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Board of Governors of the Federal Reserve System



Annual Report of Bank Holding Companies—FR Y-6

1416457

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. Ruth Arnold

Name of the Bank Holding Company Director and Official

Chairman

Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

Four County Bancshares, Inc.

Legal Title of Bank Holding Company

959 Main Street, P.O. Box 106

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

Allentown GA 31003  
City State Zip Code

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.

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:

Robyn T. Tanner, CPA Partner

Name Title

478-272-2030

Area Code / Phone Number / Extension

478-272-3318

Area Code / FAX Number

rtanner@tjscpa.com

E-mail Address

Signature of Bank Holding Company Director and Official

03/26/2012

Date of Signature

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

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. \_\_\_\_\_

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:  
**FOUR COUNTY 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	1416457	FOUR COUNTY BANCSHARES, INC.		ALLENTOWN	GEORGIA	6	BHC	551111		
0002	7634	FOUR COUNTY BANK, THE		ALLENTOWN	GEORGIA	6	NMB	52211	Vtg Eqty	100
<b>Total Number of Entities in the tree</b>										<b>2</b>
<b>Total Number of Unique Entities in the tree</b>										<b>2</b>

**Tier Selection Criteria**

RSSD Tiering for	1416457 FOUR COUNTY BANCSHARES, INC.
As of Date	20111216
Direction	Down
Selection Rule	All Entities
Branches - Domestic Institutions	No Branches
Branches - Foreign Institutions	No Branches

**Explanatory Notes**

<b>Entity Type</b>	<b>Description</b>
BHC	BANK HOLDING COMPANY
NMB	NON-MEMBER BANK
<b>Primary Activity Code</b>	<b>Description</b>
52211	COMMERCIAL BANKING
551111	OFFICES OF BANK HOLDING COMPANIES
<b>Basis of Relationship</b>	<b>Description</b>
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.

FOUR COUNTY BANCSHARES, INC.  
ALLENTOWN, GEORGIA

ANNUAL REPORT OF BANK HOLDING COMPANIES - FR Y-6

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TABLE OF CONTENTS

Report Item 1 - Annual Report to Shareholders - Attached

Report Item 2a - Organization Chart:

- (1) Attached as Exhibit A, is an organization chart of the holding company showing all direct holdings of domestic and foreign companies in which the bank holding company directly controls greater than 5 percent of any class of voting securities. The bank holding company does not "otherwise control" any company, either foreign or domestic.
- (2) The bank holding company does not indirectly, through either foreign or domestic subsidiaries, control greater than 5 percent of the shares of any class of voting securities or any domestic or foreign company.
- (3) The bank holding company does not own, control, or hold directly or indirectly, any foreign company.

Report Item 2b - Domestic Branch Listing

Attached as Exhibit B is a domestic branch listing for all branches and offices located in the fifty states of the United States, which are branches of U.S. depository institutions and branches located in the U.S. territories, which are located in the same territory as their head office depository institution.

Report Item 3 - Securities Holders:

Attached as Exhibit C is a list of shareholders of record that directly or indirectly own, control or hold power to vote 5 percent or more of any class of voting securities of the bank holding company.

Report Item 4 - Insiders:

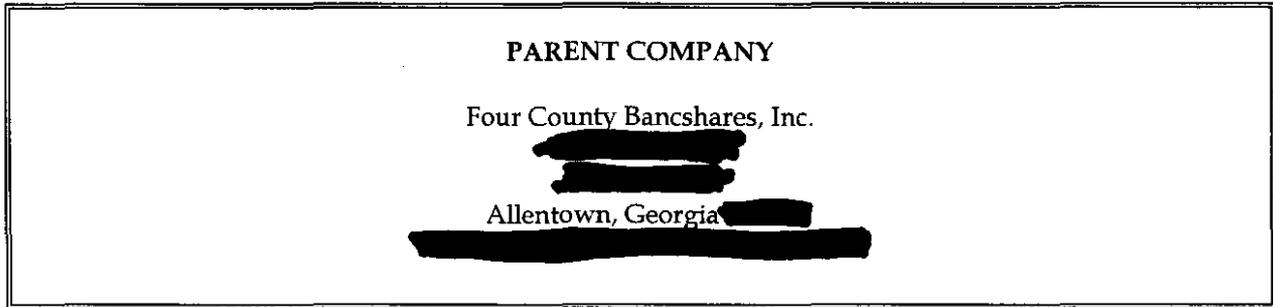
Attached as Exhibit D is a list of each principal shareholder, director, trustee, partner, executive officer or person exercising similar functions, regardless of title or compensation, of the bank holding company.

