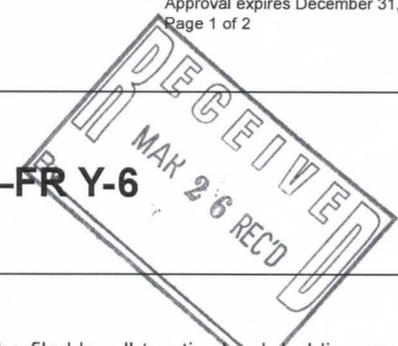


Board of Governors of the Federal Reserve System



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, **R. Elliott Miller**

Name of the Holding Company Director and Official

President/Director

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.

Reporter's Name, Street, and Mailing Address

Georgia Banking Company, Inc.

Legal Title of Holding Company

6190 Powers Ferry Road

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

Atlanta

GA

30339

City

State

Zip Code

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:

Matthew Blejwas

CFO

Name

Title

770-373-6035

Area Code / Phone Number / Extension

770-627-9515

Area Code / FAX Number

mblejwas@geobanking.com

E-mail Address

Signature of Holding Company Director and Official

03/25/2013

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 **3016338**
C.I. _____

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

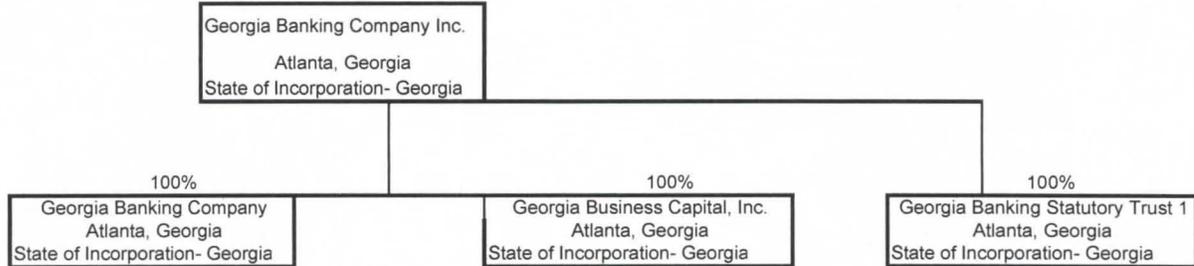
Revised

Form FRY 6
Georgia Banking Company, Inc.
Fiscal Year Ending December 31, 2012

Report Item

1: The BHC does prepare an annual report for its shareholders.
The audited report for December 31, 2012 is attached

2: Organization Chart



Report Item 3: Shareholders:

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12/31/12

(1) (a) Name & Address (City, State, County)	(1) (b) County of Citizenship or Incorporation	(1) (c) Number and % of each class of voting Securitates	
R. Elliott Miller Roswell, Georgia	USA	209,500 Common	11.4%
H. Ross Arnold, III Atlanta, Georgia	USA	284,717 Common	15.5%

Shareholders not listed in (3)(1)(a) through 3 (1)© that had ownership, control or holdings of 5% or more with power to vote during the fisacl year ending 12/31/12

(2) (a) Name & Address (City, State, County)	(2) (b) County of Citizenship or Incorporation	(2) (c) Number and % of each class of voting Securitates
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None

Item 2B - Domestic Branch
Georgia Banking Company - Branch locations

Atlanta - Full Service Branch
6190 Powers Ferry Road
Suite 150
Atlanta, GA 30339

Griffin- Full Service Branch
1624 N Expressway
Griffin, GA 30223

(1) Name & Address	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position With Bank Holding Company	(3)(b) Title & Position with Subsidiaries	(3)(c) Title & Position with other Businesses	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c)
R. Elliott Miller Roswell, GA Citizenship - USA	N/A	President, CEO and Director	President, CEO and Director	N/A	11.4%	N/A	N/A
James R. Lientz, Jr. Atlanta, GA Citizenship - USA	Consulting	Director	Director	Partner Safe Harbor LLC	1.3%	N/A	N/A
H. Ross Arnold III Atlanta, GA Citizenship - USA	Investment Management Company	Chairman, Director	Chairman, Director	President Quest Capital Corp.	15.5%	N/A	N/A
Winthrop S. Jessup Bozeman, MT Citizenship - USA	Retired	Director	Director	Retired	3.8%	N/A	N/A
Michael L. Watkins Atlanta, GA Citizenship - USA	Trucking, Real Estate & Seafood Processing	Director	Director	President Watkins Associated Ind.	1.9%	N/A	N/A
Walter F. Reames, Jr. Cumming, GA Citizenship - USA	Retired	Director	Director	Retired	1.0%	N/A	N/A
Robert Johnson Smyrna, GA Citizenship - USA	N/A	EVP/COO	Executive Vice President/COO	N/A	0.0%	N/A	N/A
Matthew M. Blejwas Acworth, GA Citizenship - USA	N/A	CFO	CFO	N/A	0.5%	N/A	N/A

* Both Georgia Business Capital and Georgia Banking Company

** Georgia Banking Company only