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Report Type (Check only one.):

- 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)
- 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)
- 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

List of Other Managers Reporting for this Manager:
 [If there are no entries in this list, omit this section.]

| Form 13F File Number | Name |
|------------------------|-------|
| 28- ----- | ----- |
| [Repeat as necessary.] | |

FORM 13F
SUMMARY PAGE

Report Summary:

| | |
|---|--------------|
| Number of Other Included Managers: | 0 |
| | ----- |
| Form 13F Information Table Entry Total: | 447 |
| | ----- |
| Form 13F Information Table Value Total: | \$ 1,615,221 |
| | ----- |
| | (thousands) |

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

[If there are no entries in this list, state "NONE" and omit the column headings and list entries.]

| No. | Form 13F File Number | Name |
|------------|----------------------|---------------------------|
| 1 ----- | 28-1 ----- | Trust Department ----- |

[Repeat as necessary.]

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FORM 13F INFORMATION TABLE

| COLUMN 1 | COLUMN 2 | COLUMN 3 | COLUMN 4 | COLUMN 5 | | | COLUMN 6 |
|------------------------------|-------------------|-----------|--------------------|--------------------|------------|--------------|--------------------------|
| NAMES OF ISSUER | TITLE OF CLASS | CUSIP | VALUE [x\$1000] | SHRS OR PRN AMT | SH/ PRN | PUT/ CALL | INVESTMENT DISCRETION |
| Southern National Bank | Common | 78460M209 | 1,475,000 | 100,000 | SH | | Sole |