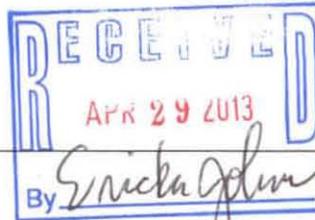


Board of Governors of the Federal Reserve System



Annual Report of Bank Holding Companies—FR

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 and 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 of Regulation K (12 C.F.R. 211.23). The Federal Reserve may not conduct or sponsor, action unless it displays a currently valid OMB control number.

NOTE: The 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):
2013-12-31
Month / Day / Year

I, Billy Mayhew

Reporter's Name, Street, and Mailing Address

Name of the Bank Holding Company Director and Official

Thornton Holding Company

Treasurer

Legal Title of Bank Holding Company

Title of the Bank Holding Company Director and Official

6157 Fairburn Rd

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

attest that the (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

Physical location (if different from mailing address)

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 individual consent to public release of all details in the report concerning that individual

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

23/4/2013

Date of Signature

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

For bank holding companies 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

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 Federal Reserve Bank Use Only

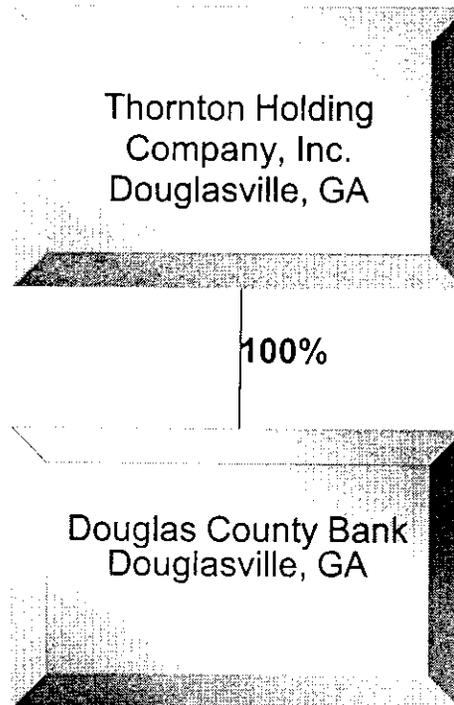
RSSD ID 1082852
C.I. _____

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection.

FRY-6 Report
Thornton Holding Company, Inc.
Fiscal Year Ending December 31, 2012

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, 2012



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 12/31/2012. Data reflects information that was received and processed through 04/10/2013.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD	Popular Name	Street Address	City	State
ok	4/23/13	Full Service (H.O.)	201638	DOUGLAS COUNTY BANK	6157 FAIRBURN ROAD	DOUGLASVILLE	GA
ok	4/23/13	Full Service	3728912	DALLAS BRANCH	519 HARDEE STREET	DALLAS	GA
ok	4/23/13	Full Service	3653498	STEWART PARKWAY BRANCH	6100 STEWART PARKWAY	DOUGLASVILLE	GA
ok	4/23/13	Full Service	544438	LITHIA SPRINGS BRANCH OFFICE	3491SKYVIEW DRIVE	LITHIA SPRINGS	GA

Zip Code	County	Country	FDIC UNINUM	Office #	Head Office	Head Office ID_RSSD
30134	DOUGLAS	USA	14982	0	DOUGLAS COUNTY BANK	201638
30132	PAULDING	USA	429518	4	DOUGLAS COUNTY BANK	201638
30135	DOUGLAS	USA	253176	2	DOUGLAS COUNTY BANK	201638
30122	DOUGLAS	USA	363072	3	DOUGLAS COUNTY BANK	201638

Form FRY-6
 Thornton Holding Company, Inc.
 Fiscal Year Ending December 31, 2012

(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
Billy Mayhew Douglasville, GA 30135	USA	1,000 0.16%	None	None	None
Mary Marcia Belyeu Douglasville, Georgia 30134	USA	112,130 18.45%			
John William Thornton Douglasville, Georgia 30133	USA	49,085 8.08%			

Form FRY-6
 Thornton Holding Company, Inc.
 Fiscal Year Ending December 31, 2012

(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