

Board of Governors of the Federal Reserve System



# Annual Report of Bank 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)). 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 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). 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 Bank Holding Companies* must be signed by one director of the top-tier bank holding company. This individual should also be a senior official of the top-tier bank holding company. In the event that the top-tier bank 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 bank holding company's fiscal year-end):  
December 31, 2011

Month / Day / Year

I, Johnny M. Irvin, CEO  
Name of the Bank Holding Company Director and Official  
CEO  
Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address  
Liberty Bancorp of Georgia, Inc.

Legal Title of Bank Holding Company

P O Box 845

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

Clayton, GA 30525

City State Zip Code

121 Rickman Street

Physical location (if different from mailing address)

attest that the *Annual Report of Bank Holding Companies* (including the supporting attachments) for this report date have 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 B. 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

N/A

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

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]  
Signature of Bank Holding Company Director and Official

Date of Signature

For bank 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 Bank Holding Companies

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

Legal Title of Subsidiary Bank Holding Company

(Mailing Address of the Subsidiary Bank 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, Georgia  
For the Fiscal Year Ending December 31, 2011**

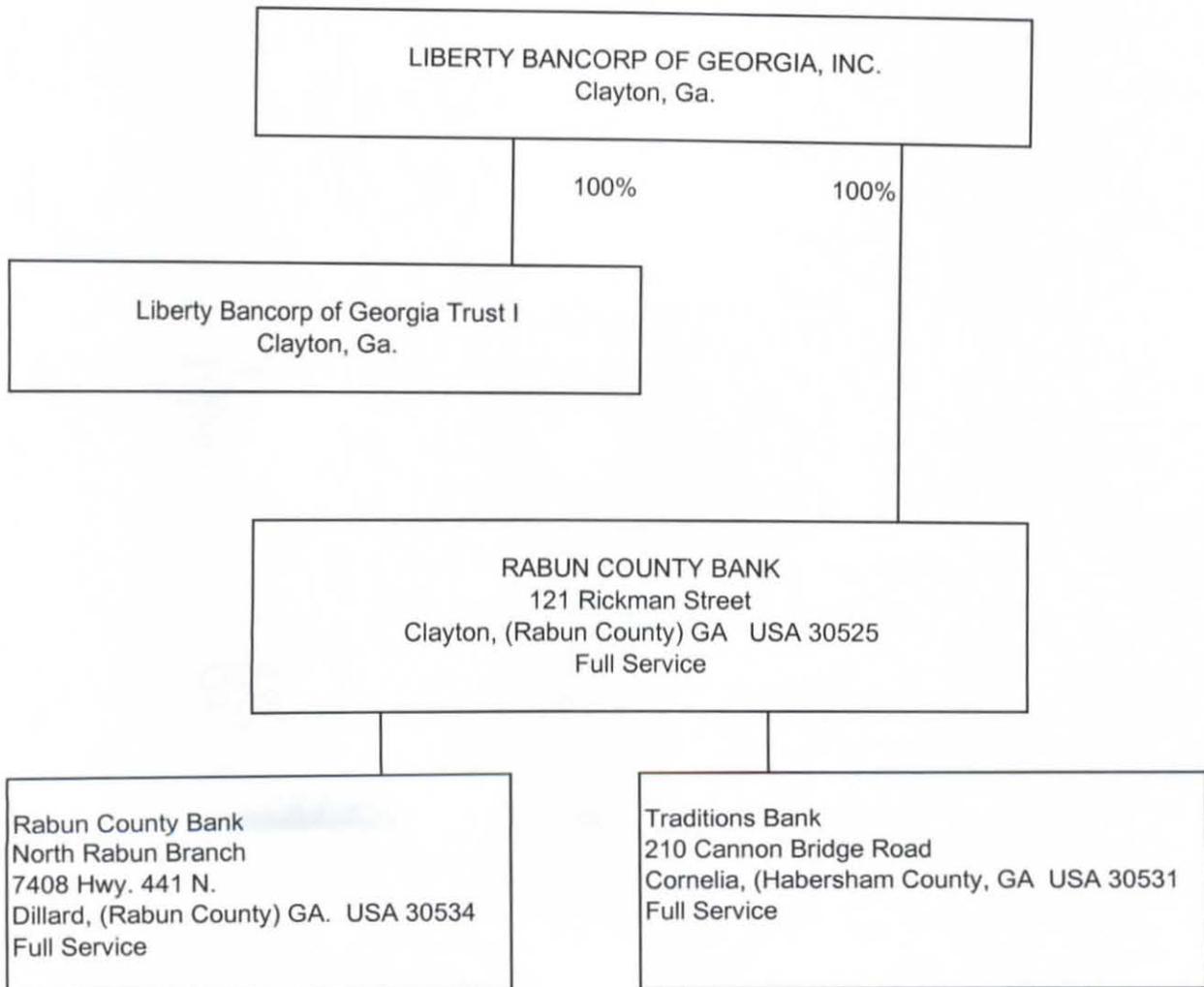
- Report Item 1:** Annual report to Shareholders - attached
- Report Item 2:** (a) Organization Chart - see attached  
(b) Domestic Branch Listing - see attached
- Report Item 3:** 1 Securities Holders  
2 " "
- Report Item 4:** Insiders - see attached

