

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, 2013  
 Month / Day / Year

I, Spence Mullis  
 Name of the Holding Company Director and Official  
CEO & President  
 Title of the Holding Company Director and Official

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)

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:  
Berzice 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

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.

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

[Signature]  
 Signature of Holding Company Director and Official  
3-6-14  
 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

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 Federal Reserve Bank Use Only  
 RSSD ID 1417212  
 C.I. \_\_\_\_\_

MORRIS STATE BANCSHARES, INC.  
DUBLIN, GEORGIA

ANNUAL REPORT OF BANK HOLDING COMPANIES - FR Y-6

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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

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<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, 2013

<u>Name</u>	<u>Address</u>	<u>Citizenship</u>	<u>Shares Owned</u>	<u>Percent Owned</u>
Livingston Dynasty Trust FBO Lisa Livingston	Dublin, GA	U.S.A.	150,500	8.45%
Livingston Dynasty Trust FBO Claire Livingston	Dublin, GA	U.S.A.	150,500	8.45%
Lisa Livingston	Dublin, GA	U.S.A.	188,254	10.57%
Claire Livingston	Dublin, GA	U.S.A.	182,719	10.26%
Roger Miller	Dublin, GA	U.S.A.	94,482	5.30%
			<u>766,455</u>	<u>43.03%</u>

Revised

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
Livingston Dynasty Trust FBO-Lisa Livingston	None	Chairman/Director	Chairman/Director	None	8.45%	None	None
Lisa L. Black Dublin, Ga. USA	None	Chairman/Director	Chairman/Director	None	10.57%	None	None
Spence Mullis Dublin, Ga. USA	President/CEO Morris Bank	Director Corporate Treasurer	Director/President & CEO	None	0.31%	None	None
Melton Tyson Dublin, Ga. USA	None	None	Director	None	0.00%	None	None
Claire Livingston Dublin, Ga. USA	Interior Design	None	None	Owner	10.26%	None	None

ITEM 4 (cont.)

**MORRIS STATE BANCSHARES, INC.  
DUBLIN, GEORGIA**

**INSIDERS - OFFICERS, DIRECTORS, AND PRINCIPAL SHAREHOLDERS**

<u>Name &amp; Address (City, State, Country)</u>	<u>Principal Occupation if other than with Bank Holding Company</u>	<u>Title &amp; Position with Bank Holding Company</u>	<u>Title &amp; Position with The Morris Bank</u>	<u>Title &amp; Position with Other Businesses</u>	<u>Percentage of Voting Shares in Bank Holding Company</u>	<u>Percentage of Voting Shares in Subsidiaries</u>	<u>Other Companies in which 25% or more of Voting Securities are held</u>
Robert J. Walker Dublin, Ga USA	Real Estate / Rental	None	Director	Owner, Heart of Georgia Development	0.56%	None	Heart of Georgia Development, Inc 50.00%
O.D. Cullen, III Dublin, Ga USA	Executive	None	Director	Owner Cullen Equipment	1.07%	None	Cullen Equipment, Inc. 100.00%
F. Scott Beasley Dublin, Ga. USA	Mechanic	None	Director	Owner, Duncan Tire	1.29%	None	Duncan Tire Company, Inc. 24.33%
Ben Hall, Jr Dublin, Ga. USA	Construction	None	Director	Owner, Dublin Construction	1.23%	None	Dublin Construction Company, Inc. 85.00%
Roger Miller Dublin, Ga. USA	None	Director	Director Executive Vice President	None	5.30%	None	Miller Family Partnership 33.00% Wallace & Shirley
Wallace Miller Dublin, Ga. USA	None	None	Director	None	2.76%	None	None
Susan Brandon Dublin, Ga. USA	None	Director Corporate Secretary	Executive Vice President	None	0.41%	None	None

ITEM 4 (cont.)

**MORRIS STATE BANCSHARES, INC.  
DUBLIN, GEORGIA**

**INSIDERS - OFFICERS, DIRECTORS, AND PRINCIPAL SHAREHOLDERS**

<u>Name &amp; Address (City, State, Country)</u>	<u>Principal Occupation if other than with Bank Holding Company</u>	<u>Title &amp; Position with Bank Holding Company</u>	<u>Title &amp; Position with The Morris Bank</u>	<u>Title &amp; Position with Other Businesses</u>	<u>Percentage of Voting Shares in Bank Holding Company</u>	<u>Percentage of Voting Shares in Subsidiaries</u>	<u>Other Companies in which 25% or more of Voting Securities are held</u>
Ashlee Torpy Dublin, Ga. USA	Chief Operating Officer Morris Bank	None	COO	None	0.34%	None	None
Bent Gay Dublin, Ga. USA	Executive	None	Director	None	1.73%	None	None
Kate Allgood Dublin, Ga. USA	Sales Representative	None	Director	None	0.07%	None	None
Phillip Faircloth Dublin, Ga. USA	Executive	None	Director	President/CEO Farmers Furniture	2.44%	None	None