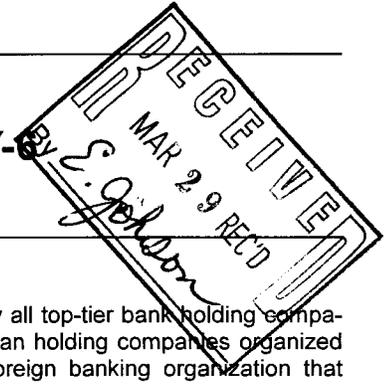


Board of Governors of the Federal Reserve System



Annual Report of 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)) 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.

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

December 31, 2012

Month / Day / Year

I, **Ray T. Muggridge, III**

Reporter's Name, Street, and Mailing Address

Camilla Bancshares, Inc.

Legal Title of Holding Company

PO Box 111

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

Camilla GA 31730

City State Zip Code

50 E. Broad St., Camilla GA 31730

Physical location (if different from mailing address)

Name of the Holding Company Director and Official

CEO, President, Chairman of the Board

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.

Person to whom questions about this report should be directed:

Martha Jane Bullard Banking Officer

Name Title

229-351-3052

Area Code / Phone Number / Extension

229-336-0479

Area Code / FAX Number

mjbullard@bankofcamilla.net

E-mail 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 and individual consent to public release of all details in the report concerning that individual.

Ray T. Muggridge, III
 Signature of Holding Company Director and Official

3-26-13

Date of Signature

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

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 **2087939**
 C.I. _____

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

2a: Organization Chart:

CAMILLA BANCSHARES, INC. CAMILLA, GA Incorporated in Georgia
BANK OF CAMILLA CAMILLA, GA (100% OWNERSHIP) Incorporated in Georgia
FIRST CAMILLA CORPORATION CAMILLA, GA (100% OWNERSHIP) Incorporated in Georgia
UNITED INSURANCE AGENCY PELHAM, GA (100% OWNERSHIP) Incorporated in Georgia

3: Shareholders:

1-a NAME/ADDRESS	1-b CITIZENSHIP	1-c NUMBER OF SHARES	1-c PERCENTAGE OF VOTING
William H. Butler Marital Trust B Ethelyn Butler, Trustee Camilla GA 31730	USA	1068	8.7
Willene O'Neal Muggridge Asset Management Trust Ray T. Muggridge III and Melanie M. Kemp, Trustees Camilla GA 31730	USA	8484	69.3
Janet Butler Stallings Camilla GA 31730	USA	800	6.5
David E. Wright Thomaston GA 30286	USA	760	6.2

FR Y6
REPORT ITEM 2B

Results: A list of branches for your depository institution: BANK OF CAMILLA (ID_RSSD: 124830).
This depository institution is held by CAMILLA BANCSHARES, INC. (2087939) of CAMILLA, GA.
The data is as of 12/31/2012.

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 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.

See the detailed instructions on this site for more information. When you are finished, send a saved copy to your FRB contact.

* 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	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*
ok		Full Service (Head Office)	124830	BANK OF CAMILLA	50 EAST BROAD STREET	CAMILLA	GA	31730	MITCHELL	UNITED STATES	11221	0	BANK OF CAMILLA	124830
ok		Full Service	2981550	PELHAM BRANCH OFFICE	127 WEST RAILROAD ST.	PELHAM	GA	31779	MITCHELL	UNITED STATES	359550	1	BANK OF CAMILLA	124830

