

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

3187751

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)) and section 10(c)(2)(H) of the Home Owners' Loan Act. 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 and top-tier savings and loan 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.

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.

I, Andrew K. Walker

Name of the Holding Company Director and Official

Vice Chairman/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

03-26-2013

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 318 7751
C.I. _____

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2012

Month / Day / Year

Reporter's Name, Street, and Mailing Address

Alliance Bancshares, Inc.

Legal Title of Holding Company

P O Box 607

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

Dalton	GA	30722
City	State	Zip Code

210 West Morris Street, Dalton, GA 30720

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Richard E. Bell CFO

Name Title

706-279-1600 1038

Area Code / Phone Number / Extension

706-270-5267

Area Code / FAX Number

richardb@alliancernationalbank.com

E-mail Address

alliancernationalbank.com

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

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

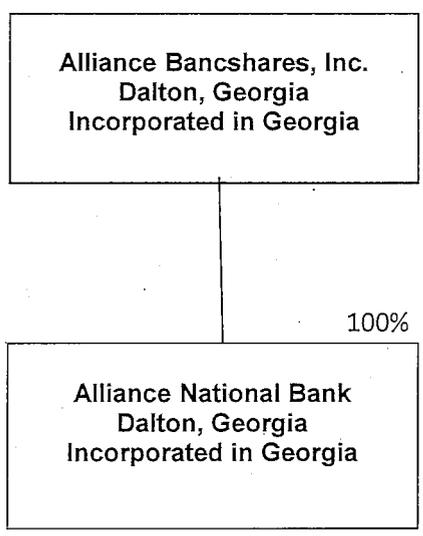
Revised

Form FR Y-6
Alliance Bancshares Inc.
Dalton, Georgia
Fiscal Year Ending December 31, 2012

Report Item

1: a. The BHC is not required to prepare form 10KSB with the SEC.

2: Organization Chart



Results: A list of branches for your holding company: ALLIANCE BANCSHARES, INC. (3187751) of DALTON, GA.
The data are as of 12/31/2012. Data reflects information that was received and processed through 02/24/2013.

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
OK		Full Service (Head Office)	2855071	ALLIANCE NATIONAL BANK	210-214 WEST MORRIS STREET	DALTON	GA	30720	WHITFIELD
Add	2/6/2012	Full Service	In Process	ALLIANCE NATIONAL BANK	100 COLONY PARK DRIVE	CUMMING	GA	30040	FORSYTH

te column.

Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
UNITED STATES	75646	0	ALLIANCE NATIONAL BANK	2855071	
UNITED STATES			ALLIANCE NATIONAL BANK	2855071	FRY-10 submitted 3/25/13

Alliance Bancshares Inc.
Dalton, GA

Form FRY-6
December 31, 2012

Report Item 3: Shareholders

(1)(a) (1)(b) (1)(C) (2)(a) (2)(b) (2)(C)

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2012

Shareholders 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 12/31/2012

(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name & Address (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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Murray W. Bandy Dalton, Georgia	USA	71,179-- 6% Common stock	None		
G. Lamar Lyle Dalton, Georgia	USA	159,961 ⁽¹⁾ - 14% Common stock			
Jackson P. Turner Dalton, Georgia	USA	171,479 ⁽²⁾ - 15% Common stock			

⁽¹⁾ Includes 66,313 shares owned by Loutrelle Lyle, Mr. Lyle's spouse. Together Mr. Lyle and Loutrelle Lyle are deemed principal shareholders. The number and percentage of common stock is based on combined holdings.

⁽²⁾ Includes 11,700 shares owned by a trust of which Mr. Turner is trustee.

Alliance Bancshares Inc.
Dalton, GA

Form FRY-6
December 31, 2012

Report Item 4: Directors and Executive Officers

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

(1) Names & 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 Subsidiaries (include names of Subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other Businesses)	(4)(a) Percentage of Voting Shares in Bank 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)
Andrew K. Walker Dalton, Georgia	N/A	Director/Vice Chairman, President & CEO	Director/Vice Chairman & CEO (Alliance National Bank)	N/A	3%	None	N/A
Murray W. Bandy Dalton, Georgia	Retail and wholesale flooring sales; real estate development and construction	Director	Director (Alliance National Bank)	President of Carpet Express, Inc. Dalton Georgia (flooring sales) Secretary/Treasurer of BerMurr, Inc., Dalton Georgia (real estate development)	6%	None	80% owner Carpet Express, Inc. Dalton Georgia; 50% owner BerMurr, Inc. Dalton, Georgia
Carl L. Griggs, Jr. Dalton, Georgia	Real estate development	Director	Director (Alliance National Bank)	General Partner of Strong Properties, LLC, Dalton Georgia	2%	None	50% owner if Strong Properties, LLC, Dalton, Georgia
G. Lamar Lyle Dalton, Georgia	Carpet manufacturing and carpet dying	Director	Director (Alliance National Bank)	President, Lyle Industries, Inc., Dalton, Georgia (carpet manufacturing); Vice President of Quality Finishings of Georgia, LLC Calhoun, Georgia (carpet dying); Chairman of Hamilton Health Care, Chairman of Royal Oaks, Ltd and HLTC, Inc (Hamilton Long Term Care)	14%	None	100% owner Lyle Industries, Inc., Dalton, Georgia 50% owner of Quality Finishings of Georgia, LLC, Calhoun, Georgia
Jackson P. Turner Dalton, Georgia	N/A	Director and Chairman of the Board of Directors	Director/Chairman of the Board of Directors (Alliance National Bank)	N/A	15%	None	N/A
J. Raymond Bates, Jr. Dalton, Georgia	Attorney	Director	Director (Alliance National Bank)	President of Landmark Properties LLP, Dalton, Georgia (building ownership)	1%	None	50% Owner Landmark Properties, LLP, Dalton, Georgia
J. Franklin Robertson, Jr. Dalton, Georgia	Certified public accountant, Robertson & Company, Dalton, Georgia;	Director	Director (Alliance National Bank)	CFO of Atrium Imaging Group of America, LLC, Dalton, Georgia (medical imaging center)	1%	None	N/A
Carl E. Hansson Flowery Branch, Georgia	Youth photography Atlanta, Georgia	Director	Director (Alliance National Bank)	Chairman & CEO The Sport Section, Inc.	1%	None	100% owner of the Sport Section, Inc.

(1) Includes 66,313 shares owned by Loutrille Lyle, Mr. Lyle's spouse. Together Mr. Lyle and Loutrille Lyle are deemed principal shareholders. The number and percentage of common stock is based on combined holdings.

(2) Includes 11,700 shares owned by a trust of which Mr. Turner is trustee.

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J. David Gregg Dalton, Georgia	N/A	Director/Executive Vice President	Director/President (Alliance National Bank)	N/A	1%	None	N/A
Jeff McDonald Dalton, Georgia	N/A	N/A	Executive Vice President Senior Lending Officer (Alliance National Bank)	N/A	1%	None	N/A
Richard E. Bell Gainesville, Georgia	N/A	Chief Financial Officer	Executive Vice President Chief Financial Officer (Alliance National Bank)	N/A	1%	None	N/A