



Board of Governors of the Federal Reserve System



Annual Report of Bank 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)). 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 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). 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 Bank Holding Companies* must be signed by one director of the top-tier bank holding company. This individual should also be a senior official of the top-tier bank holding company. In the event that the top-tier bank 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 bank holding company's fiscal year-end):
December 31, 2011

Month / Day / Year

I, **Billy Mayhew**

Reporter's Name, Street, and Mailing Address

Thornton Holding Company

Name of the Bank Holding Company Director and Official

Legal Title of Bank Holding Company

Treasurer

6157 Fairburn Rd

Title of the Bank Holding Company Director and Official

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

attest that the *Annual Report of Bank Holding Companies* (including the supporting attachments) for this report date have 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.

Douglasville **GA** **30134**

City State Zip Code

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.

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Jimmy Harris **SVP DCBank**

Name Title

7709492500 300

Area Code / Phone Number / Extension

7709203199

Area Code / FAX Number

jimmy@dcbank.com

E-mail Address

Billy Mayhew Sec/Treas
Signature of Bank Holding Company Director and Official

www.dcbank.com

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

03/19/2012

Date of Signature

For bank 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.

1082852

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 Bank Holding Companies

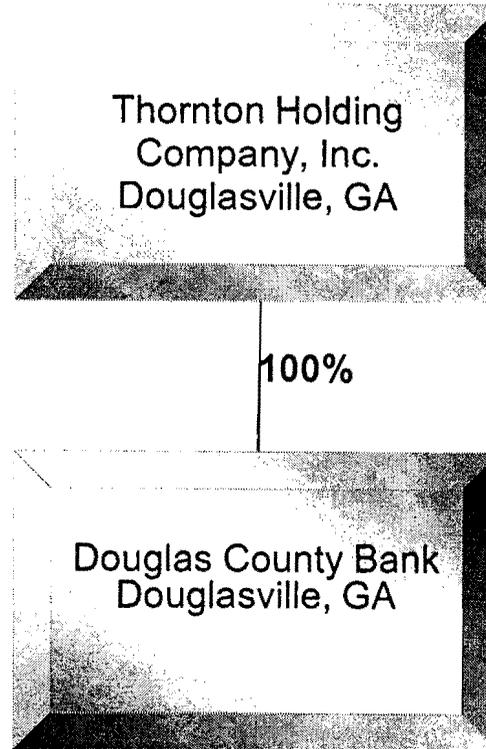
Top-tiered bank holding companies must list the names, mailing address, and physical locations of each of their subsidiary bank holding companies below.

<p>Legal Title of Subsidiary Bank Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical location (if different from mailing address)</p> <hr/>	<p>Legal Title of Subsidiary Bank Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical location (if different from mailing address)</p> <hr/>
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FRY-6 Report
Thornton Holding Company, Inc.
Fiscal Year Ending December 31, 2011

Report Item:	1	Not Registered with the SEC	See Attached Financials
		Annual Report to Shareholders	See Attached "Selected Consolidated Financial Data"
	2	Organizational Chart	See Attached
	3	Shareholders	See Attached
	4	Director & Officers	See Attached

Form FRY-6
Thornton Holding Company, Inc.
Douglasville, GA
Fiscal Year Ending December 31, 2011



Form FRY-6
 Thornton Holding Company, Inc.
 Fiscal Year Ending December 31, 2011

(1)[a] Name & Address (City, State, Country)	(1)[b] Country of Citizenship	(1)[c] Number and Percentage of Each Class of Voting Securities	(2)[a] Name & Address (City, State, Country)	(2)[b] Country of Citizenship	(2)[c] Number and Percentage of Each Class of Voting Securities
<p>[REDACTED]</p>	<p>[REDACTED]</p>	<p>[REDACTED]</p>	<p>None</p>	<p>None</p>	<p>None</p>
<p>Mary Marcia Belyeu Douglasville, Georgia 30134</p>	<p>USA</p>	<p>112,130 18.45%</p>			
<p>John William Thornton Douglasville, Georgia 30133</p>	<p>USA</p>	<p>49,085 8.08%</p>			