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Revised

1	2	3a	3b	3c	4a	4b	4c
Name, City, State	Occupation	BHC Title	Subsidiary, Title	Other Company, Title	BHC voting %	Subsidiary voting %	Other Company voting %
Ray T. Muggridge, III Camilla GA	Banking/ Finance	Chairman	<u>Bank of Camilla</u>	<u>Camilla Builders Supply Inc</u>	0.08%	Bank of Camilla - n/a	<u>Camilla Builders Supply Inc - 11.25%</u>
		President	Chairman	CEO		First Camilla Corp - 100%	<u>RTM Associates Inc - 25%</u>
		Director	President	President			<u>RMBC Inc - 25%</u>
			CEO	<u>RTM Associates Inc</u>			<u>RMBC Enterprises LLC - 25%</u>
			Director			CEO	<u>RMBC Enterprises - 25%</u>
				<u>First Camilla Corp</u>		President	<u>Muggridge & Wimberly Limited LLC - 50%</u>
				Chairman		<u>RMBC Inc</u>	<u>Pelham Oil & Fertilizer Inc - n/a</u>
				President		CEO	<u>Muggridge & Kemp - 50%</u>
				CEO		President	
				Director		<u>RMBC Enterprises LLC</u>	
						Partner	
						<u>RMBC Enterprises</u>	
						Partner	
						<u>Muggridge & Wimberly Limited LLC</u>	
			Partner				
			<u>Pelham Oil & Fertilizer Inc</u>				
			Secretary				
			<u>Muggridge & Kemp</u>				
			Partner				
			<u>Willene O'Neal Muggridge Asset Management Trust</u>				
			Trustee				
E. Butler McDonald Camilla GA	Retired Banking / Finance	Director	<u>Bank of Camilla</u>		1%	Bank of Camilla - n/a	
			Director			First Camilla Corp - n/a	
			<u>First Camilla Corp</u>				
			Director				
Donald E. Shirah Camilla GA	Farming	Director	<u>Bank of Camilla</u>	<u>Red Hill Farm Enterprise Inc</u>	0.08%	Bank of Camilla - n/a	<u>Red Hill Farm Enterprise Inc - 100%</u>
			Director	CEO		First Camilla Corp - n/a	<u>Mitchell County Farm Bureau - n/a</u>
			<u>First Camilla Corp</u>	CFO			<u>Pinecliff Planters Gin - n/a</u>
			Director	Secretary			
				<u>Mitchell County Farm Bureau</u>			
						Director	
			<u>Pinecliff Planters Gin</u>				
			Director				

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Ray E. Dixon	Retail	Director	Bank of Camilla	Dixon Hardware & Furniture Co Inc	0.24%	Bank of Camilla - n/a	Dixon Hardware & Furniture Co Inc - n/a
			Director	CEO		First Camilla Corp - n/a	Camilla Satellite & Sound Inc - 0
			First Camilla Corp	CFO			JFD Properties Inc - n/a
			Director	Camilla Satellite & Sound Inc			The Camilla Loft Inc. - n/a
				CFO			R.D. Properties & Investments Inc - n/a
				JFD Properties Inc			Dixon Enterprises Inc - n/a
				Secretary			Dixon Properties Group Inc - n/a
				The Camilla Loft Inc.			Dixon Rental Inc - n/a
				CEO			
				R.D. Properties & Investments Inc			
				CEO			
				CFO			
				Dixon Enterprises Inc			
				CEO			
	CFO						
	Dixon Properties Group Inc						
	Secretary						
	Dixon Rental Inc						
	Secretary						
Melanie M. Kemp Camilla GA	Director	Director	Bank of Camilla	Camilla Builders Supply Inc	0.08%	Bank of Camilla - n/a	Camilla Builders Supply Inc - 11.25%
			Director	Secretary		First Camilla Corp - n/a	RTM Associates Inc - 25%
			First Camilla Corp	RTM Associates Inc			RMBC Inc - 25%
			Director	Secretary			RMBC Enterprises LLC - 25%
				RMBC Inc			RMBC Enterprises - 25%
				Secretary			Pelham Oil & Fertilizer Inc - n/a
				RMBC Enterprises LLC			Muggridge & Kemp - 50%
				Partner			
				RMBC Enterprises			
				Partner			
				Pelham Oil & Fertilizer Inc			
	CEO						
	CFO						
	Muggridge & Kemp						
	Partner						
	Willene O'Neal Muggridge Asset Management Trust						
	Trustee						
Janet B. Stallings Camilla GA	Lease and Holding Company	Director	Bank of Camilla	Delta Petroleum Products Inc	6.50%	Bank of Camilla - n/a	Delta Petroleum Products Inc
			Director	CEO		First Camilla Corp - n/a	E. L. Butler Farms Inc - n/a
			First Camilla Corp	CFO			
			Director	E. L. Butler Farms Inc			
				CFO			
David E. Wright Thomaston GA	Banking / Finance	Vice Chairman Director	Bank of Camilla	E. L. Butler Farms Inc	6.20%	Bank of Camilla - n/a	E. L. Butler Farms Inc - n/a
			Director	Secretary		First Camilla Corp - n/a	
			Vice President				
			CFO				
			HR Director				

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			<u>First Camilla Corp</u>				
			Director				
			Vice President				
			CFO				
Willene O'Neal	n/a	Principal	n/a	n/a	69.30%	n/a	<u>Pelham Oil & Fertilizer - 100%</u>
Muggridge Asset		Shareholder					<u>Camilla Builders Supply Inc - 55%</u>
Management Trust							
Ray T. Muggridge, III Trustee							
Melanie M. Kemp Trustee							
Camilla GA							

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Frank S. Twitty, Jr. Camilla GA	Retired Attorney	Director	<u>Bank of Camilla</u> Director	0.08%	Bank of Camilla - n/a First Camilla Corp - n/a
			<u>First Camilla Corp</u> Director		