

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, **Harold R. Reynolds**

Name of the Holding Company Director and Official

President & CEO

Title of the Holding Company Director and Official

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.

Signature of Holding Company Director and Official

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 _____
C.I. _____

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):

12/31/2017

Month / Day / Year

N/A

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

Reporter's Name, Street, and Mailing Address

BankSouth Holding Co.

Legal Title of Holding Company

PO Box 730

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

Greensboro

Georgia

30642

City

State

Zip Code

6340 Lake Oconee Pkwy., Greensboro, Ga. 30642

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

David Cowles

BankSouth EVP/COO

Name

Title

706-454-2444

Area Code / Phone Number / Extension

706-664-2841

Area Code / FAX Number

dcowles@banksouth.com

E-mail Address

No H/C Website. Banksite is www.banksouth.com

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 report (check only one),

1. a letter justifying this request is being provided along with the report

☐

2. a letter justifying this request has been provided separately ...

☐

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

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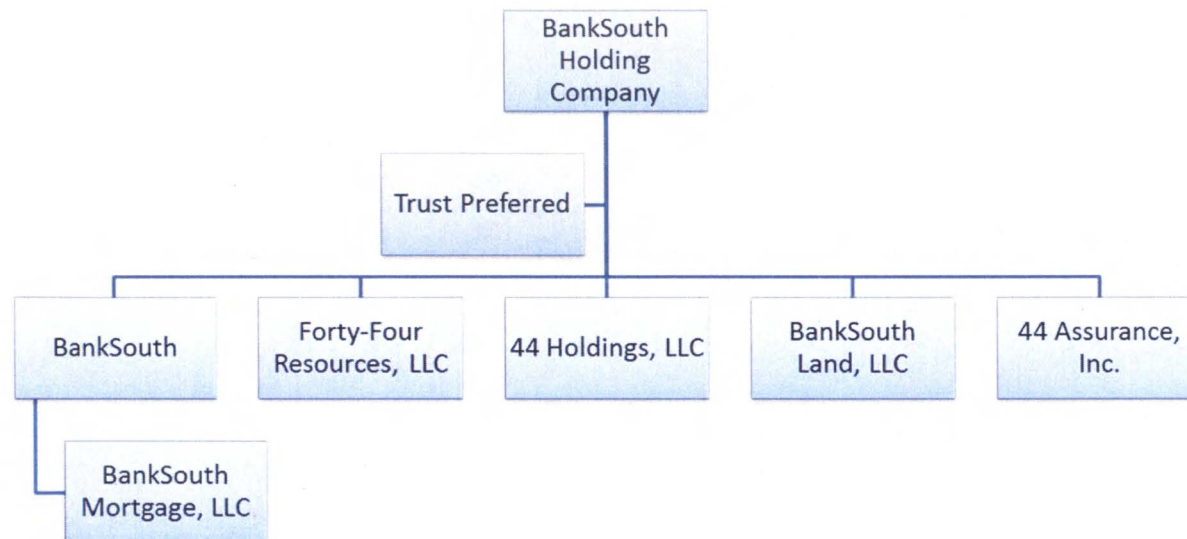
BankSouth Holding Company

Greensboro, Ga. 30642

Fiscal Year Ending December 31, 2017

REPORT ITEM

1. Audited financial statements are not available at this time. When complete, two copies will be forwarded to the Federal Reserve Bank of Atlanta.
2.
 - a. Org Chart - See Attached
 - b. Branch Listing:
Lake Oconee (Home Office), 6340 Lake Oconee Parkway, Greensboro, Greene, Georgia, 30642; Full Service
Greensboro Office, 200 North East Street, Greensboro, Greene, Georgia, 30642; Full Service
Watkinsville Office, 7911 Macon Highway, Watkinsville, Oconee, Georgia, 30677; Full Service
The Forum Office, 3290 Northside Pkwy., Suite 100, Atlanta, Georgia 30327; Full Service
Johnson Square Office, 18 West Bryan Street, Savannah, Georgia 31401; Full Service
Southside Savannah Office, 200 Stephenson Ave., , Suite 103, Savannah, Georgia 31405; Full Service
3. See Attached
4. See Attached



All Upstream Owners of LLC are Sole and Managing Members of the subsidiary.

