

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

Charles H. Haney, III
Name of the Bank Holding Company Director and Official
President
Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address
Madison Bank Corp
Legal Title of Bank Holding Company
PO Box 271
(Mailing Address of the Bank Holding Company) Street / P.O. Box
Madison, Georgia 30650
City State Zip Code
133 North Main Street, Madison Ga
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.

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:
L. Clifton Hanes Corp Sect
Name Title
706/342-1953
Area Code / Phone Number / Extension
706/342-8762
Area Code / FAX Number
chanes@bankofmadisonga.com
E-mail Address
bankofmadisonga.com
Address (URL) for the Bank Holding Company's web page

[Signature]
Signature of Bank Holding Company Director and Official
March 13, 2012
Date of Signature

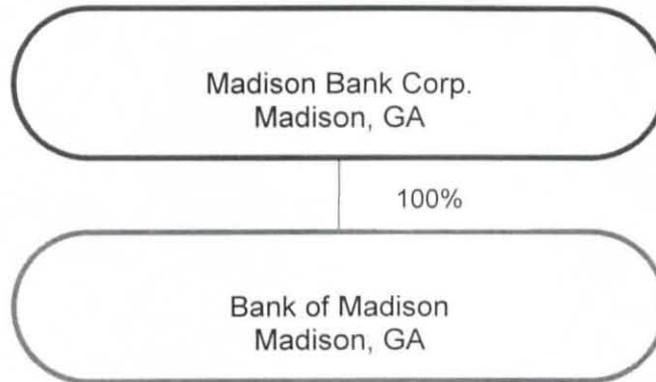
For bank holding companies **not** registered with the SEC—
Indicate status of Annual Report to Shareholders:
 is included with the FR Y-6 report
 will be sent under separate cover
 is not prepared

For Federal Reserve Bank Use Only
RSSD ID 1135105
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

MADISON BANK CORP.
PO BOX 271
MADISON, GA 30650

- Item 1A: The BHC is not required to prepare form 10K with the SEC
- Item 1B: Annual Report Attached
- Item 2: Organizational Chart



Item 2B: See Attached

Item 3-1: Shareholders

Name change → Lambert Family Investment Holdings, LLLP
Madison, GA 30650
↑ 4,461 Shares / 16.80%
Common Stock

Old Post Road, LP
Family Partnership
Floyd C. Newton Jr, GP
Floyd C. Newton, III, GP
Godfrey H Newton, GP
Jennie S. Newton, GP
Madison, GA 30650
↑ 6,665 Shares / 25.1%
Common Stock

Item 3-2: N/A

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Report Item 4: Directors and Officers

(1) (2) (3) (a)(b)(c) and (4) (a)(b)(c)

| (1) Name & Address (City, State, Country) | (2) Principal Occupation if other than with Bank Holding Company | (3)(a) Title & Position with Bank 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 Bank 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 names of companies and percentage of voting securities held) |
|---|--|--|--|---|---|---|--|
| Old Post Road LP Atlanta, GA | Investment | N/A | N/A | N/A | 6.665 Shares / 25.1% | N/A | N/A |
| Floyd C Newton, Jr Madison, GA 30650 | Banking and Farming | Chairman | Chairman Bank of Madison | N/A | 30 Shares / 0.11% | N/A | N/A |
| Ann Lambert Trulock Madison, GA 30650 | Not Employed Housewife | Director | Director Bank of Madison | N/A | 42 Shares / .16% | N/A | N/A |
| William B Chambers Madison, GA 30650 | Retired Financial Planner | Director | Director Bank of Madison | N/A | 452 Shares / 1.7% | N/A | N/A |
| William R O'Dell Madison, GA 30650 | Retired Textile Executive | Director | Director Bank of Madison | N/A | 185 Shares / 0.7% | N/A | N/A |
| H. Vinson DeLaigle Madison, GA 30650 | Senior Lender Bank of Madison | Director | Sr. Vice Pres. Bank of Madison | N/A | 169 Shares / .63% | N/A | N/A |

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|---|--|--|--|---|---|---|--|
| James W. Boyd, Jr. Rutledge, GA 30663 | Insurance Agent | Director | Director Bank of Madison | Jim Boyd Agency, Inc. | 284 Shares / 1.07% | N/A | 95% Ownership of 475 Shares owned - President |
| Lowry W Hunt, Jr. Madison, GA 30650 | Agriculture Product | Director | Director Bank of Madison | Godfrey's Warehouse | 532 Shares / 2.00% | N/A | 47% Ownership of 94 Shares owned - Vice President / Secretary |
| Floyd C. Newton, III Atlanta, GA 30303 | Attorney | Director | Director Bank of Madison | Partner King & Spalding | 11 Shares / 0.041% | N/A | .68527% |
| Charles H Haney, III Madison, GA 30650 | President / CEO Bank of Madison | Director - President | President / CEO Bank of Madison | N/A | 42 Shares / 0.16% | N/A | N/A |
| Wayne Tamplin Madison, GA 30650 | Certified Public Accountant | Director | Director Bank of Madison | Partner Treadwell Tamplin & Company | 46 Shares / 0.17% | N/A | 50% |
| L. Clifton Hanes Madison, GA 30650 | Sr Vice Pres. / CFO Bank of Madison | Secretary | Sr VP / CFO Bank of Madison | VP & Sect. Hanes & White Inc | 464 Shares / 1.75% | N/A | 50% Ownership VP / Sect. |

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|---|--|--|--|---|---|---|--|
| Robert T Prior Madison, GA 30650 | Attorney | Director | Director Bank of Madison | Prior & Daniel LLC | 61 Shares / 0.28% | N/A | 50% |
| * Lambert Family Investment Holdings, LLLP | N/A | N/A | N/A | N/A | 4,461 / 16.80% | N/A | N/A |

* Director and Vice Chairman E Roy Lambert Jr passed away in February 2008

DM

*Received
3-20-12*

Results: A list of branches for your depository institution: BANK OF MADISON (ID_RSSD: 752831).

This depository institution is held by MADISON BANK CORP. (1135105) of MADISON, GA.

The data are as of 12/31/2011. Data reflects information that was received and processed through 01/05/2012.

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 | |
|-------------|----------------|----------------------------|-----------------|-----------------------------|--------------------------|---------------|-------|----------|--------|---------------|--------------|----------------|-------------|----------------------|----------|--|
| | | Full Service (Head Office) | 752831 | BANK OF MADISON | 133 NORTH MAIN STREET | MADISON | GA | 30650 | MORGAN | UNITED STATES | 115 | | 0 | BANK OF MADISON | 752831 | |
| | | Full Service | 2796772 | EATONTON ROAD OFFICE | 1540 EATONTON ROAD | MADISON | GA | 30650 | MORGAN | UNITED STATES | 181236 | | 2 | BANK OF MADISON | 752831 | |
| | | Full Service | 3268940 | SOCIAL CIRCLE BRANCH OFFICE | 1281 NORTH CHEROKEE ROAD | SOCIAL CIRCLE | GA | 30025 | WALTON | UNITED STATES | 433927 | | 4 | BANK OF MADISON | 752831 | |

*Wigton Clauf
copy sent
3/21/2012*