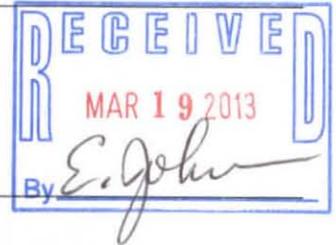


Board of Governors of the Federal Reserve System



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

I, **DON B. KELLY**

Reporter's Name, Street, and Mailing Address

**MONTICELLO BANCSHARES, INC.**

Name of the Holding Company Director and Official

**P.O. Box 29 141 E Greene St.**

Legal Title of Holding Company

**Monticello, GA 31064**

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

**141 E. GREENE ST MONTICELLO, GA**

City State Zip Code

Physical location (if different from mailing address)

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:

**DON B. KELLY SECRETARY**

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.

Name Title

**706-468-6418**

Area Code / Phone Number / Extension

**706-468-0436**

Area Code / FAX Number

**donk@bankofmonticello.com**

E-mail Address

Signature of Holding Company Director and Official

*Don B. Kelly*

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

Date of Signature

**MARCH 14, 2013**

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 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 - rec
- is not prepared

For Federal Reserve Bank Use Only

RSSD ID **2412139**  
C.I. \_\_\_\_\_

Revised

FORM FR Y-6

**MONTICELLO BANCSHARES, INC.  
141 GREEN STREET, P.O. BOX 29  
MONTICELLO, GA 31064**

Report Item 1: a) The Bank Holding Company is not required to prepare form 10K with The SEC.

b) The Bank Holding Company does prepare an annual audit for its Shareholders. (The Annual Report will be mailed to you by 4-20-13. Under separate cover.)

Report Item 2: 1) Organizational Chart—Bank of Monticello, 141 Green Street, Monticello, GA 31064 is a Subsidiary of Monticello Bancshares, Inc, a one-bank holding company. They have the same physical Address. Monticello Bancshares, Inc. is a 100% owner of Bank of Monticello. The state of incorporation is GEORGIA.

- 2) n/a
- 3) n/a
- 4) n/a
- 5) n/a
- 6) n/a
- 7) n/a
- 8) n/a
- 9) n/a

Additional companies reportable on the FR Y-6: n/a

Companies not reportable on the FR Y-6 Organizational Chart:

- 1) n/a
- 2) n/a
- 3) n/a
- 4) n/a
- 5) n/a
- 6) n/a
- 7) n/a
- 8) n/a
- 9) n/a

Report Item 2b: (no) No Branches

Report Item 3: Shareholders

- 1) Current Shareholders with ownership, control, or holdings of 5% or more  
With power to vote as of 12-31-12.

<u>Name and Address and Country</u>	<u># and % of Shares</u>
Don B. Kelly Monticello, GA 31064 USA	2788 - 9.76%
Louise N. Kelly (wife of Don) Monticello, GA 31064 USA	385-- 1.35%
D. Bruce Kelly, Jr. (son of Don) Watkinsville, GA 31064 USA	765—2.68%
Ola K. Ausley Thomasville, GA 31792 USA	2320 - 8.12%
Elizabeth A. Wade (daughter o Ola) Thomasville, GA 31792 USA	400—1.40%
Kathryn B. Benton Decatur, GA 30033 USA	2220 – 7.77%
Louis W. Benton, Sr. Trust Decatur, GA 30033 USA	1720 - 6.02%
Louis W. Benton, Jr. (son of Kathryn) Decatur, GA 30033 USA	479—1.68%
Ann R. Benton (wife of Louis, Jr.) Decatur, GA 30033 USA	576—2.02%
E. Clyde Kelly, III Macon, GA 31210 USA	2647 – 9.26%
Keryn K. Arnett (daughter of E. Clyde) Cumming, Ga 30040 USA	825 ---2.89%
Jennifer Kelly (daughter of E. Clyde) Smyrna, GA 30080 USA	825—2.89%

- 2) List any shareholder not listed above that owned or controlled 5%  
Or more of any class of voting securities in the Bank Holding Company  
During the fiscal year for which the report is being filed.

NONE

FORM FR Y-6  
 December 31, 2012  
 REPORT ITEM 4: DIRECTORS AND OFFICERS

<u>NAMES/ADDRESS</u>	<u>OCCUPATIONS</u>	<u>TITLE POSITION WITH BHC</u>	<u>TITLE POSITION WITH BANK OF MONTICELLO</u>	<u>TITLE POSITION WITH OTHER BUSINESSES</u>	<u>%VOTING SHARES IN BHC</u>	<u>%VOTING SHARES IN SUBSID.</u>	<u>OTHER COMPANIES IF 25% OR MORE VOTING SECURITIES HELD</u>
Steve Jordan Monticello, GA	Banker	President Director	President Director	N/A	3.09%	None	N/A
Don Kelly Monticello, GA	Banker	Chairman Secretary Director	Chairman V/President Director	N/A	9.76%	None	N/A
Louis W. Benton, Jr Decatur, GA	Retired CWC	Director	Director	N/A	1.68%	None	N/A
Joel M. Gaston Monticello, Ga	Owner Jasper Co Lumber CFO	Director	Director	N/A	0.68%	None	Jasper County Lumber 50%
E.O. Jordan Monticello, GA	Surveyor	Director	Director	N/A	0.84%	None	N/A

D. Bruce Kelly, Jr. Watkinsville, GA	Investment Manager	Director	Director	N/A	2.68% None	N/A
David A Morrison Monticello, Ga	Developer	Director	Director	N/A	2.10% None	N/A
W. Dan Roberts Monticello, Ga	Attorney	Director	Director	N/A	4.69% None	N/A
Dr. E. Clyde Kelly, III Macon, GA	Doctor	Principal Shareholder		N/A	9.26%	N/A
Ola K. Ausley Thomasville, GA	Homemaker	Principal Shareholder		N/A	8.12%	N/A