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). 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. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

I, Brad E. Barber	
Name of the Holding Company Director and Offi	cial
Chief Executive Officer	
Title of the Holding Company Director and Offici	al

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.

METL	E-mail Address
Signature of Holding Company Director and Official	n/a
03/08/2017	Address (URL) for the H
Date of Signature	
For holding companies <u>not</u> registered with the SEC– Indicate status of Annual Report to Shareholders:	Is confidential trea of this report sub
 ☐ is included with the FR Y-6 report ☑ will be sent under separate cover 	In accordance with (check only one),
is not prepared	1. a letter justify with the repo
For Federal Reserve Bank Use Only	2. a letter justify separately
RSSD ID 3232361	NOTE: Information
C.I.	requested i as "confide

This report form is to be filed by all top-tier bank holding companies, top-tier savings and loan holding companies, and U.S. intermediate 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, 2016

Month / Day / Year

n/a

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address

Bainbridge Bancshares, Inc.

Legal Title of Holding Co	mpany	
PO Box 10		
(Mailing Address of the H	olding Company) Street /	P.O. Box
Bainbridge	GA	39818
City	State	Zip Code
819 E Shotwell St	, Bainbridge, Ga 3	39819

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Donna H Kelley	CFO
Name	Title
229-246-3131	
Area Code / Phone Number / Extension	
229-246-7474	
Area Code / FAX Number	
dkelley@fnbdc.com	
E-mail Address	
n/a	

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

Is confidential treatment requested for any portion of this report submission?	0=No 1=Yes 0
In accordance with the General Instructions for this (check only one),	report
 a letter justifying this request is being provide with the report 	
2. a letter justifying this request has been provide separately	
NOTE: Information for which confidential treatment i requested must be provided separately and la as "confidential."	

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.50 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

Form FR Y-6

Bainbridge Bancshares, Inc. Bainbridge, Georgia Fiscal Year Ending December 31, 2016

Report Item 2a

- 1. The bank holding company prepares an annual report for its shareholders. Will be sent under separate cover once prepared.
- 2. Organizational Chart



Results: A list of branches for your depository institution: FIRST NATIONAL BANK OF DECATUR COUNTY (ID_RSSD: 3232370). This depository institution is held by BAINBRIDGE BANCSHARES, INC. (3232361) of BAINBRIDGE, GA. The data are as of 12/31/2016. Data reflects information that was received and processed through 01/10/2017.

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
		Full Service (Head Office)	3232370	FIRST NATIONAL BANK OF DECATUR COUNTY	819 EAST SHOTWELL STREET	BAINBRIDGE	GA	39819	DECATUR	UNITED STATES	419971	0	FIRST NATIONAL BANK OF DECATUR COUNTY	3232370	J
		Full Service	116732	CAIRO BRANCH	600 NORTH BROAD	CAIRO	GA	39828	GRADY	UNITED STATES	Not Required	Not Required	FIRST NATIONAL BANK OF DECATUR COUNTY	3232370	J

Form FR Y-6 Bainbridge Bancshares, Inc. Fiscal Year Ending December 31, 2016

Report Item 3: Shareholders Part 1

William R. Cox, Sr., Bainbridge, GA 39819 United States of America 100,393 shares 10.562%

E. Dewey Robinson, Bainbridge, GA 39817 United States of America 78,331 shares 8.241%

Winston Brock, Bainbridge, GA. 39819 United States of America 70,541 Shares 7.421%

Greg Calhoun, Bainbridge, GA. 39817 United States of America 56,875 Shares 5.984%

Terril Scott, Bainbridge, GA. 39817 United States of America 56,250 Shares 5.918%

