

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

Name of the Holding Company Director and Official

Spence Mullis  
CEO & Pres

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.

Reporter's Name, Street, and Mailing Address

Morris State Bancshares, Inc.  
Legal Title of Holding Company

P.O. Box 520  
(Mailing Address of the Holding Company) Street / P.O. Box

Dublin GA 31040  
City State Zip Code

301 Bellevue Ave  
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:

Bernice Baker Controller  
Name Title

478-272-5202  
Area Code / Phone Number / Extension

478-275-3466  
Area Code / FAX Number

bbaker@morrisstate.com  
E-mail Address

Signature of Holding Company Director and Official

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

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

1417212

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

REVISED

ITEM 2a

MORRIS STATE BANCSHARES, INC.  
DUBLIN, GEORGIA

ORGANIZATION CHART

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PARENT COMPANY

Morris State Bancshares, Inc.  
P.O. Box 520  
301 Bellevue Ave  
Dublin, Georgia 31040  
Lisa L. Black, Chairman of the Board, President, CEO  
State of Incorporation--Georgia

100%

SUBSIDIARY

Morris Bank  
P.O. Box 520  
301 Bellevue Ave  
Dublin, Georgia 31040  
Spence Mullis, President  
State of Incorporation--Georgia

ITEM 2b

MORRIS STATE BANCSHARES, INC.  
DUBLIN, GEORGIA

DOMESTIC BRANCH LISTING

<i>Branch Service Type</i>	<i>Branch ID RSSD</i>	<i>Popular Name</i>	<i>Date Opened</i>	<i>Street Address</i>	<i>City</i>	<i>State/Zip</i>	<i>County</i>	<i>Country</i>	<i>Head Office</i>
Full Service (Head Office)	#423739	Morris Bank	11/29/1954	301 Bellevue Avenue	Dublin	Ga/31021	Laurens	United States	Morris Bank
Full Service	#58739	Dublin Mall Branch	10/21/1971	Hwy 80 West	Dublin	Ga/31021	Laurens	United States	Morris Bank
Full Service	#4208149	Gordon Branch	10/25/2010	280 Gordon Hwy	Gordon	Ga/31031	Wilkinson	United States	Morris Bank
Full Service	#4445690	Gray Branch	10/17/2012	110 Bill Conn Pkwy	Gray	Ga/31032	Jones	United States	Morris Bank

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ITEM 3

MORRIS STATE BANCSHARES, INC.  
DUBLIN, GEORGIA

SECURITIES HOLDERS

5% or more Shareholders during year ended December 31, 2012

<u>Name</u>	<u>Address</u>	<u>Citizenship</u>	<u>Shares Owned</u>	<u>Percent Owned</u>
Estate of Louie Livingston Lisa & Claire Livingston-Trustees	Dublin, GA	U.S.A.	297,600	16.85%
Evelyn Livingston	Dublin, GA	U.S.A.	301,000	17.05%
Lisa L. Black	Dublin, GA	U.S.A.	97,685	5.53%
Claire Livingston	Dublin, GA	U.S.A.	92,150	5.22%
Roger Miller	Dublin, GA	U.S.A.	174,250	9.87%
			<u>962,685</u>	<u>54.52%</u>

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ITEM 4

MORRIS STATE BANCSHARES, INC.  
DUBLIN, GEORGIA  
INSIDERS - OFFICERS, DIRECTORS, AND PRINCIPAL SHAREHOLDERS

Name & Address (City, State, Country)	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with The Morris Bank	Title & Position with Other Businesses	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Subsidiaries	Other Companies in which 25% or more of Voting Securities are held
Estate of Louie Livingston Dublin, Ga 31021 USA Lisa & Claire Livingston, Trustees	None	None	None	None	16.85%	None	None
Bvelyn Livingston Dublin, Ga 31021 USA	None	None	None	None	17.05%	None	None
Lisa L. Black Dublin, Ga. 31021 USA	None	Chairman	Director	None	5.53%	None	None
Spence Mullis Dublin, Ga. 31021 USA	President/CEO Morris Bank	Director Corporate Treasurer	President	None	0.31%	None	None
Melton Tyson Dublin, Ga. 31021 USA	None	Director	None	None	0.00%	None	None

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ITEM 4 (cont.)

**MORRIS STATE BANCSHARES, INC.**  
**DUBLIN, GEORGIA**  
**INSIDERS - OFFICERS, DIRECTORS, AND PRINCIPAL SHAREHOLDERS**

Name & Address (City, State, Country)	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with The Morris Bank	Title & Position with Other Businesses	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Subsidiaries	Other Companies in which 25% or more of Voting Securities are held
Robert J. Walker Dublin, Ga 31021 USA	Real Estate / Rental	Director	Director	Owner, Heart of Georgia Development	2.82%	None	Heart of Georgia Development, Inc. 50.00%
O.D. Cullen, III Dublin, Ga 31021 USA	Executive	Director	Director	Owner Cullen Equipment	1.08%	None	Cullen Equipment, Inc. 100.00%
F. Scott Beasley Dublin, Ga. 31021 USA	Mechanic	Director	Director	Owner, Duncan Tire	1.30%	None	Duncan Tire Company, Inc. 24.33%
Ben Hall, Jr Dublin, Ga. 31021 USA	Construction	Director	Director	Owner, Dublin Construction	1.24%	None	Dublin Construction Company, Inc. 85.00%
Roger Miller Dublin, Ga. 31021 USA	None	Director	Director Executive Vice President	None	9.87%	None	Miller Family Partnership 33.00% Wallace & Shirley Miller Foundation 50.00%
Wallace Miller Dublin, Ga. 31021 USA	None	None	Director	None	2.79%	None	None
Susan Brandon Dublin, Ga. 31021 USA	None	Director Corporate Secretary	Executive Vice President	None	0.41%	None	None

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ITEM 4 (cont.)

MORRIS STATE BANCSHARES, INC.  
 DUBLIN, GEORGIA  
 INSIDERS - OFFICERS, DIRECTORS, AND PRINCIPAL SHAREHOLDERS

Name & Address (City, State, Country)	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with The Morris Bank	Title & Position with Other Businesses	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Subsidiaries	Other Companies in which 25% or more of Voting Securities are held
Ashlee Torpy Dublin, Ga. 31021 USA	Chief Operating Officer Morris Bank	None	COO	None	0.26%	None	None
Bent Gay Dublin, Ga. 31021 USA	Executive	None	Director	None	2.31%	None	None
Kate Allgood Dublin, Ga. 31021 USA	Sales Representative	None	Director	None	0.03%	None	None