

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

MAR 17 REC'D

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, 2013

Month / Day / Year

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

Reporter's Name, Street, and Mailing Address

Liberty Bancorp of Georgia, Inc.

Legal Title of Holding Company

P O Box 845

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

121 Rickman St.

City

State

Zip Code

Clayton

GA

30525

Physical location (if different from mailing address)

CEO  
 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.

Person to whom questions about this report should be directed:

Carolyn Simmons, Exec. Secretary

Name

Title

706/782-4571

Area Code / Phone Number / Extension

706/782-9208

Area Code / FAX Number

csimmons@rabuncountybank.com

E-mail 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.

Signature of Holding Company Director and Official

NA

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

Date of Signature

3-11-14

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 1085228

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

## 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.

|   |   |
|---|---|
| <hr/> <p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical location (if different from mailing address)</p> <hr/> | <hr/> <p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical location (if different from mailing address)</p> <hr/> |
| <hr/> <p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical location (if different from mailing address)</p> <hr/> | <hr/> <p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical location (if different from mailing address)</p> <hr/> |
| <hr/> <p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical location (if different from mailing address)</p> <hr/> | <hr/> <p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical location (if different from mailing address)</p> <hr/> |
| <hr/> <p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical location (if different from mailing address)</p> <hr/> | <hr/> <p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical location (if different from mailing address)</p> <hr/> |

**ANNUAL REPORT OF BANK HOLDING COMPANY**

**FRY - 6**

**Liberty Bancorp of Georgia, Inc.  
Clayton, GA  
Fiscal Year Ending December 31, 2013**

- 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

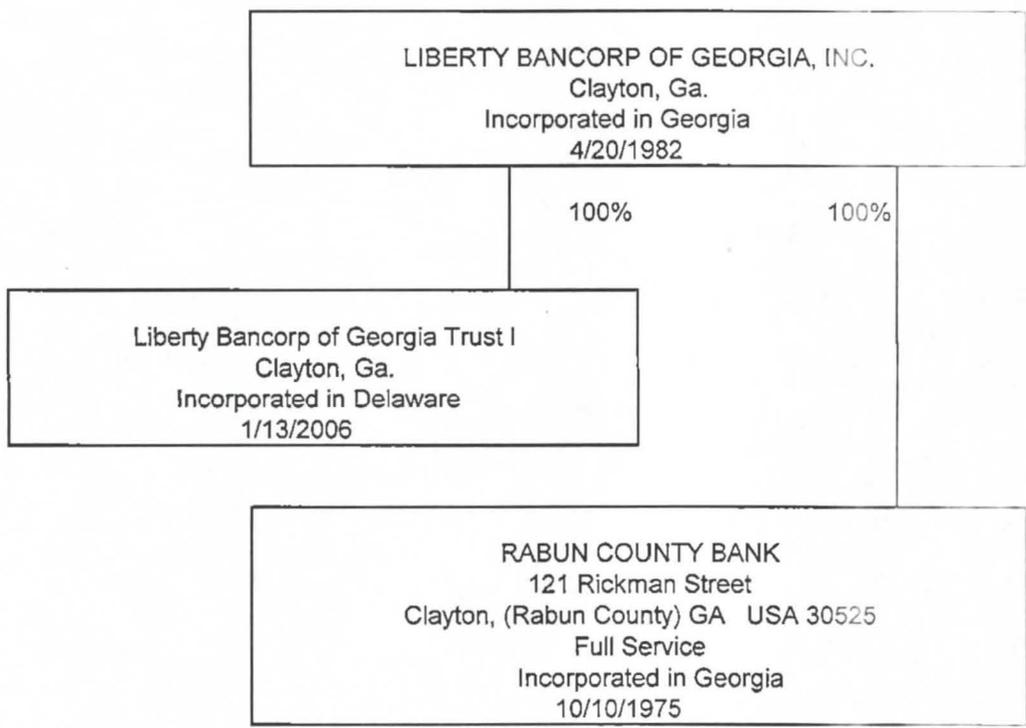
Revised

Form FRY - 6

Liberty Bancorp of Georgia, Inc.  
Clayton, Ga  
Fiscal Year Ending December 31, 2013

