

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

RECEIVED  
 FEB 27 2013  
 E. Johnson

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):

12/31/2012

Month / Day / Year

I, Henry Gilbert

Name of the Holding Company Director and Official

President

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

LaFayette Bankshares, Inc.

Legal Title of Holding Company

P.O. Box 1149

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

LaFayette, GA 30728

City

State

Zip Code

101 W. Patton Street LaFayette, GA 30728

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:

Henry Gilbert, President

Name

Title

706-638-2520

Area Code / Phone Number / Extension

706-638-5409

Area Code / FAX Number

hgilbert@bankoflafayette.com

E-mail Address

www.bankoflafayette.com

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

Signature of Holding Company Director and Official

2/15/2013

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  
 C.I.

1085965

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."

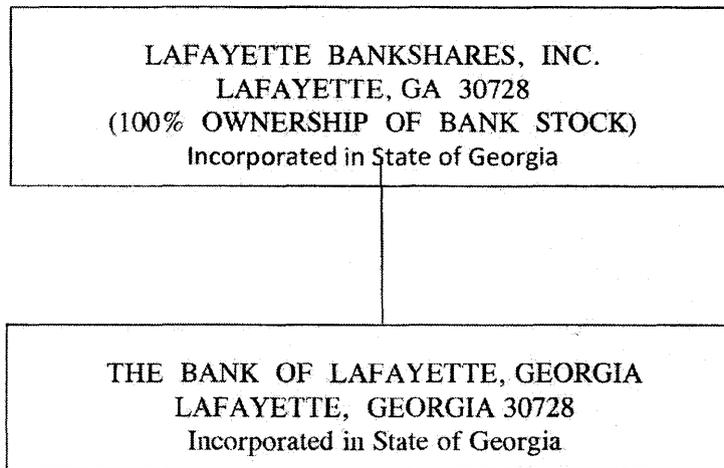
No

Reused

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**LAFAYETTE BANKSHARES, INC. AND SUBSIDIARY  
LAFAYETTE, GEORGIA  
FR Y-6 Report Item 2a**

ORGANIZATION CHART  
December 31, 2012



Additional companies reportable on the FR Y-6:  
None.

FR Y-6  
 Report Item 2b  
 Domestic Branch Listing  
 Lafayette Bankshares, Inc.  
 12/31/2012

**Results:** A list of branches for your depository institution: BANK OF LAFAYETTE, THE (ID\_RSSD: 944739).  
 This depository institution is held by LAFAYETTE BANKSHARES, INC. (1085965) of LAFAYETTE, GA.  
 The data are as of 12/31/2012. Data reflects information that was received and processed through 01/06/2013.

**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)	944739	BANK OF LAFAYETTE, THE	101 W. PATTON STREET	LAFAYETTE	GA	30728	WALKER	UNITED STATES	5916	0	BANK OF LAFAYETTE, THE	944739	
ok		Limited Service	696234	WEST LA FAYETTE BRANCH	405 WEST MAIN STREET	LA FAYETTE	GA	30728	WALKER	UNITED STATES	219780	1	BANK OF LAFAYETTE, THE	944739	
ok		Full Service	883034	ROCK SPRING BRANCH	US HWY 27	ROCK SPRING	GA	30739	WALKER	UNITED STATES	219781	2	BANK OF LAFAYETTE, THE	944739	

**LaFayette Bankshares, Inc.**  
**FR Y-6 Report Item 3-1**  
**Securities Holders**  
**December 31, 2012**

LAFAYETTE BANKSHARES, INC.

LIST OF SHAREHOLDERS WITH FIVE PERCENT (5%)  
OR MORE OF VOTING POWER  
December 31, 2012

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<u>Name and Address of Shareholders</u>	<u>Country of Citizenship</u>	<u>Number of Shares and Percent of Voting Shares</u>
Anne G. Barnes Canton, GA USA	United States	27,266 - 9.06%
Charles H. Gilbert LaFayette, GA USA	United States	27,238 - 9.06%
George M. Gilbert LaFayette, GA USA	United States	22,557 - 7.50%
Bob D. Gilbert, Jr. LaFayette, GA USA	United States	15,097 - 5.12%

**LaFayette Bankshares, Inc.**  
**FR Y-6 Report Item 3-2**  
**12/31/2011**

None

Revised

LAFAYETTE BANKSHARES, INC.  
 FR Y-6, ITEM 4: INSIDERS  
 LIST OF DIRECTORS AND OFFICERS  
 DECEMBER 31, 2012

NAME AND ADDRESS	TITLE		TITLE OR POSITION WITH OTHER BUSINESS COMPANY	PRINCIPAL OCCUPATION	NUMBER OF SHARES AND PERCENT OF VOTING SHARES	
	BANK HOLDING COMPANY	BANK			LAFAYETTE BANKSHARES, INC.	OTHER COMPANIES
B.D. Gilbert, Jr. LaFayette, GA USA	Director Chairman	Director Chairman	None	Banker	15,097 - 5.12%	None
C.H. Gilbert* LaFayette, GA USA	Director President	Director President	None	Banker	27,238 - 9.24%	None
C. B. Parker LaFayette, GA USA	Director	Director	Owner, Insurance Agency	Insurance Agent	1,111 - 0.04%	Stiles Parker & Co. (100%)
W. D. Cunningham LaFayette, GA USA	Director	Director	Attorney	Attorney	1,124 - 0.38%	Wm. David Cunningham, P.C. (100%)
W. R. Loughridge LaFayette, GA USA	Director	Director	Owner, Farm Equipment Sales	Merchant	1,980 - 0.67%	Loughridge Equipment (100%)
R. B. Forester LaFayette, GA USA	Director	Director	None	Retired	309 - 0.10%	None
H. N. Florence LaFayette, GA USA	Director	Director	Pharmacist	Pharmacist	269 - 0.09%	Medi Thrift, Inc. (100%)
B. R. Potts Ringgold, GA USA	Director	Director	Partner - Auction Co.	Auctioneer	250 - 0.08%	Potts Brothers Land & Auction LLC (50%)
J.S. Ingram LaFayette, GA USA	Vice Pres./Secretary	Vice Pres./Cashier	Partner - Hardware Store	Banker	100 - 0.03%	Hammond-Jones Hdw. (50%)

\*C.H. Gilbert and Henry Gilbert are one in the same. Full name is Charles Henry Gilbert