Form FR-Y 6

Liberty Bancorp of Georgia, Inc.  
Clayton, Georgia  
Fiscal Year Ending December 31, 2011

Report Item 2 (a) & (b)

ORGANIZATIONAL CHART  
AND DOMESTIC BRANCH LISTING



**DOMESTIC BANK HOLDING COMPANY**

**FRY-6**

**LIBERTY BANCORP OF GEORGIA, INC.**

**Clayton, Georgia**

**For the Fiscal Year ending December 31, 2011**

**Report Item 3.1**

<b>NAME &amp; ADDRESS</b>	<b>COUNTRY OF CITIZENSHIP</b>	<b># OF SHARES % OF SHARES</b>
Johnny Mark Irvin Tallulah Falls, Ga. 30573	USA	16,133 20.166%
David Irvin Tallulah Falls, Ga. 30573	USA	10,580 13.225%
Wanda Jackson Hutchison Lakemont, Ga. 30552	USA	4,380 5.475%

**DOMESTIC BANK HOLDING COMPANY**

**FRY-6**

**LIBERTY BANCORP OF GEORGIA, INC.  
Clayton, Georgia**

**For the Fiscal Year ending December 31, 2011**

**Report Item 3.2**

<b>NAME &amp; ADDRESS</b>	<b>COUNTRY OF CITIZENSHIP</b>	<b># OF SHARES % OF SHARES</b>
Thomas T. Irvin Mt. Airy, Ga.	USA	10,281 12.851%

**DOMESTIC BANK HOLDING COMPANY**  
**ANNUAL REPORT F.R.Y. - 6**  
**LIBERTY BANCORP OF GEORGIA, INC.**  
**Clayton, Georgia**  
**For the fiscal year ending on December 31, 2011**

**Report Item 4**

<b>Name &amp; Address</b>	<b>Principal Occupation if other than with Bank Holding Company</b>	<b>Title &amp; Position with Bank Holding Company</b>	<b>Title &amp; Position with Subsidiaries</b>	<b>Title &amp; Position with Other Businesses</b>	<b>* Percentage of Voting shares in Bank Holding Co.</b>	<b>Percentage of voting shares in Subsidiaries</b>	<b>Names of other companies &amp; voting % if 25% or more of voting securities are held</b>
Johnny Mark Irvin Tallahassee, Ga. 30573	N/A	Chairman, CEO & Secretary	Director & CEO, & Sec. 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 & Vice Pres. - D.J. Partners Realty, LLC	20.166%	N/A	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% Lake Rabun Properties - 50% Jackson & Irvin - 50%
Wanda Hutchison Lakemont, Ga. 30552	N/A	Director	Director, Rabun County Bank	General Partner, Jackson & Irvin	5.475%	N/A	N/A Jackson & Irvin - 50%
Greg W. Funkhouser Clayton, Ga. 30525	Pres. - Rabun County Bank	Director	Director & Pres., Rabun County Bank	NA	0.563%	N/A	N/A
David Irvin Clarkesville, Ga. 30523	Business owner & managing partner	N/A	N/A	Director & Secretary - North Ga. Foods, Inc. Director & Secretary - 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-1% - S & B Irvin Properties, LLP	13.225%	N/A	North Ga. Foods, Inc. - 50% Southland Foods, Inc. - 50% Irvin, Irvin & Irvin - 50% Irvin Properties - 50% Lake Rabun Properties - 50% D.J. Partners Realty, LLC - 50% Overlook Foods, Inc. - 50%

Liberty Bancorp of Ga., Inc.

