

MAR 27 REC'D

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, 2014
 Month / Day / Year

N/a
 Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

I, Johnny Mark Irvin
 Name of the Holding Company Director and Official
CEO
 Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address
Liberty Bancorp of Georgia, Inc.
 Legal Title of Holding Company

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.

P O Box 845
 (Mailing Address of the Holding Company) Street / P.O. Box

Clayton GA 30525
 City State Zip Code

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.

121 Rickman St.
 Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Carolyn Simmons Exec. Secretary
 Name Title

706/782-4571 226
 Area Code / Phone Number / Extension

706/782-9208
 Area Code / FAX Number

csimmons@rabuncountybank.com
 E-mail Address

[Signature]
 Signature of Holding Company Director and Official
3-5-15
 Date of Signature

N/A
 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

For Federal Reserve Bank Use Only

RSSD ID 1095228
 C.I. _____

For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

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City State Zip Code

Physical Location (if different from mailing address)

ANNUAL REPORT OF BANK HOLDING COMPANY

FRY - 6

**Liberty Bancorp of Georgia, Inc.
Clayton, GA
Fiscal Year Ending December 31, 2014**

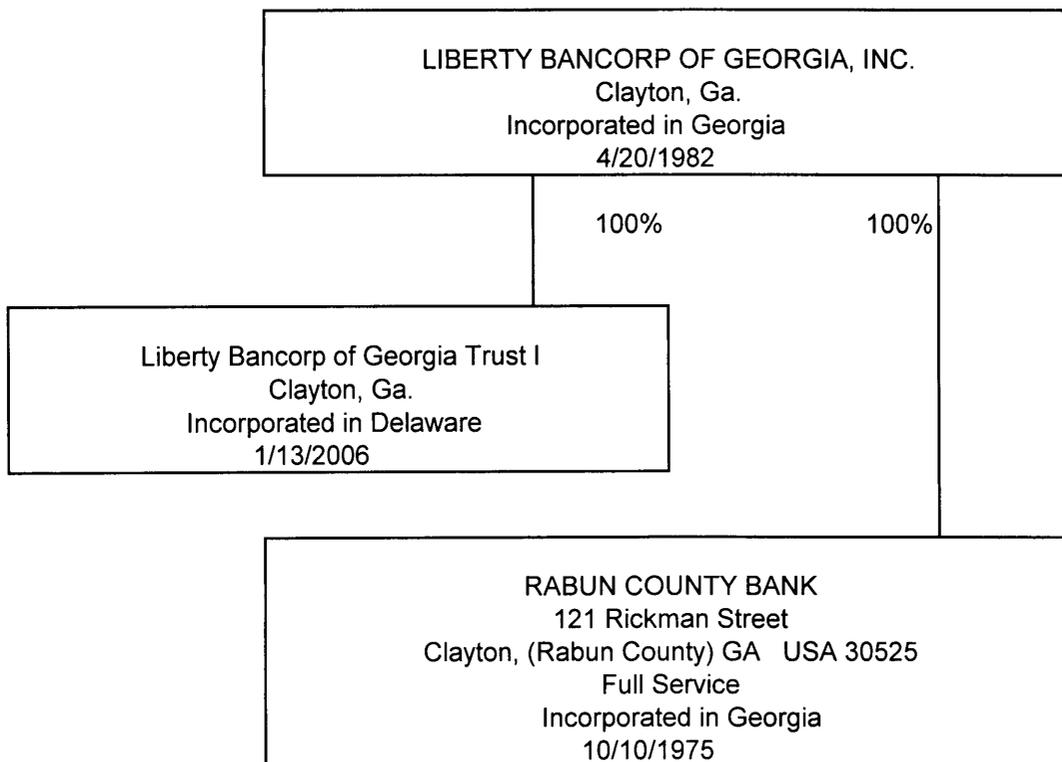
- Report Item 1:** Annual report to Shareholders - not yet available. Will be forwarded as soon as available.
- Report Item 2:** (a) Organization Chart - see attached
(b) Domestic Branch Listing - see attached
- Report Item 3:** 1. Securities Holders
2. " "
- Report Item 4:** Insiders - see attached