Form FR Y-6 Bainbridge Bancshares, Inc. Fiscal Year Ending December 31, 2016

Report Item 4: Insiders

Name & Address	Principal Occupation if	Title & Position with	Title & Position with	Title & Position with	Percentage of Voting shares	Percentage of Voting shares	List names of other companies if
	other than with Bank Holding Co.	Bank Holding Company	Subsidiaries	other Businesses	in Bank Holding Co.	in Subsidiaries	25% or more of voting securities are held.
Charles Whittaker Bainbridge, GA	CPA Dowdy & Whittaker	Director, Chairman & Treasurer	Director & Chairman of First National Bank of Decatur County	Partner - Dowdy & Whittaker, CPA Chairman - Southern Fidelity Holding, LLC Chairman – Southern Fidelity Managing Agency, LLC. Chairman – SFPC Holding, LLC Chairman – Southern Fidelity Risk Managers, LLC Chairman & CFO-Southwind Pest & Termite, LLC Secretary/Treas- Satyr, Inc.	3.145%	None	Dowdy & Whittaker CPA – 50% ATS Partners, LLC – 50% S&W Land Holdings 50%
Tracy Dixon Bainbridge, GA	N/A	Director	Director	Retired	1.109%	None	N/A
Roger Mills Colquitt, GA	Orthodontist	Director & Secretary	Director of First National Bank of Decatur County	President Roger L. Mills DMD President Moultrie Orthodontics	1.929%	None	Roger L. Mills, DMD – 100% Moultrie Orthodontics – 50%

Part 2

None

Name &	Principal	Title &	Title &	Title &	Percentage of	Percentage of	List names of
Address	Occupation if other than with	Position with Bank Holding	Position with Subsidiaries	Position with other	Voting shares in Bank	Voting shares in Subsidiaries	other companies if 25% or more of
	Bank Holding Co.	Company		Businesses	Holding Co.		voting securities are held.
Winston Brock Bainbridge, GA	Pharmacist	Director & Asst. Secretary	Director of First National Bank of Decatur County	Officer W.B. Drugs, Inc	7.421%	None	None
Edgar Robinson Bainbridge, GA	Consumer Lending	Director	Director of First National Bank of Decatur County	President Peoples Loan Service, Inc.	<1%	None	Peoples Loan Service 50%
John Dowdy Bainbridge, GA	Certified Public Accountant Dowdy & Whittaker	Director & Asst. Secretary	N/A	Partner - Dowdy & Whittaker Director – Southern Fidelity Holding, LLC. Director – Southern Fidelity Managing Agency, LLC Director- MHG, Inc	1.878%	None	Dowdy & Whittaker CPA 50%

Name & Address	Principal Occupation if	Title & Position with	Title & Position with	Title & Position with	Percentage of Voting shares	Percentage of Voting shares	List names of other companies if
	other than with Bank Holding Co.	Bank Holding Company	Subsidiaries	other Businesses	in Bank Holding Co.	in Subsidiaries	25% or more of voting securities are held.
Richard F. Ivey Bainbridge, GA	Retired	Director	Director of First National Bank of Decatur County	Director – Meredian Holding Group Funeral Director- Ivey Funeral Home, Inc.	<1%	None	None
Roy Adams Bainbridge, GA	Construction / Farmer	Director & Asst. Secretary & Chair of ALCO Committee	Director of First National Bank of Decatur County	President – Adams Const., Partner – Adams Bros Farm	2.709%	None	Adams Bros Const – 50% Adams Bros Farms – 50%
William H. Allen Bainbridge, GA	President of Printing Co	Director	N/A	President of Seaborn Printing Co	1.512%	None	Seaborn Printing Company 100%
Butch Yarbrough Bainbridge, GA	Farmer	Director	Director of First National Bank of Decatur County	President Yarbrough Farms	1.753%	None	Yarbrough Farms 50%

