

Revised

Marked  
3-8-13

FR Y-6  
OMB Number 7100-0297  
Approval expires December 31, 2015  
Page 1 of 2

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

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  
P O Box 845  
(Mailing Address of the Holding Company) Street / P.O. Box  
Clayton, GA 30525  
City State Zip Code

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.

121 Rickman Street  
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:  
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  
NA  
Address (URL) for the Holding Company's web page

[Signature]  
Signature of Holding Company Director and Official  
3-8-13  
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 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

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.26 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

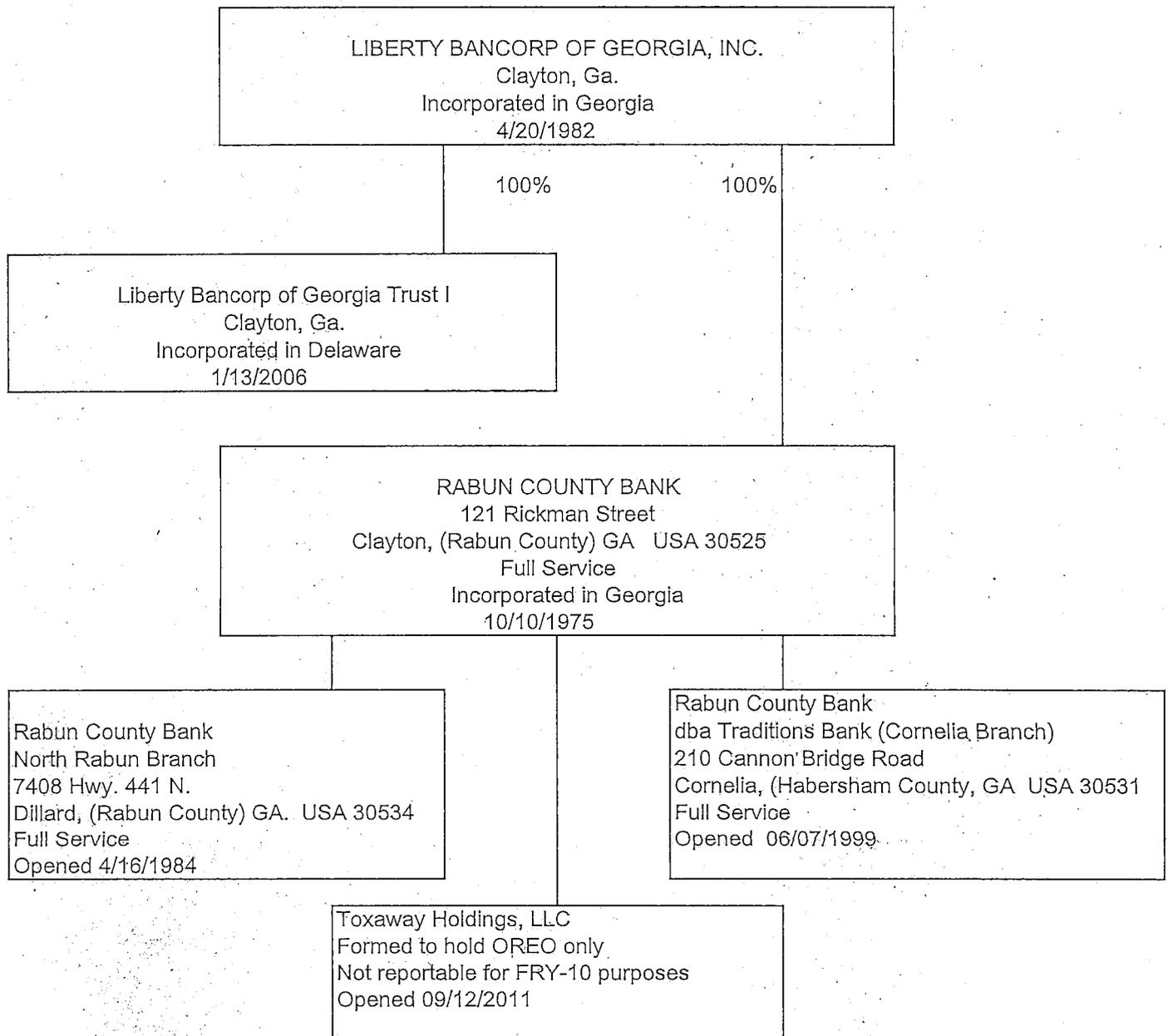
Form FR-Y 6

Liberty Bancorp of Georgia, Inc.  
Clayton, Georgia  
Fiscal Year Ending December 31, 2012

Report Item 2 (a) & (b) -

Organizational Chart & Domestic Branch Listing

ORGANIZATIONAL CHART  
AND DOMESTIC BRANCH LISTING



Form FR Y-6

LIBERTY BANCORP OF GEORGIA, INC.  
Fiscal Year ending December 31, 2012

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 12-31-2012

| (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 12/31/2012

| (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, 2012

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 & CEO, & Sec.<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. 30552     | N/A  | Director  | Director, Rabun<br>County Bank   | General Partner, Jackson & Irvin   | 5.464%   | N/A   | Jackson & Irvin - 50%  |
| Greg W. Funkhouser<br>Clayton, Ga. 30525   | President -<br>Rabun County Bank                                     | Director & Secretary                                  | Director & Pres.,<br>Rabun County Bank   | NA   | 1.010%   | N/A   | N/A  |
| David Irvin<br>Clarkesville, Ga. 30523     | Business owner &<br>managing partner                                 | N/A   | N/A  | Director & Secretary - North Ga. 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 Ga. 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%<br>S&B Irvin Properties, LLC - 1% |

| (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. 30525  | Owner 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. 30563 | 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. 30537     | Retired  | Director  | Director, Rabun<br>County Bank  | Retired   | 0.106%   | N/A   | N/A   |
| Claude Rickman<br>Dillard, Ga. 30537     | Building contractor  | Director  | Presiding Director, Rabun<br>County Bank  | Rabun Gap Nacoochee School Board of<br>Trustees   | 0.037%   | N/A   | N/A   |

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