ITEM 2a

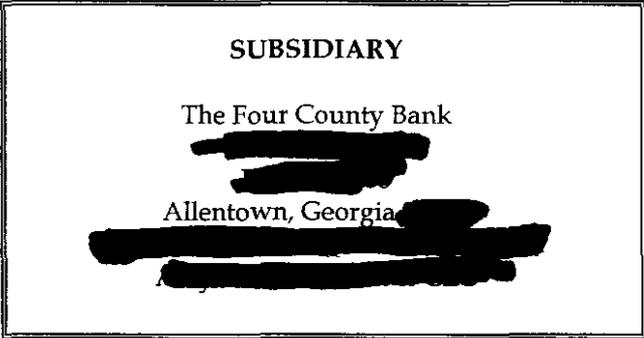
**FOUR COUNTY BANCSHARES, INC.  
ALLENTOWN, GEORGIA**

**ORGANIZATION CHART**

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100%



ITEM 2b

FOUR COUNTY BANCSHARES, INC.  
ALLENTOWN, GEORGIA

DOMESTIC BRANCH LISTING

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Branch Service Type	Branch ID_RSSD *	Popular Name	Date Branch Opened	Street Address	City	State	Zip Code	County	Country
Full Service (Head Office)	7634	FOUR COUNTY BANK, THE	9/15/1941	959 MAIN STREET	ALLENTOWN	GA	31003	WILKINSON	UNITED STATES

**ITEM 3**

**FOUR COUNTY BANCSHARES, INC.  
ALLENTOWN, GEORGIA**

**SECURITIES HOLDERS**

5% or more Shareholders as of December 31, 2011:

<u>Name</u>	<u>Address</u>	<u>Citizenship</u>	<u>Shares Owned</u>	<u>Percent Owned</u>
Jerry Van Dykes	[REDACTED]	USA	45,000	18.74%
Richard Van Dykes	[REDACTED] Danville, GA [REDACTED]	USA	45,000	18.74%
William C. Humphries	[REDACTED] Jeffersonville, GA [REDACTED]	USA	30,000	12.49%

5% or more Shareholders at any point during the fiscal year end 2011:

<u>Name</u>	<u>Address</u>	<u>Citizenship</u>	<u>Shares Owned</u>	<u>Percent Owned</u>
Peggy H. Land	[REDACTED] Allentown, GA [REDACTED]	USA	14,151	48.60%
Marquerite Land Spates	[REDACTED] Allentown, GA [REDACTED]	USA	2,946	10.12%

**ITEM 4**

**FOUR COUNTY BANCSHARES  
ALLEN TOWN, GEORGIA**

**INSIDERS**

<i>Name &amp; Address (City, State, Country)</i>	<i>Principal Occupation if other than with Bank Holding Company</i>	<i>Title &amp; Position with Bank Holding Company</i>	<i>Title &amp; Position with Four County Bank</i>	<i>Title &amp; Position with Other Businesses</i>	<i>Percentage of Voting Shares in Bank Holding Company</i>	<i>Percentage of Voting Shares in Four County Bank</i>	<i>Other Companies in which 25% or more of Voting Securities are held</i>
Ruth Arnold Danville, GA [REDACTED] U.S.A.	N/A	Chairman of Board of Directors, VP & Treasurer	Director, Secretary	Secretary/Treasurer (Land Holdings, LP)	0.42%	None	N/A
Rabun Faulk Jeffersonville, GA [REDACTED] U.S.A.	Attorney at Law General Counsel	Director	Director	N/A	0.02%	None	N/A
Amy S. Orr Irwinton, GA [REDACTED] U.S.A.	President & CEO Four County Bank	Director, Secretary	President & CEO	N/A	1.06%	None	N/A
Charles B. Hill Jeffersonville, GA [REDACTED] U.S.A.	President (Hill Logging, Inc.)	Director	Chairman of Board of Directors	President (Hill Logging, Inc.)	2.08%	None	Hill Logging, Inc. (50%)
Lantz Rogers Toombsboro, GA [REDACTED] U.S.A.	Retired	Director	Director	N/A	0.04%	None	N/A
Wallace Miller Dublin, GA [REDACTED] U.S.A.	Retired	Director, President & CEO	N/A	Director (Morris Bank)	4.16%	None	N/A
Michael Kitchens Danville, GA [REDACTED] U.S.A.	Timco	Director	Director	N/A	3.27%	None	N/A

ITEM 4 Cont.

**FOUR COUNTY BANCSHARES  
ALLENTOWN, GEORGIA**

**INSIDERS**

<u>Name &amp; Address (City, State, Country)</u>	<u>Principal Occupation if other than with Bank Holding Company</u>	<u>Title &amp; Position with Bank Holding Company</u>	<u>Title &amp; Position with Four County Bank</u>	<u>Title &amp; Position with Other Businesses</u>	<u>Percentage of Voting Shares in Bank Holding Company</u>	<u>Percentage of Voting Shares in Four County Bank</u>	<u>Other Companies in which 25% or more of Voting Securities are held</u>
Jerry Van Dykes Cochran, GA [REDACTED] USA	Everett Dykes Grassing Company, Inc.	Principal Shareholder	None	President	18.74%	None	Davis Propane, Inc. (25.5%) Asphalt Operations, LLC (25%)
Richard Van Dykes Danville, GA [REDACTED] USA	Everett Dykes Grassing Company, Inc.	Principal Shareholder	None	Vice President	18.74%	None	Middle Georgia Signs, Inc. (49%) Davis Propane, Inc. (25.5%) Asphalt Operations, LLC (25%)
William C. Humphries Jeffersonville, GA [REDACTED] USA	Retired (Forest Resource Consultants, Inc.)	Principal Shareholder	None	None	12.49%	None	Forest Resource Consultant, Inc