Name & Address	Principal Occupation if	Title & Position with	Title & Position with	Title & Position with	Percentage of Voting shares	Percentage of Voting shares	List names of other companies if
Address	other than with	Bank Holding	Subsidiaries	other	in Bank	in Subsidiaries	25% or more of
	Bank Holding	Company	Subsidiaries	Businesses	Holding Co.	III Substataties	voting securities
	Co.	Company		Dusiliesses	filling Co.		are held.
Mark H. Burkett Donalsonville GA	Owner/Manager	Director	N/A	Partner - Killarney Farms Partnership, Chairman – American Peanut Growers Group, LLC, Director – Southern States, Inc. Director – Cloverleaf Gin and	1.315%	None	killarney Farms Partnership 75%, Killarney Cattle Inc 100%, Killarney Farms Inc 100%, Killarney Aviation Inc 100%, Howard's Mill LP 100%, KFS Realty Group 100%, Killarney Farm Supply 100% Broome and Burkett Farms, Inc 100%
				Warehouse			
Greg Calhoun Colquitt, GA	Farmer	Director	Director of First National Bank of Decatur County	President – Circle C Farms, GC Sprayer Ser. Inc., GC Housing, Inc., GC Peanut Co. LLC, Board Member American Peanut Growers, Board Member – Miller Co Gin, Director – MHG, Inc.	5.984%	None	Circle C Farms, Inc 90%, GC Sprayer Ser Inc 100%, GC Housing, Inc 100% GC Peanut Co. LLC 100% Circle C Cattle Co. LLC 100%

Name &	Principal	Title &	Title &	Title &	Percentage of	Percentage of	List names of
Address	Occupation if other than with Bank Holding Co.	Position with Bank Holding Company	Position with Subsidiaries	Position with other Businesses	Voting shares in Bank Holding Co.	Voting shares in Subsidiaries	other companies if 25% or more of voting securities are held.
Landin Marzolf Bainbridge, GA	Chiropractor	Director	First National Bank of Decatur County	President – L & K Chiropractic Services LLC	<1%	None	L & K Chiropractic Services, LLC 100%
Timmy Hiers Bainbridge, GA	Ag Pro Dealer	Director	Director of First National Bank of Decatur County	Co-Owner Ag- Pro, LLC, Vice-President Ag –Pro Real Estate Investment LLC, Owner Sapp & Hiers Farms.	<1%	None	Sapp & Hiers Farms 50% Ag –Pro Real Estate Investment LLC 30%
Jack H. Mills Donalsonville, GA	Pharmacist	Director	N/A	Owner / Pharmacist Roberts Pharmacy	1.753%	None	Roberts Pharmacy 100%, Donalsonville Tri- State Home Medical 100%
Donald Barber Bainbridge, GA	Manager Fertilizer Plant	Director	Director of First National Bank of Decatur County	President - Barber Fertilizer Co. Director SOWEGA Cotton	3.068%	None	R & D Farms 50%

Name & Address	Principal Occupation if other than with Bank Holding Co.	Title & Position with Bank Holding Company	Title & Position with Subsidiaries	Title & Position with other Businesses	Percentage of Voting shares in Bank Holding Co.	Percentage of Voting shares in Subsidiaries	List names of other companies if 25% or more of voting securities are held.
Tim Smith Bainbridge, GA	Insurance	Director	Director of First National Bank of Decatur County,	President/ CEO - Tim Smith & Associates, Inc. President/ CEO - Tim Smith Properties, Inc. President/ CEO – Southwind Plantation Director – Southern Fidelity Holding, LLC. Director – Southern Fidelity Managing Agency, LLC President- Triple T Oil Company Southwind Pest & Termite	3.507%	None	Tim Smith & Associates, Inc. – 100% Tim Smith Properties, Inc. – 100% Southwind Plantation -100% Triple T Oil Co - 100% Triple T Investments, LLC-100%