Report Item 2 (a)  
Organizational Chart

ORGANIZATIONAL CHART



**Results:** A list of branches for your depository institution: RABUN COUNTY BANK (ID\_RSSD: 514936).  
 This depository institution is held by LIBERTY BANCORP OF GEORGIA, INC. (1085228) of CLAYTON, GA.  
 The data are as of 12/31/2013. Data reflects information that was received and processed through 04/07/2014.

**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) | 514936          | RABUN COUNTY BANK                   | 121 RICKMAN STREET     | CLAYTON  | GA    | 30525    | RABUN     | UNITED STATES | 15378        | 0              | RABUN COUNTY BANK | 514936               |          |
| CHANGE      | 6/7/1999       | Full Service               | 2819073         | TRADITIONS <del>BRANCH</del> Branch | 210 CANNON BRIDGE ROAD | CORNELIA | GA    | 30531    | HABERSHAM | UNITED STATES | 254116       | 2              | RABUN COUNTY BANK | 514936               |          |
| OK          |                | Full Service               | 275031          | NORTH RABUN BRANCH                  | 7408 HWY 441 NORTH     | DILLARD  | GA    | 30537    | RABUN     | UNITED STATES | 254115       | 1              | RABUN COUNTY BANK | 514936               |          |

Form FR Y-6

LIBERTY BANCORP OF GEORGIA, INC.  
Fiscal Year ending December 31, 2013

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 12-31-2013

| (1)(a)<br>Name<br>City, State, Country       | (1)(b)<br>Country of Citizenship<br>or Incorporation | (1)(c)<br>Number and percentage<br>of Each Class of Voting<br>Securities |
|--|--|--|
| Johnny Mark Irvin<br>Tallulah Falls, Ga. USA | USA  | 140,931<br>21.264%   |
| David Irvin<br>Clarksville, Ga. USA          | USA  | 74,060<br>11.174%  |
| Wanda Jackson Hutchison<br>Lakemont, Ga. USA | USA  | 36,215<br>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 12/31/2013

| (2)(a)<br>Name<br>City, State, Country | (2)(b)<br>Country of Citizenship<br>or Incorporation | (2)(c)<br>Number and percentage<br>of Each Class of Voting<br>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, 2013

