



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, Ray T. Muggridge, III
Name of the Bank Holding Company Director and Official
Chairman, CEO, President
Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address
Camilla Bancshares, Inc.
Legal Title of Bank Holding Company
PO Box 111
(Mailing Address of the Bank Holding Company) Street / P.O. Box
Camilla GA 31730
City State Zip Code
50 E. Broad Street, Camilla GA 31730
Physical location (if different from mailing address)

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.

Person to whom questions about this report should be directed:
M J Bullard Banking Officer
Name Title
229-336-5225 217
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.

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

Ray T. Muggridge III
Signature of Bank Holding Company Director and Official
03/21/2012
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 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

RSSD Tiering for:
CAMILLA BANCSHARES, INC.
 Structure as of 20111216 and going downward

Seq Num	ID RSSD	Legal Name	AddL	City	State/ Country	Dist FR	Ent Type	Actv Code	Basis of Relatnshp	PCT
0001	2087939	CAMILLA BANCSHARES, INC.		CAMILLA	GEORGIA	6	BHC	551111		
0002	124830	BANK OF CAMILLA		CAMILLA	GEORGIA	6	NMB	52211	Vtg Eqty	100
0003	2219794	FIRST CAMILLA CORPORATION		CAMILLA	GEORGIA	6	DEO	53111	Vtg Eqty	100
0004	2985325	UNITED INSURANCE AGENCY		PELHAM	GEORGIA	6	DEO	52421	Vtg Eqty	100

Total Number of Entities in the tree **4**

Total Number of Unique Entities in the tree **4**

Tier Selection Criteria

RSSD Tiering for	2087939 CAMILLA BANCSHARES, INC.
As of Date	20111216
Direction	Down
Selection Rule	All Entities
Branches - Domestic Institutions	No Branches
Branches - Foreign Institutions	No Branches

Explanatory Notes

Entity Type	Description
BHC	BANK HOLDING COMPANY
DEO	DOMESTIC ENTITY OTHER
NMB	NON-MEMBER BANK
Primary Activity Code	Description
52211	COMMERCIAL BANKING
52421	INSURANCE AGENCIES AND BROKERAGES
53111	LESSORS OF RESIDENTIAL BUILDINGS AND DWELLINGS
551111	OFFICES OF BANK HOLDING COMPANIES
Basis of Relationship	Description
Vtg Eqty	Voting Equity

Two asterisks (**) next to the Seq Num indicates that confidentiality is pending or granted.
 An asterisk (*) next to the Addl Line Num denotes the Seq Num at which the offspring of this entity are listed.
 A dot dot dot notation (...) next to Legal Name denotes a circular relationship.

**FORM FR Y-6
CAMILLA BANCSHARES, INC.
CAMILLA, GA
FISCAL YEAR ENDING DECEMBER 31, 2011**

REPORT ITEM:

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

1:b The BHC does prepare an annual report for its shareholders. A copy is enclosed.

2a: Organization Chart:

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

2b: See spread sheet for Domestic Branch Listing

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 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

3: 2-a,2-b,2-c None

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 12/31/2011.

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.

	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

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	Bank of Camilla	Camilla Builders Supply Inc	0.08%	Bank of Camilla - n/a	Camilla Builders Supply Inc - n/a
		President	Chairman	CEO		First Camilla Corp - 100%	RTM Associates Inc - 25%
		Director	President	President			RMBC Inc - 25%
			CEO	RTM Associates Inc			RMBC Enterprises LLC - 25%
			Director	CEO			RMBC Enterprises - 25%
			First Camilla Corp	President			Muggridge & Wimberly Limited LLC - 50%
			Chairman	RMBC Inc			Pelham Oil & Fertilizer Inc - n/a
			President	CEO			Muggridge & Kemp - 50%
			CEO	President			
			Director	RMBC Enterprises LLC			
				Partner			
				RMBC Enterprises			
				Partner			
				Muggridge & Wimberly Limited LLC			
				Partner			
				Pelham Oil & Fertilizer Inc			
				Secretary			
				Muggridge & Kemp			
				Partner			
E. Butler McDonald Camilla GA	Retired Banking / Finance	Director	Bank of Camilla		1%	Bank of Camilla - n/a	
			Director			First Camilla Corp - n/a	
			First Camilla Corp				
			Director				
Donald E. Shirah Camilla GA	Farming	Director	Bank of Camilla	Red Hill Farm Enterprise Inc	0.08%	Bank of Camilla - n/a	Red Hill Farm Enterprise Inc - 100%
			Director	CEO		First Camilla Corp - n/a	Mitchell County Farm Bureau - n/a
			First Camilla Corp	CFO			Pinecliff Planters Gin - n/a
			Director	Secretary			
				Mitchell County Farm Bureau			
				Director			
				Pinecliff Planters Gin			
				Director			
Frank S. Twitty, Jr. Camilla GA	Retired Attorney	Director	Bank of Camilla		0.08%	Bank of Camilla - n/a	
			Director			First Camilla Corp - n/a	

			First Camilla Corp				
			Director				
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	Bank of Camilla	Camilla Builders Supply Inc	0.08%	Bank of Camilla - n/a	Camilla Builders Supply Inc - n/a
			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			

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				
			First Camilla Corp				
			Director				
			Vice President				
			CFO				
Willene Muggridge Asset Management Trust (Willene O. Muggridge, owner) Camilla GA	n/a	Principal Shareholder	n/a	n/a	69.30%	n/a	Pelham Oil & Fertilizer - 100% Camilla Builders Supply Inc - 55%