

Board of Governors of the Federal Reserve System



Annual Report of Bank Holding Companies—FR Y-6

3353800

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):

April 12, 2012

Month / Day / Year

I, Marc J. Greene

Name of the Bank Holding Company Director and Official

Director and President

Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

Mountain Valley Bancshares, Inc.

Legal Title of Bank Holding Company

136 North Main Street

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

| | | |
|------------------|-----------|--------------|
| <u>Cleveland</u> | <u>GA</u> | <u>30528</u> |
|------------------|-----------|--------------|

| | | |
|------|-------|----------|
| City | State | Zip Code |
|------|-------|----------|

same

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:

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

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

Signature of Bank Holding Company Director and Official

04/12/2012

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 _____

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.

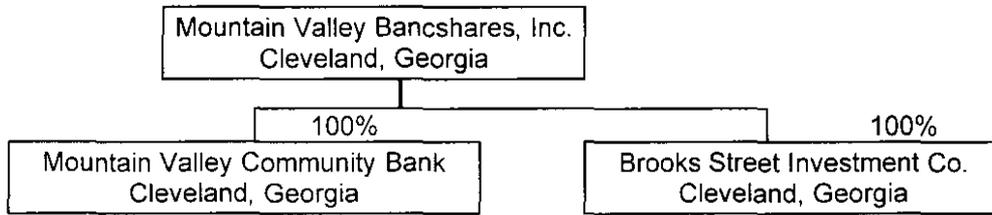
The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

Form FR Y-6

Mountain Valley Bancshares, Inc.
Cleveland, Georgia
Fiscal Year Ending December 31, 2011

- 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, 2011**

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, 2011

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 12-31-2011 | | | 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 12-31-2011 | | |
|---|--|--|--|--|--|
| (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 | 87,232 - 5.1% Common Stock 43,750 - 2.6% Warrants on Common Stock | | | |
| Marc J. Greene Cleveland, GA, USA | USA | 29,595 - 1.7% Common Stock 18,750 - 1.1% Warrants on Common Stock 63,250 - 3.7% Options on Common Stock | | | |

Form FR Y-6

Mountain Valley Bancshares, Inc.
Cleveland, Georgia
Fiscal Year Ending December 31, 2011

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 | 1.8% | 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 | 2.1% | 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 | 5.2% | 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) |
|--|--|--|---|--|--|---|---|
| R Keith Alexander Cleveland, GA, USA | Retired Realtor/ Farmer | Director | Director (Mountain Valley Community Bank) | Partner -MVCB LLP Partner -A&H Development Partner -Alexander & Black Investments Partner -The Quillan Group LLC | 1.1% | None | 100% - Alexander Investment Inc. 50% - A&H Development 33% - Alexander & Black Investments 20% - The Quillan Group LLC |
| 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 Partner - Barrett/Patton Land Development | 2.5% | None | 20% - The Quillan Group LLC 33 1/3% - Gateway Development 25% BHW Land Development 20% - Craig McDonald Holdings, LLC 50% - Barrett/Patton Land Developer |
| Clifford Cox Sautee, 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 | 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 Owner - Campbell Construction | 2.8% | None | 100% - Campbell Construction |
| Aubry McIntyre Cleveland, GA, USA | Barber | Director & Secretary | Director (Mountain Valley Community Bank) | Partner -MVCB LLP Owner -Aubrey's Barber Shop Partner - C.A.R.D, Inc. | 2.6% | None | 100% -Aubrey's Barber Shop 25% - C.A.R.D, Inc. |
| Lamar(Pinky)Black Cleveland, GA, USA | Oil Distributor | Director | Director (Mountain Valley Community Bank) | Partner -MVCB LLP Owner -P&B Petroleum Owner -Express Mart | 5.4% | 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 | 100% - Simco 50% - TAD Ventures |