Form FRY - 6

Liberty Bancorp of Georgia, Inc.
Clayton, Ga
Fiscal Year Ending December 31, 2014

Report Item 2 (a)
Organizational Chart

ORGANIZATIONAL CHART

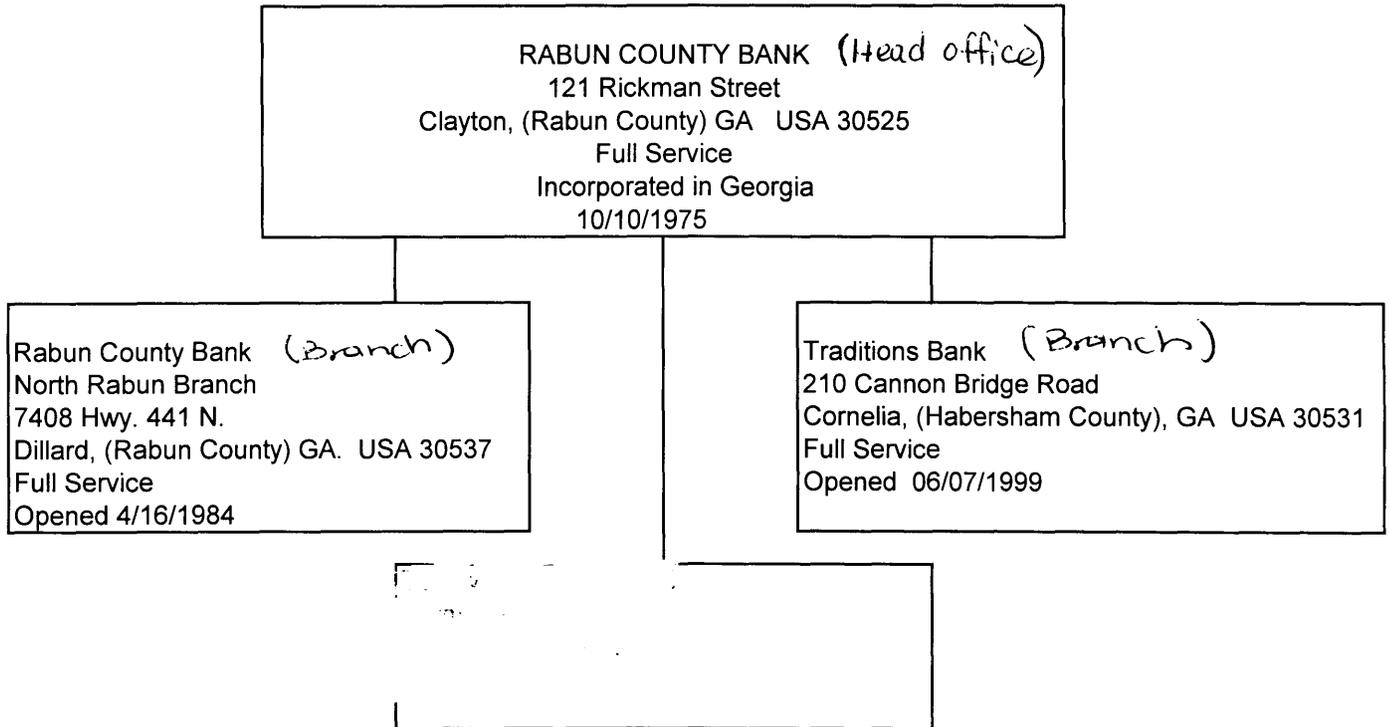


Form FRY - 6

Liberty Bancorp of Georgia, Inc.
Clayton, Ga
Fiscal Year Ending December 31, 2014

Report Item 2 (b)
Domestic Branch Listing

DOMESTIC BRANCH LISTING



Form FR Y-6

LIBERTY BANCORP OF GEORGIA, INC.
Fiscal Year ending December 31, 2014

Report Item 3: Securities holders
(1)(a)(b)(c) and 2(a)(b)(c)

(1) Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2014

(1)(a) Name City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and percentage of Each Class of Voting Securities
Johnny Mark Irvin Tallulah Falls, Ga. USA	USA	161,293 24.336%
David Irvin Clarksville, Ga. USA	USA	74,060 11.174%
Wanda Jackson Hutchison Lakemont, Ga. USA	USA	36,215 5.464%