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Dec. 31, 2011

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<b>Name &amp; Address</b>	<b>Principal Occupation if other than with Bank Holding Company</b>	<b>Title &amp; Position with Bank Holding Company</b>	<b>Title &amp; Position with Subsidiaries</b>	<b>Title &amp; Position with Other Businesses</b>	<b>* Percentage of Voting shares in Bank Holding Co.</b>	<b>Percentage of voting shares in Subsidiaries</b>	<b>Names of other companies &amp; % of ownership if 25% or more of voting securities are held</b>
George G. Krivsky Clayton, Ga. 30525	Owner of metal stamping company	Director & CFO	Director & CFO Rabun Co. Bank	President - Rabun Products, Inc.	4.375%	N/A	N/A Rabun Products, Inc. - 100%
Sylvia Turner Clayton, Ga. 30525	N/A	Director	Director, Rabun County Bank	Retired	3.188%	N/A	N/A
Londa Irvin Wilson Mt. Airy, Ga. 30563	Paralegal (Whelchel, Dunlap, Jarrard & Walker, attys)	Director	Director, Rabun County Bank	None	2.500%	N/A	N/A
Edward Dillard Dillard, Ga. 30537	Retired	Director	Director, Rabun County Bank	Retired	0.125%	N/A	N/A
Claude Rickman Dillard, Ga. 30537	Building contractor	Director	Director, Rabun County Bank	director - Boggs Mtn. Humane Shelter	0.044%	N/A	N/A

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

*Revised*  
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**DOMESTIC BANK HOLDING COMPANY**

**FRY-6**

**LIBERTY BANCORP OF GEORGIA, INC.**

**Clayton, Georgia**

**For the Fiscal Year ending December 31, 2011**

**Report Item 3.1**

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David Irvin Clarksville, Ga. 30523	USA	10,580 13.225%
Wanda Jackson Hutchison Lakemont, Ga. 30552	USA	4,380 5.475%

**DOMESTIC BANK HOLDING COMPANY****FRY-6****LIBERTY BANCORP OF GEORGIA, INC.****Clayton, Georgia****For the Fiscal Year ending December 31, 2011****Report Item 3.1**

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**DOMESTIC BANK HOLDING COMPANY**  
**ANNUAL REPORT F.R.Y. - 6**  
**LIBERTY BANCORP OF GEORGIA, INC.**  
 Clayton, Georgia  
 For the fiscal year ending on December 31, 2011

**Report Item 4**

<b>Name &amp; Address</b>	<b>Principal Occupation if other than with Bank Holding Company</b>	<b>Title &amp; Position with Bank Holding Company</b>	<b>Title &amp; Position with Subsidiaries</b>	<b>Title &amp; Position with Other Businesses</b>	<b>* Percentage of Voting shares in Bank Holding Co.</b>	<b>Percentage of voting shares in Subsidiaries</b>	<b>Names of other companies &amp; voting % if 25% or more of voting securities are held</b>
Johnny Mark Irvin Tallulah Falls, Ga. 30573	N/A	Chairman, CEO & Secretary	Director & CEO, & Sec. 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 & Vice Pres.- D.J. Partners Realty, LLC	20.166%	N/A	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% Lake Rabun Properties - 50% Jackson & Irvin - 50%
Wanda Hutchison Lakemont, Ga. 30552	N/A	Director	Director, Rabun County Bank	General Partner, Jackson & Irvin	5.475%	N/A	N/A Jackson & Irvin - 50%
Greg W. Funkhouser Clayton, Ga. 30525	Pres. - Rabun County Bank	Director	Director & Pres., Rabun County Bank	NA	0.563%	N/A	N/A
David Irvin Clarksville, Ga. 30523	Business owner & managing partner	N/A	N/A	Director & Secretary - North Ga. Foods, Inc. Director & Secretary - 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-1% - S & B Irvin Properties, LLP	13.225%	N/A	North Ga. Foods, Inc. - 50% Southland Foods, Inc. - 50% Irvin, Irvin & Irvin - 50% Irvin Properties - 50% Lake Rabun Properties - 50% D.J. Partners Realty, LLC - 50% Overlook Foods, Inc. - 50%

Liberty Bancorp of Ga., Inc.  
 F.R.Y. 6 - Report Item 4  
 Dec. 31, 2011  
 Page 2

Name & Address	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries	Title & Position with Other Businesses	<sup>4</sup> Percentage of Voting shares in Bank Holding Co.	Percentage of voting shares in Subsidiaries	Names of other companies & % of ownership if 25% or more of voting securities are held
George G. Krivsky Clayton, Ga. 30525	Owner of metal stamping company	Director & CFO	Director & CFO Rabun Co. Bank	President - Rabun Products, Inc	4.375%	N/A	N/A Rabun Products, Inc - 100%
Sylvia Turner Clayton, Ga. 30525	N/A	Director	Director, Rabun County Bank	Retired	3.188%	N/A	N/A
Londa Irvin Wilson Mt. Airy, Ga. 30563	Paralegal (Winchel, Dunkle, Jarrard & Walker, attys)	Director	Director, Rabun County Bank	None	2.500%	N/A	N/A
Edward Dillard Dillard, Ga. 30537	Retired	Director	Director, Rabun County Bank	Retired	0.125%	N/A	N/A
Claude Rickman Dillard, Ga. 30537	Building contractor	Director	Director, Rabun County Bank	director - Boggs Mtn. Humane Shelter	0.044%	N/A	N/A

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