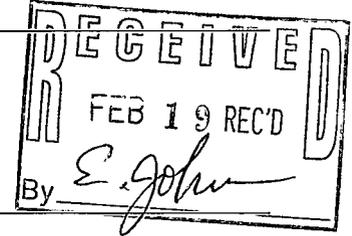


REVISED

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.

I, Barry N Lyle

Name of the Holding Company Director and Official

Secretary - Treasurer

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.

Barry N Lyle

Signature of Holding Company Director and Official

2-11-13

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 1085536
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

Dawson Bancshares, Inc.,

Legal Title of Holding Company

P.O. Box 230, North Main Street

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

Dawson GA 39842
City State Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Barry N. Lyle President / CEO

Name Title

229-995-2141

Area Code / Phone Number / Extension

229-995-3245

Area Code / FAX Number

blyle@bankofdawson.com

E-mail Address

www.bankofdawson.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

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. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

PREPARED BY
MAULDIN & JENKINS

CJP

Revised

REPORT ITEM 1A: Form 10-K filed with the Securities and Exchange Commission.
None

REPORT ITEM 1B: Annual Report to shareholders:
None

REPORT ITEM 2: ORGANIZATION CHART

DAWSON BANCSHARES, INC. 209 North Main Street Dawson, Georgia 39842 State of Incorporation: Georgia (Parent Company)

BANK OF DAWSON 209 North Main Street Dawson, Georgia 39842 State of Incorporation: Georgia (Wholly Owned Subsidiary) (100%)

Supplement to Organization Chart:

- 2a - None
- 2b - None
- 2c - None
- 2d - None

REPORT ITEM 3: SECURITIES HOLDERS

Following is a list of shareholders, of record, that directly or indirectly owns, controls or holds with power to vote 5 percent or more of any class of voting securities of the Company.

(1)

Shareholder & Address	Number of Shares Owned	Percent of Total Outstanding Shares
Estate of James G. Raines Dawson, GA U. S. Citizen	11,830	30.35%
James M. Collier Dawson, GA U. S. Citizen	3,275	8.40%
H. P. Smith Dawson, GA U. S. Citizen	6,433	16.51%
Jack Laing Dawson, GA U.S. Citizen	2,300	5.90%

(2) None

Revised

Results: A list of branches for your holding company: DAWSON BANCSHARES, INC. (1085596) of DAWSON, GA.
The data are as of 12/31/2012. Data reflects information that was received and processed through 04/10/2013.

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.

	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*	Comments
OK	Full Service (Head Office)	193537	BANK OF DAWSON	N. MAIN STREET	DAWSON	GA	39842	FERRELL	UNITED STATES	558	0	BANK OF DAWSON	193537	

Revised

REPORT ITEM 4: INSIDERS

Following is a list of the principal shareholders, directors, and executive officers of the Company as of December 31, 2012:

4(1) Name and Address	4(3) (a) & (b) Title/Position in Holding Company and Subsidiary	Percentage of Voting Shares in Bank Holding Company	4(3) (c) Title/Position in Other Business	4(4) (c) Other Business Number/Percentage of Shares Owned if >25%	4(2) Principal Occupation if Other
Estate of James G. Raines H.P. Smith - Trustee Dawson, Georgia	Former Director & Chairman, Dawson Bancshares, Inc. Former Chairman & President, Bank of Dawson	30.36%	N/A	N/A	N/A
James M. Collier Dawson, Georgia	Director, Dawson Bancshares, Inc. & Bank of Dawson President, Dawson Bancshares, Inc. Vice Chairman, Bank of Dawson	8.40%	Attorney, Collier & Gamble	33.33%	Attorney
Barry N. Lyle Dawson, Georgia	Director, Dawson Bancshares, Inc. & Bank of Dawson Secretary & Treasurer, Dawson Bancshares, Inc. President and CEO, Bank of Dawson	0.46%	N/A	N/A	N/A
W.T. Gamble, Jr. Dawson, Georgia	Director, Dawson Bancshares, Inc. & Bank of Dawson	3.21%	Owner/operator Gamble Farms	100%	Farmer
Jack Laing Dawson, Georgia	Director, Dawson Bancshares, Inc. & Bank of Dawson	5.90%	N/A	40%	N/A
William Thomas Rountree Dawson, Georgia	Director, Dawson Bancshares, Inc. & Bank of Dawson	1.67%	Owner of Dawson News	100%	Owner/Publisher of Dawson News
H.P. Smith Dawson, Georgia	Director & Chairman, Dawson Bancshares, Inc. & Bank of Dawson	16.51%	N/A	N/A	Farmer
Phonso Donaldson Dawson, Georgia	Director, Dawson Bancshares, Inc. & Bank of Dawson	0.62%	N/A	N/A	Retired
Milton F. Foster Dawson, Georgia	Director, Dawson Bancshares, Inc. & Bank of Dawson	0.44%	Owner, Southern Cable Vision	100%	Owner- cable company
Brad Stafford Dawson, Georgia	Director, Dawson Bancshares, Inc. & Bank of Dawson	0.77%	President, Brad Stafford, Inc.	100%	Owner - furniture store

Note: Unless otherwise noted, Shareholders, Directors and Officers of the Company are U.S. Citizens

Item 4(4) (b) N/A, all subsidiaries are wholly owned by Dawson Bancshares, Inc.