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By E. Johnson

FR Y-6
OMB Number 7100-0297
Approval expires December 31, 2015
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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, **Don M Thigpen**
Name of the Holding Company Director and Official
President
Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address
Heart of Georgia Bancshares Inc.
Legal Title of Holding Company
PO Box 408

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.

(Mailing Address of the Holding Company) Street / P.O. Box
Vidalia GA 30474
City State Zip Code
2109 East First St, Vidalia Georgia
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:
Gina Davis VP Operations
Name Title

[Signature]
Signature of Holding Company Director and Official
05/06/2013
Date of Signature

912-386-4703
Area Code / Phone Number / Extension
912-538-8906
Area Code / FAX Number
gdavis@mvpbankonline.com
E-mail Address
www.mvpbankonline.com
Address (URL) for the Holding Company's web page

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

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 *4/7 Phone call*

For Federal Reserve Bank Use Only
RSSD ID **2349516**
C.I. _____

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HEART OF GEORGIA BANCSHARES, INC.
MOUNT VERNON, GEORGIA

ANNUAL REPORT OF BANK HOLDING COMPANIES - FR Y-6

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Report Item 3(1):	Shareholders Owning 5% or More of Stock at Year-end - Attached
Report Item 3(2):	N/A
Report Item 4:	Directors and Officers - Attached

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ITEM 2

**HEART OF GEORGIA BANCSHARES, INC.
MOUNT VERNON, GEORGIA**

ORGANIZATION CHART

PARENT COMPANY

Heart of Georgia Bancshares, Inc.
Georgia Corporation
2109 East First Street
Vidalia, GA 30474
Donald M. Thigpen, President & CEO
Robert E. Thigpen, Jr., Chairman
Vela Davis, Secretary

100 %

SUBSIDIARY

Mount Vernon Bank
Georgia Corporation
2109 East First St
Vidalia, GA 30474

Donald M. Thigpen, CEO
Ronnie Green, President
Robert E. Thigpen, Jr., CFO

SUBSIDIARY

Heart of Georgia Capital Trust I
Delaware Corporation
2109 East First St
Vidalia, GA 30474

Donald M. Thigpen, CEO
Robert E. Thigpen, Jr., CFO
Gina Davis, Assistant Secretary

Results: A list of branches for your holding company: HEART OF GEORGIA BANCSHARES, INC. 123456789 at MOUNT VERNON, GA.
 The data are as of 03/31/2013. Data reflects information that was received and processed through 04/10, 2014.

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.

Data Action	Effective Date	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)	807432	MOUNT VERNON BANK	101 RAILROAD AVENUE	MOUNT VERNON	GA	30445	MONTGOMERY	UNITED STATES	5109	0	MOUNT VERNON BANK	807432	
OK		Full Service	3932719	FIRST STREET BRANCH	2109 FIRST STREET E	VIDALIA	GA	30474	TOOMBS	UNITED STATES	490024	3	MOUNT VERNON BANK	807432	
OK		Full Service	2834487	WEST FIRST STREET BRANCH	402 WEST FIRST STREET	VIDALIA	GA	30474	TOOMBS	UNITED STATES	357069	1	MOUNT VERNON BANK	807432	

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HEART OF GEORGIA BANCSHARES, INC.
MOUNT VERNON, GEORGIA

SHAREHOLDERS

5% or more Shareholders - December 31, 2012

Name	Address	Citizenship	Shares Owned	Percent Owned
Thigpen, Jr., Robert E,	Dublin, GA	USA	62,972	25.89%
Thigpen, Donald M.	Mt. Vernon, GA	USA	58,805	24.17%
Mount Vernon Bank KSOP Plan#D71 Executer/Trustee – Gina Davis, D Alan Thigpen and Ronnie Green	Mount Vernon, GA	USA	24,651	10.13%
Joiner Jr., G. M.	Glenwood, GA	USA	19,410	7.98%
Roller, John	Mt. Vernon, GA	USA	17,043	7.01%
Sumner, Vernon	Vidalia, GA	USA	13,277	5.46%

HEART OF GEORGIA BANCSHARES, INC.
MOUNT VERNON, GEORGIA

DIRECTORS AND OFFICERS

<i>Name & Address (City, State, Country)</i>	<i>Principal Occupation if other than with Bank Holding Company</i>	<i>Title & Position with Bank Holding Company</i>	<i>Title & Position with Subsidiaries</i>	<i>Title & Position with Other Businesses</i>	<i>Percentage of Voting Shares in Bank Holding Company</i>	<i>Percentage of Voting Shares in Subsidiaries</i>	<i>Other Companies in which 25% or more of Voting Securities are held</i>
Donald M. Thigpen Mount Vernon, GA 30445 U.S.A.	see title and position with subsidiary	President & CEO, Director	President & CEO, Director - (Mount Vernon Bank)	N/A	24.17%	None	N/A
Robert E. Thigpen, Jr. Dublin, GA 31021 U.S.A.	Certified Public Accountant - (Thigpen, Jones, Seaton & Co., PC)	Chairman Director	CFO & Director (Mount Vernon Bank)	Owner & President - (Thigpen, Jones, Seaton & Co., PC)	25.89%	None	Thigpen, Jones, Seaton & Co., PC - (23.75%)
Ronnie Green Vidalia, GA 30474 U.S.A.	see title and position with subsidiary	Director	President (Mount Vernon Bank)	N/A	3.99%	None	
Vela Davis Ailey, GA 30410 U.S.A.	see title and position with subsidiary	Secretary	Retired (Mount Vernon Bank)	N/A	None	None	N/A
Mount Vernon Bank 401 KSOP Plan D71 Executor/Trustees- Gina Davis, D. Alan Thigpen & Ronnie Green Mount Vernon, GA 30445 U.S.A.	None	None	None	None	10.13%	None	N/A