(2) Securities holders not listed in 3 (1) (a) through 3 (1) (c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12/31/2014

(2)(a) Name City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and percentage of Each Class of Voting Securities
None		

**DOMESTIC BANK HOLDING COMPANY
ANNUAL REPORT F.R.Y. - 6
LIBERTY BANCORP OF GEORGIA, INC.
Clayton, Georgia
Fiscal year ending on December 31, 2014**

**Report Item 4 - Insiders
(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)**

(1) Name & City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) * Percentage of Voting shares in Holding Company	(4)(b) Percentage of voting shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (list of names of companies & percentage of voting securities held)
Johnny Mark Irvin Tallulah Falls, Ga. USA	CEO Rabun County Bank	Chairman, CEO & Director	Director, Secretary & CEO Rabun County Bank	Director & President - North Ga. Foods, Inc. Director & President - Southland Foods, Inc. Director & President - Overlook Foods, Inc. General Partner - Lake Rabun Properties General Partner - Irvin, Irvin, & Irvin General Partner - Irvin Properties General Partner - Jackson & Irvin Partner & Sec./Treas. - D.J. Partners Realty, LLC	24.336%	N/A	North Ga. Foods, Inc. - 50% Southland Foods, Inc. - 50% Overlook Foods, Inc. - 50% Lake Rabun Properties - 50% Irvin, Irvin & Irvin - 50% Irvin Properties - 50% Jackson & Irvin - 50% D J. Partners Realty, LLC - 50%
Wanda Hutchison Lakemont, Ga. 30552	N/A	Director	Director, Rabun County Bank	General Partner, Jackson & Irvin Admin., Kasey Kids, LLC	5.464%	N/A	Jackson & Irvin - 50%
Greg W. Funkhouser Clayton, Ga. 30525	Pres. - Rabun County Bank	Director & Secretary	Director & Pres., Rabun County Bank	NA	1.010%	N/A	N/A
David Irvin Clarkesville, Ga. 30523	Business owner & Managing Partner	N/A	N/A	Director & Sec./Treas. - North Georgia Foods, Inc. Director & Sec./Treas. - Southland Foods, Inc. General Partner - Lake Rabun Properties General Partner - Irvin, Irvin & Irvin General Partner - Irvin Properties Partner & Pres., - D.J. Partners Realty, LLC Director & Sec./Treas. - Overlook Foods, Inc. General Partner - S&B Irvin Properties LLC	11.174%	N/A	North Georgia Foods, Inc. - 50% Southland Foods, Inc. - 50% Lake Rabun Properties - 50% Irvin, Irvin & Irvin - 50% Irvin Properties - 50% D.J. Partners Realty, LLC - 50% Overlook Foods, Inc. - 50%

(1) Name & City, State, Country	(2) Principal Occupation if other than with Holding Company Bank Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries) with Subsidiaries	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) * Percentage of Voting shares in Holding Company	(4)(b) Percentage of voting shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (list of names of companies & percentage of voting securities held)
George G. Krivsky Clayton, Ga. 30525	President of metal stamping company	Director & CFO	Presiding Director, Rabun County Bank	None	4.074%	N/A	N/A
Londa I. Sprinkle Mt. Airy, Ga. 30563	Paralegal (Whelchel, Dunlap, Jarrard & Walker, attys)	Director	Director, Rabun County Bank	None	3.630%	N/A	N/A
Edward Dillard Dillard, Ga. 30537	Retired	Director	Director, Rabun County Bank	Retired Dillard Adventures	0.106%	N/A	N/A 50%
Claude Rickman Dillard, Ga. 30537	Building Contractor	Director	Director, Rabun County Bank	Owner, Claude Rickman Construction, Inc.	0.226%	N/A	51%
Samuel R. Beck Clayton, Ga. 30525	Funeral Home Director/Mortician	Director	Director, Rabun County Bank	Coroner, Rabun County, Ga. Owner, Beck Funeral Home	0.364%	N/A	N/A Beck Funeral Home - 75%

*Rabun County Bank is a wholly owned subsidiary of Liberty Bancorp of Georgia, Inc.