Form FRY-6
 Thornton Holding Company, Inc.
 Fiscal Year Ending December 31, 2011

(1) Name & Address (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 Douglas County Bank	(3) [c] Title & Position with Other Businesses	(4)[a] Percentage of Voting Shares in Bank Holding Company	(4) [b] Percentage of Voting Shares In Subsidiary	(4) [c] List names of companies owning 25% or more of Voting Securities
Marcia Belyeu Douglasville, Georgia	N/A	Vice President	Director	N/A	18.45%	N/A	N/A
John W. Thornton Douglasville, Georgia	Automobile Dealer	President/ CEO	Chairman	President Thornton Chevrolet	8.08%	N/A	N/A
Billy F. Mayhew Douglasville, Georgia	N/A	Treasurer / Secretary	President	N/A	0.16%	N/A	N/A

Thornton Holding Company, Inc.

Fiscal Year Ending December 31, 2011

not used for fry6

(1)[a] Name & Address (City, State, Country)	(1)[b] Country of Citizenship	(1)[c] Number and Percentage of Each Class of Voting Securities	Number of Non-Voting Shares
Marjorie T. Thornton Revocable Trust Douglasville, Georgia 30134	USA	234,186 38.53%	0
William T. Thornton Revocable Trust Douglasville, GA 30134	USA	134,614 22.15%	
Mary Marcia Belyeu Douglasville, Georgia 30134	USA	112,130 18.45%	0
John William Thornton Douglasville, Georgia 30133	USA	49,085 8.08%	0
John W. Thornton Revocable Trust Douglasville, Georgia 30134	USA	19,230 3.16%	0
Elizabeth Thornton Dettmering Douglasville, Georgia 30134	USA	11,400 1.88%	0
Tricia Thornton Wells Nashville, Tennessee 37212	USA	11,400 1.88%	0
Claire Belyeu Cooley Carrollton, Georgia 30117	USA	11,400 1.88%	0
Alyce Belyeu Furr Douglasville, Georgia 30134	USA	11,400 1.88%	0
Cecil Lawrence & Mike Lawrence JTRS Temple, GA 30179	UAA	10,000 1.65%	0
Robert Carden Douglasville, GA 30134	USA	1,000 0.16%	0
Robert Pope Douglasville, GA 30135	USA	1,000 0.16%	0
Billy F. Mayhew Douglasville, GA 30135	USA	1,000 0.16%	0

not used for fry-6

<i>Directors</i>	<i>Officer's Title</i>
John W. Thornton Douglasville, Georgia	Chairman/CEO
Marcia Belyeu Douglasville, Georgia	Vice President
Billy F. Mayhew Douglasville, Georgia	Treasurer / Secretary

Results: A list of branches for your depository institution: DOUGLAS COUNTY BANK (ID_RSSD: 201638).

This depository institution is held by THORNTON HOLDING COMPANY, INC. (1082852) of DOUGLASVILLE, GA.

The data are as of 12/31/2011. Data reflects information that was received and processed through 01/05/2012.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office #	Head Office	Head Office ID_RSSD*
ok	3/19/2012	Full Service (H O)	201638	DOUGLAS COUNTY BANK	6157 FAIRBURN ROAD	DOUGLASVILLE	GA	30134	DOUGLAS	US	14982	0	DOUGLAS COUNTY BANK	201638
ok	3/19/2012	Full Service	3728912	DALLAS BRANCH	519 HARDEE STREET	DALLAS	GA	30132	PAULDING	US	429518	4	DOUGLAS COUNTY BANK	201638
ok	3/19/2012	Full Service	3653498	STEWART PARKWAY BRANCH	6100 STEWART PARKWAY	DOUGLASVILLE	GA	30135	DOUGLAS	US	253176	2	DOUGLAS COUNTY BANK	201638
ok	3/19/2012	Full Service	544438	LITHIA SPRINGS BRANCH OFFICE	3491SKYVIEW DRIVE	LITHIA SPRINGS	GA	30122	DOUGLAS	US	363072	3	DOUGLAS COUNTY BANK	201638