Occupation if other than with Bank Holding	Position with Bank Holding	Position with	Position with	Voting shares	Voting shares	other companies if
Co.	Company	Subsidiaries	other Businesses	in Bank Holding Co.	in Subsidiaries	25% or more of voting securities are held.
General Contactor	Director	N/A	Managing Member of Construction CGM	1.815%	None	Construction CGM 20\$ Member
Farmer	Director	N/A	Partner L&W Farms, Shareholder SOWEGA Cotton, Shareholder SF Farms, Shareholder T&L Farms, Partner Scott Farms, Shareholder APGG	5.918%	None	T&L Farms 100%, Spring Creek Cooler 100%, Spring Creek Produce 100% Terril Scott Properties 100% T&S Equipment Leasing, LLC 100%,
N/A	President & Director	Director & President of First National Bank of Decatur County	N/A	<1%	None	N/A
N/A	CFO & Asst. Secretary	CFO, Secretary & Vice President of First National Bank of	N/A	<1%	None	N/A
_	Contactor Farmer N/A N/A	ContactorFarmerDirectorFarmerN/APresident & DirectorN/APresident & DirectorN/ACFO & Asst.	ContactorDirectorN/AFarmerDirectorN/AN/APresidentHereitanN/APresidentDirector & President of First National Bank of Decatur CountyN/ACFO & Asst. SecretaryCFO, Secretary & Vice President of First National Bank of Decatur County	ContactorMember of Construction CGMFarmerDirectorN/APartner L&W Farms, Shareholder SOWEGA Cotton, Shareholder SF Farms, Shareholder T&L Farms, Partner Scott Farms, Shareholder APGGN/APresident & DirectorDirector & First National Bank of Decatur CountyN/AN/ACFO & Asst. SecretaryCFO & & Vice President of First NationalN/A	ContactorMember of Construction CGMFarmerDirectorN/APartner L&W Farms, Shareholder SOWEGA Cotton, Shareholder SF Farms, Shareholder SF Farms, Shareholder Shareholder SF Farms, Shareholder ACotton, Shareholder Shareholder Shareholder Shareholder APGG5.918%N/APresident & DirectorN/ASowEGA SowEGA Cotton, Shareholder Shareholder Shareholder APGG5.918%N/APresident & DirectorN/ASowEGA SowEGA Cotton, Shareholder Shareholder APGGSowEGA SowEGA Cotton, Shareholder APGGSowEGA SowEGA Shareholder SowEGA Shareholder APGGN/APresident & DirectorDirector & President of First National Bank of Decatur CountyN/A<1%	ContactorMember of Construction CGMFarmerDirectorN/APartner L&W Farms, Shareholder SOWEGA Cotton, Shareholder SF Farms, Shareholder SF Farms, Shareholder T&L Farms, Partner Scott Farms, Shareholder APGGNoneN/APresident & DirectorDirector & President of First National Bank of Decatur CountyN/A<1%

Name & Address Brad E. Barber	Principal Occupation if other than with Bank Holding Co. CEO	Title & Position with Bank Holding Company CEO &	Title & Position with Subsidiaries	Title & Position with other Businesses N/A	Percentage of Voting shares in Bank Holding Co.	Percentage of Voting shares in Subsidiaries None	List names of other companies if 25% or more of voting securities are held. N/A
Bainbridge, GA		Director	Director of First National Bank of Decatur County				
Ralph Powell, Jr Bainbridge, GA	Retired	Director	N/A	Director - Southern Fidelity, Director - Danimer Scientific, Director SWGA Ethanol, Director – Southern Fidelity Property & Casual	<1%	None	N/A
William R. Cox, Sr. Bainbridge, GA USA	Retired	None	None	Director – Southern Fidelity Holding LLC. Director – Southern Fidelity Managing Agency, LLC. President – WRC Enterprises, LLC. President- Richmond Hill Funeral Home Inc. President- Jake A Futch Funeral Home Inc. Vice President- Vining Ivy Hill Chapel, Inc.	10.562%	None	Richmond Hill Funeral Home – 99% Jake A. Futch Funeral Home Inc. – 100% Vining Ivy Hill Chapel, Inc. – 46%