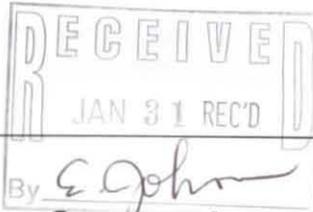


Board of Governors of the Federal Reserve System



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, Neil Joiner

Reporter's Name, Street, and Mailing Address

Dooly Bancshares, Inc.

Name of the Holding Company Director and Official

Legal Title of Holding Company

President

P.O. Box 365

Title of the Holding Company Director and Official

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

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.

Vienna GA 31092
City State Zip Code

210 S. Third St, Vienna, GA 31092

Physical location (if different from mailing 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.

Person to whom questions about this report should be directed:

Connie Edwards

VP

Name

Title

229-268-4707

Area Code / Phone Number / Extension

229-268-7390

Area Code / FAX Number

cedwards@bankofdooly.com

E-mail Address

bankofdooly.com

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

Signature of Holding Company Director and Official

Neil Joiner
1-25-13

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 1132494
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

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REPORT ITEM 1A: No Annual Report is prepared for stockholders.

REPORT ITEM 2a: ORGANIZATION CHART

DOOLY BANCSHARES, INC.
210 S. Third St.
(parent holding company)
Vienna, GA
Incorporated in Georgia

BANK OF DOOLY
210 S. Third St.
(100% direct ownership)
Vienna, GA
Incorporated in Georgia

REPORT ITEM 2b: DOMESTIC BRANCH LISTING

None

REPORT ITEM 3: SHAREHOLDERS

Part 1. The following lists each shareholder of record that directly or indirectly owned, controlled, or held with power to vote 5% or more of the 37,606 outstanding shares of common stock of Dooly Bancshares, Inc. at December 31, 2012.

Name / Address	Country of Citizenship or Incorporation	Number of Shares	Percentage of Class
Grace Akin Vienna, Georgia	USA	3144	8.36%
Larry Collins Vienna, Georgia	USA	1940	5.16%

Part 2. N/A

REPORT ITEM 4: INSIDERS

The following lists each principal shareholder, director, trustee, partner, executive officer, or person exercising similar functions, regardless of title or compensation, of Dooly Bancshares, Inc. as of December 31, 2012.

Name / Address	Title or Position	Principal Occupation	Common Stock		
			Number Shares Owned	% of Dooly Bancshares Outstanding	% of Subsidiary Outstanding
Carol D. Arflin Unadilla, GA	Secretary and Director Dooly Bancshares & Bank of Dooly	Banker	225	0.60%	0.00%
John Shannon Akin, Jr. Vienna, Georgia	Director Dooly Bancshares, Inc. & Bank of Dooly	Insurance Agent & Farmer	490	1.30%	0.00%
Rooney L. Bowen, III Vienna, Georgia	Director Dooly Bancshares, Inc. & Bank of Dooly	Probate Judge	200	0.53%	0.00%
Charles B. Coley Vienna, Georgia	Director Dooly Bancshares, Inc. & Bank of Dooly	Farmer & Agri-Business	679	1.81%	0.00%
Larry Collins Vienna, Georgia	Director-Chairman Dooly Bancshares, Inc. & Bank of Dooly	Farmer	1940	5.16%	0.00%
Neil Joiner Vienna, Georgia	President & Director Dooly Bancshares, Inc. & Bank of Dooly	Banker	0	0.00%	0.00%
Ronnie Kitchens Cordele, Georgia	Director Dooly Bancshares, Inc. & Bank of Dooly	Retired Banker	(a) 430	1.14%	0.00%

(a) Includes 430 shares held jointly with spouse

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REPORT ITEM 4: INSIDERS Continued

DIRECTOR	POSITION	BUSINESS	% OWNED
Carol D. Arflin	Vice-President	Bank of Dooly	0.60%
John Shannon Akin, Jr.	Pres.	Akin Insurance Agency, Inc.	100%
	Pres.	Providence Plantation, Inc.	100%
	Pres.	Akin Home Builders, Inc.	100%
Rooney L. Bowen, III	Judge	Dooly Co. Probate Judge	
Charles B. Coley	Pres.	Coley Gin and Fertilizer	51%
	Owner	Coley Farm	
Larry Collins	Owner	Collins Brothers Farms	100%
Neil Joiner	President	Bank of Dooly	None
Ronnie Kitchens	Retired	Bank of Dooly	1.14%