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

| (1)<br>Name &<br>City, State,<br>Country   | (2)<br>Principal Occupation<br>if other than with<br>Holding Company | (3)(a)<br>Title & Position<br>with Holding<br>Company | (3)(b)<br>Title & Position with<br>Subsidiaries (include<br>names of subsidiaries) | (3)(c)<br>Title & Position with Other Businesses<br>(include names of other businesses)   | (4)(a)<br>* Percentage of<br>Voting shares in<br>Holding Company | (4)(b)<br>Percentage of<br>voting shares<br>in Subsidiaries<br>(include names<br>of subsidiaries) | (4)(c)<br>List names of other companies<br>(includes partnerships) if 25%<br>or more of voting securities are<br>held (list of names of companies<br>& percentage of voting securities<br>held)   |
|--|--|---|--|---|--|---|---|
| Johnny Mark Irvin<br>Tallahassee, Fla. USA | CEO<br>Rabun County Bank   | Chairman, CEO &<br>Director                           | Director, Secretary & CEO<br>Rabun County Bank                                     | Director & President - North Ga. Foods, Inc.<br>Director & President - Southland Foods, Inc.<br>Director & President - Overlook Foods, Inc.<br>General Partner - Lake Rabun Properties<br>General Partner - Irvin, Irvin, & Irvin<br>General Partner - Irvin Properties<br>General Partner - Jackson & Irvin<br>Partner & Sec./Treas. - D.J. Partners Realty, LLC           | 21.264%  | N/A   | North Ga. Foods, Inc. - 50%<br>Southland Foods, Inc. - 50%<br>Overlook Foods, Inc. - 50%<br>Lake Rabun Properties - 50%<br>Irvin, Irvin & Irvin - 50%<br>Irvin Properties - 50%<br>Jackson & Irvin - 50%<br>D J. Partners Realty, LLC - 50% |
| Wanda Hutchison<br>Lakemont, Ga.           | N/A  | Director  | Presiding Director, Rabun<br>County Bank   | General Partner, Jackson & Irvin  | 5.464%   | N/A   | Jackson & Irvin - 50%   |
| Greg W. Funkhouser<br>Clayton, Ga.         | Pres. - Rabun County Bank  | Director & Secretary                                  | Director & Pres.,<br>Rabun County Bank   | NA  | 1.010%   | N/A   | N/A   |
| David Irvin<br>Clarkesville, Ga.           | Business owner &<br>managing partner                                 | N/A   | N/A  | Director & Secretary - North Georgia Foods, Inc.<br>Director & Secretary - Southland Foods, Inc.<br>General Partner - Lake Rabun Properties<br>General Partner - Irvin, Irvin & Irvin<br>General Partner - Irvin Properties<br>Partner & Pres., - D.J. Partners Realty, LLC<br>Director & Sec./Treas. - Overlook Foods, Inc.<br>General Partner - S&B Irvin Properties, LLC | 11.174%  | N/A   | North Georgia Foods, Inc. - 50%<br>Southland Foods, Inc. - 50%<br>Lake Rabun Properties - 50%<br>Irvin, Irvin & Irvin - 50%<br>Irvin Properties - 50%<br>D.J. Partners Realty, LLC - 50%<br>Overlook Foods, Inc. - 50%                      |

| (1)<br>Name &<br>City, State,<br>Country | (2)<br>Principal Occupation<br>if other than with<br>Holding Company<br>Bank Holding Company | (3)(a)<br>Title & Position<br>with Holding<br>Company | (3)(b)<br>Title & Position with<br>Subsidiaries (include<br>names of subsidiaries)<br>with Subsidiaries | (3)(c)<br>Title & Position with Other Businesses<br>(include names of other businesses) | (4)(a)<br>* Percentage of<br>Voting shares in<br>Holding Company | (4)(b)<br>Percentage of<br>voting shares<br>in Subsidiaries<br>(include names<br>of subsidiaries) | (4)(c)<br>List names of other companies<br>(includes partnerships) if 25%<br>or more of voting securities are<br>held (list of names of companies<br>& percentage of voting securities<br>held) |
|--|--|---|---|---|--|---|---|
| George G. Krivsky<br>Clayton, Ga.        | President of metal<br>stamping company   | Director & CFO  | Director, Rabun<br>County Bank  | President - Rabun Products, Inc.  | 4.074%   | N/A   | Rabun Products, Inc. - 100%   |
| Londa I. Sprinkle<br>Mt. Airy, Ga.       | Paralegal<br>(Whelchel, Dunlap, Jarrard<br>& Walker, attys)                                  | Director  | Director, Rabun<br>County Bank  | None  | 3.630%   | N/A   | N/A   |
| Edward Dillard<br>Dillard, Ga.           | Retired  | Director  | Director, Rabun<br>County Bank  | Retired   | 0.106%   | N/A   | N/A   |
| Claude Rickman<br>Dillard, Ga.           | Building Contractor  | Director  | Director, Rabun<br>County Bank  | Owner, Claude Rickman Construction, Inc.<br>Director - Rabun Gap Nacoochee School       | 0.037%   | N/A   | N/A   |
| Samuel R. Beck<br>Clayton, Ga.           | Funeral Home Director/Mortician  | Director  | Director, Rabun<br>County Bank  | Coroner, Rabun County, Ga.<br>President, Beck Funeral Home                              | 0.000%   | N/A   | N/A   |

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