



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, Martha Corrigan, EVP

Name of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

BOE Bancshares, Inc.

Legal Title of Bank Holding Company

P. O. Box 335

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

Edison, GA 39846

City

State

Zip Code

476 Turner Street

Physical location (if different from mailing address)

I 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.

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.

Person to whom questions about this report should be directed:

Phillip L. Clenney, CPA

Name

Title

(229) 723-3456

Area Code / Phone Number / Extension

(229) 723-3951

Area Code / FAX Number

phil@hcbh.net

E-mail Address

Martha Corrigan
Signature of Bank Holding Company Director and Official

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

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.

1086140

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

Form FRY-6

BOE BANCSHARES, INC.
Edison, Georgia
Fiscal Year Ending December 31, 2011

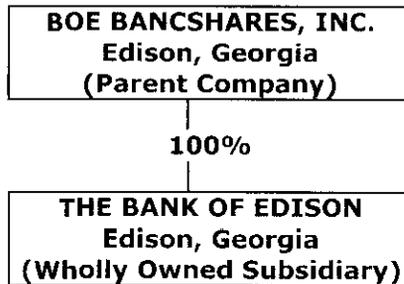
Report Item

1. Annual Report to Shareholders:

The bank holding company does not file Form 10K with the Securities and Exchange Commission.

An annual report to shareholders is not prepared.

2a. Organization Chart:



2b. Domestic Branch Listing:

The Branch List was submitted by e-mail on 03/30/2012.

Form FRY-6
BOE BANCSHARES, INC.
Edison, Georgia
Fiscal Year Ending December 31, 2011

Report Item 2b: Domestic Branch Listing

Results: A list of branches for your depository institution: BANK OF EDISON, THE (ID_RSSD: 610539). This depository institution is held by BOE BANCSHARES, INC. (1086140) of EDISON, GA. The data are as of 12/31/2011. Data reflects information that was received and processed through 01/05/2012.

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 f

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 th

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. 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
OK	12/31/2011	Full Service (Head Office)	610539	BANK OF EDISON, THE	TURNER STREET	EDISON	GA	39846

irst became valid in the **Effective Date** column.

re **Effective Date** column.

. Close, Delete, or Add.

County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
CALHOUN	UNITED STATES	3871	0	BANK OF EDISON, THE	610539	NONE

Form FRY-6
BOE BANCSHARES, INC.
Fiscal Year Ending December 31, 2011

Report Item 3: Securities Holders:
(1)(a)(b)(c) and (2)(a)(b)(c)

Current Shareholders with ownership, control, or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2011				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 12-31-2011		
(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorp.	(1)(c) Number and Percentage of each Class of Voting Securities		(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorp.	(2)(c) Number and Percentage of each Class of Voting Securities
D. Connor & Charlotte Collins Edison, GA	USA	5,000	17.73% Common stock	None		
Claud C. & Tammy Lowe Edison, GA	USA	2,411	8.55% Common stock			
Keslie L. Lowe Stone Mountain, GA	USA	2,318	8.22% Common stock			
Robert & Carla Toal Edison, GA	USA	2,142	7.60% Common stock			
George S. Reynolds III Tallahassee, FL	USA	2,094	7.43% Common stock			
Curtis Pickels Quitman, GA	USA	2,352	8.34% Common stock			
Helen M. Lowe, (deceased) D. Connor Collins & Willis A. Duvall, Trustees Edison, GA	USA	1,592	5.65% Common stock			

Form FRY-6
BOE BANCSHARES, INC.
Fiscal Year Ending December 31, 2011

Report Item 4: Insiders
(1), (2), (3)(a)(b)(c) and (4)(a)(b)(c)

(1) Names, (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 Subsidiary- The Bank of Edison Edison, Georgia	(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- The Bank of Edison Edison, Georgia	4(c) Names of other Companies if 25% or more of voting securities are held
D. Conner Collins Edison, GA	Farmer/ Contractor	Director, Chairman	Director, Chairman	Owner--Little Pitchitla Farm Pres.--Conner Collins, Inc.	17.73%	None	Little Pitchitla Farm-50% Conner Collins, Inc.-100%
Charlotte L. Collins Edison, GA	Homemaker/ Music Teacher	N/A	N/A	N/A	17.73%	None	N/A
Willis A. Duvall Edison, GA	Attorney	Director	Director	Owner--Edison Insurance Company Attorney	1.28%	None	Edison Insurance Co.-33%
Dan W. Hammack, Jr. Edison, GA	Farmer	Director	Director	Owner--Hammack Farm	4.09%	None	Hammack Farm-100%
Claud C. Lowe Edison, GA	N/A	President, Director	President, Director	N/A	8.55%	None	N/A
Martha A. Corrigan Edison, GA	N/A	Director	Executive Vice- President	N/A	0.57%	None	N/A
Robert Toal Edison, GA	Investor	Director	N/A	N/A	7.60%	None	N/A
Richard West Edison, GA	Businessman	Director	N/A	Pres.--West Foods, Inc.	0.18%	None	West Foods, Inc.-100%
Thomas A. Jackson Edison, GA	Farmer	Director	N/A	Owner-Thomas Jackson Farm	1.84%	None	N/A
Benjamin Dismukes Edison, GA	N/A	Director	IT Officer	N/A	0.49%	None	N/A