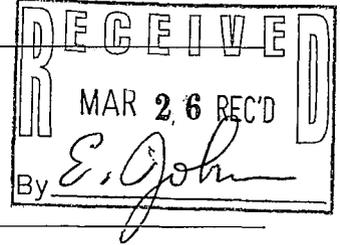


Board of Governors of the Federal Reserve System



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, Marc J. Greene

Reporter's Name, Street, and Mailing Address

Mountain Valley Bancshares, Inc.

Name of the Holding Company Director and Official

Director and President

Legal Title of Holding Company

136 North Main Street

Title of the Holding Company Director and Official

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

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.

Cleveland GA 30528

City State Zip Code

same

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:

Rachel Marshall CFO

Name Title

706-348-6822

Area Code / Phone Number / Extension

706-348-2229

Area Code / FAX Number

rmarshall@mvcbank.com

E-mail Address

none

Signature of Holding Company Director and Official

03/21/2013

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

C.I.

335 3800

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."

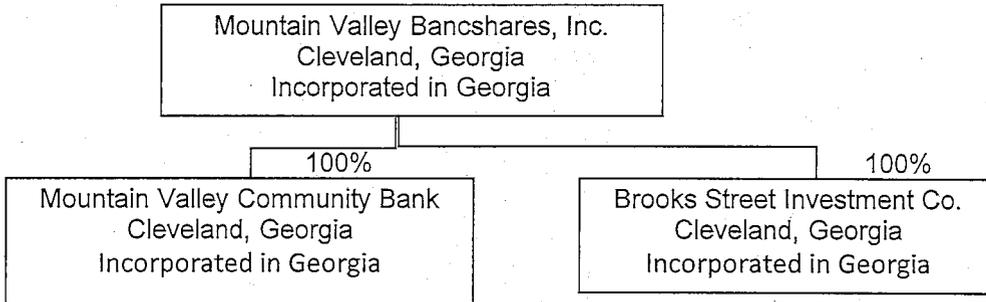
No

Revised

Form FR Y-6

Mountain Valley Bancshares, Inc.
Cleveland, Georgia
Fiscal Year Ending December 31, 2012

- 1: Audited financial statements will be forwarded to Federal Reserve when completed.
- 2: Organizational Chart



Form FR Y-6

Mountain Valley Bancshares, Inc.
Cleveland, Georgia
Fiscal Year Ending December 31, 2012

2b. Listing of Domestic Branches

Popular Name Cleveland Main Office
Date Opened 5/4/2004
Street Address 136 North Main Street
City Cleveland
County White
State Georgia
Zip 30528
Service Type Full Service

Popular Name North Hall Branch
Date Opened 4/20/2007
Street Address 5140 Cleveland Highway
City Gainesville
County Hall
State Georgia
Zip 30506
Service Type Full Service

Popular Name Jackson Branch
Date Opened 7/23/2007
Street Address 1420 Winder Highway
City Jefferson
County Jackson
State Georgia
Zip 30549
Service Type Full Service

Form FR Y-6

**Mountain Valley Bancshares, Inc.
Cleveland, Georgia
Fiscal Year Ending December 31, 2012**

Report Item 3: Shareholders
(1)(a)(b)(c) and (2)(a)(b)(c)

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2012			Shareholders 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		
(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities
C. Lamar Black Cleveland, GA, USA	USA	91,000 - 5.4% Common Stock 43,750 - 2.5% Warrants on Common Stock	none		
Edsel Ray Black, Sr. Clarksville, GA, USA	USA	87,598 - 5.2% Common Stock 43,750 - 2.5% Warrants on Common Stock			
Marc J. Greene Cleveland, GA, USA	USA	29,595 - 1.7% Common Stock 18,750 - 1.0% Warrants on Common Stock 63,250 - 3.6% Options on Common Stock			

Form FR Y-6

Mountain Valley Bancshares, Inc.
Cleveland, Georgia
Fiscal Year Ending December 31, 2012

Report Item 4: Insiders

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

(1) Names & 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)
Marc J. Greene Cleveland, GA, USA	N/A	Director & President	Director & CEO (Mountain Valley Community Bank)	Partner -MVCB LLP Partner -The Quillan Group LLC	1.7%	None	20% - The Quillan Group LLC
Donald E. Allison Cleveland, GA, USA	N/A	Director	Director & President & CCO (Mountain Valley Community Bank)	Partner -MVCB LLP Partner -The Quillan Group LLC Partner -Gateway Development	2.0%	None	20% - The Quillan Group LLC 33 1/3% - Gateway Development 20% - Craig McDonald Holdings, LLC
Rachel E. Marshall Gainesville, GA, USA	N/A	Secretary	CFO (Mountain Valley Community Bank)	None	0.0%	None	None
E Ray Black Clarkesville, GA, USA	Pharmist	Director & Chairman	Director (Mountain Valley Community Bank)	Partner -MVCB LLP Partner -The Quillan Group LLC Partner & President - C.A.R.D, Inc. Partner -Alexander & Black Investments Owner - Clermont IGA	5.0%	None	20% - The Quillan Group LLC 25% - C.A.R.D, Inc. 100% - Clermont IGA 33% - Alexander & Black Investments

Report Item 4: Insiders

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

(1) Names & 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)
B David Barrett Cleveland, GA, USA	Dentist	Director & Vice Chairman	Director (Mountain Valley Community Bank)	Partner -MVCB LLP Partner -The Quillan Group LLC Partner -Gateway Development Partner - BHW Land Development	2.5% None	None	20% - The Quillan Group LLC 33 1/3% - Gateway Development 25% BHW Land Development
Clifford Cox Santee, GA, USA	Retail Store Owner	Director	Director (Mountain Valley Community Bank)	Partner -MVCB LLP Partner - C.A.R.D, Inc. Owner -Longbranch Qwikmart	1.5% None	None	25% - C.A.R.D, Inc. 100%-Longbranch Qwikmart
Joe Campbell Cleveland, GA, USA	Commissioner/ Builder	Director	Director (Mountain Valley Community Bank)	Partner -MVCB LLP	2.8% None	None	
Lamar(Pinky)Black Cleveland, GA, USA	Oil Distributor	Director	Director (Mountain Valley Community Bank)	Partner -MVCB LLP Owner -P&B Petroleum Owner -Express Mart	5.0% None	None	75% -P&B Petroleum 75% - Express Mart

Report Item 4: Insiders

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

(1) Names & 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)
June Parks Cleveland, GA, USA	Realtor	Director	Director (Mountain Valley Community Bank)	Partner -MVCB LLP Partner -Partners in Paradise	1.1%	None	33% - Partners in Paradise
Gerald Sims Sautee, GA, USA	Construction	Director	Director (Mountain Valley Community Bank)	Partner -MVCB LLP Owner -Simco Partner -TAD Ventures	2.6%	None	49% - Simco