FR Y-6 Item 2a. All entities are located at 6340 Lake Oconee Pkwy., Greensboro, Ga. 30642 with the exception of BankSouth Mortgage which is located at 3290 Northside Pkwy., Atlanta, Ga. 30327. All are 100% owned by the upstream entity and are incorporated in the State of Georgia. No companies under BankSouth Holding Company have LEI to report.

Form FR Y-6
BankSouth Holding Company
Fiscal Year Ending December 31, 2017

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 12-31-2016

Securities holders 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 12-31-2016

(1)(a) Name, City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities
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Marguerite McInteer Greensboro, GA, USA	USA	3959; 23.60%
Harold Reynolds Greensboro, GA, USA	USA	5423; 32.34%
James Reynolds IV Greensboro, GA, USA	USA	2669; 15.92%
Frances Strickland Greensboro, GA, USA	USA	2978; 17.76%

(2)(a) Name, City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
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N/A

Form FR Y-6

BankSouth Holding Company
Fiscal Year Ending December 31, 2017
Report Item 4: Insiders

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

(1) Name, City, State, Country	(2) Principal Occupation if other with Holding Comp: Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in 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)
Marguerite McInteer Greensboro GA, USA	N/A	Chairman	N/A	Jackson Quarter - Partner Ward Place - Partner Timber Ridge - Partner	23.60%	N/A	25% 25% 33%
Harold Reynolds Greensboro GA, USA	N/A	Director	44 Holdings-Chairman BankSouth Land - Chair 44 Assurance - Chair & Treas.	Reynolds Development Company-President Timber Ridge Properties, Inc.-Director Ward Place Partners, LLC-Managing Member Linger Longer Road Investors, LLC-Managing Member Vintage Land, LLC - Member Meadowcrest Construction, LLC-Member Soldiers Crossing, LLC-Managing Member Atkinson Development-Managing Member ReMur Properties, LLC-Managing Member	32.34%	N/A	50% 33% 25% 65% 50% 33% 100% 51% 100%
James Reynolds IV Greensboro GA, USA	N/A	N/A	N/A		15.92%	N/A	
Frances Strickland Greensboro GA, USA	N/A	Director & Secretary	N/A	Jackson Quarter - Partner Ward Place - Partner Timber Ridge - Partner	17.76%	N/A	25% 25% 33%

Form FR Y-6
BankSouth Holding Company
Fiscal Year Ending December 31, 2016

Report Item 4: Insiders

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

				(3)(c)			(4)(c)
				Title & Position			List names of
				with Other			other companies
				Businesses			(includes
				(include names			partnerships)
				of other			If 25% or more of
				businesses)			voting securities
							are held (List
							names of
(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	companies and
Name,	Principal	Title & Position	Title & Position	with Other	Percentage of	Percentage of	percentage of
City, State,	Occupation if other	with Holding	with Subsidiaries	(include names	Voting Shares in	Voting Shares in	voting securities
Country	with Holding Comps Company		(include names of	of other	Holding Company	(include names	held)
			subsidiaries	businesses)		of subsidiaries)	
James Reynolds III Greensboro GA, USA	N/A	Director and VP	N/A	Bent Tree, LLC-Single Member			100%
				Rooty Creek, LLC (Bent Tree, LLC			
				is Member)-Member			50%
				Cedar Ridge Properties, LLC			100%
				Flatrock Management, LLC-Managing Member			50%
				H & R Development, Inc.-President			60%
				Ironwood Family Holdings, LLC-Managing Member			50%
				*Flatrock, LLC (50% owned by Ironwood)			
				*Long Shoals, LLC (100% owned by Ironwood)			
				*Broadlands Drive, LLC (33 1/3% Owned by Ironwood)			
				*Parkside Main Investments, LLC (100% Ironwood)			
				Lake Oconee Land and Home, LLC-Managing Member			50%
				Meadowcrest Construction, LLC-Managing Member			33%
				Pinnacle Pointe Properties, LLC/GA			94%
				Rain Barrel Investments, LLC - Single Member			100%
				Carey Station, LLC (Rain Barrel is the Member)			50%
				Vintage Land, LLC-Managing Member			50%