

APR 2 2012

Board of Governors of the Federal Reserve System



Annual Report of Bank Holding Companies—FR Y-6

1137202

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):  
**December 31, 2011**  
Month / Day / Year

I, William E. Hughes, Jr.  
Name of the Bank Holding Company Director and Official  
President / Secretary  
Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address  
Patterson Bankshares, Inc.  
Legal Title of Bank Holding Company  
6365 Highway 84 / P.O. Drawer 15  
(Mailing Address of the Bank Holding Company) Street / P.O. Box  
Patterson GA 31557  
City State Zip Code

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.

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:  
Derek L Smith Int CFO - Patterson Bank  
Name Title  
912-490-1010  
Area Code / Phone Number / Extension  
912-490-0092  
Area Code / FAX Number  
dsmith@pattersonbank.com  
E-mail Address  
www.pattersonbank.com  
Address (URL) for the Bank Holding Company's web page

[Signature]  
Signature of Bank Holding Company Director and Official  
03/30/2012  
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

RSSD Tiering for:  
**PATTERSON BANKSHARES, INC.**  
 Structure as of 20111216 and going downward

Seq Num	ID RSSD	Legal Name	AddL	City	State/ Country	Dist FR	Ent Type	Actv Code	Basis of Relatnshp	PCT
0001	1137202	PATTERSON BANKSHARES, INC.		PATTERSON	GEORGIA	6	BHC	551111		
0002	631039	PATTERSON BANK, THE		PATTERSON	GEORGIA	6	NMB	52211	Vtg Eqty	100
0003	3629411	PATTERSON BANKSHARES CAPITAL TRUST I		PATTERSON	GEORGIA	6	DEO	52599	Vtg Eqty	100

**Total Number of Entities in the tree 3**

**Total Number of Unique Entities in the tree 3**

**Tier Selection Criteria**

RSSD Tiering for	1137202 PATTERSON BANKSHARES, INC.
As of Date	20111216
Direction	Down
Selection Rule	All Entities
Branches - Domestic Institutions	No Branches
Branches - Foreign Institutions	No Branches

**Explanatory Notes**

**Entity Type**

BHC	BANK HOLDING COMPANY
DEO	DOMESTIC ENTITY OTHER
NMB	NON-MEMBER BANK

**Primary Activity Code**

52211	COMMERCIAL BANKING
52599	OTHER FINANCIAL VEHICLES
551111	OFFICES OF BANK HOLDING COMPANIES

**Basis of Relationship**

Vtg Eqty	Voting Equity
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Two asterisks (\*\*) next to the Seq Num indicates that confidentiality is pending or granted.  
 An asterisk (\*) next to the Addl Line Num denotes the Seq Num at which the offspring of this entity are listed.  
 A dot dot dot notation (...) next to Legal Name denotes a circular relationship.

Item 1 The BHC is not registered with the SEC.

The BHC does not prepare an annual report for its shareholders.

Item 2 Patterson Bankshares, Inc. owns 100% of the stock of The Patterson Bank. It also owns 100% of the stock of Patterson Bankshares Capital Trust I. Patterson Bankshares, Inc., Patterson Bankshares Capital Trust I and The Patterson Bank are located in the City of Patterson, Pierce County, Georgia, United States of America.

Item 2b Submitted via email on 03/29/2012

Item 3 (1)	Name & Address (a)	Citizenship (b)	Number of Shares/% (c)
	Thomas, R.D. Jr. Patterson, GA [REDACTED]	United States	66,008 47.31%- Common Stock
	Barnard, J.P. Jr. Patterson, GA [REDACTED]	United States	11,938 8.56%-Common Stock
	Willingham, Mary T. Patterson, GA [REDACTED]	United States	14,076 10.09%-Common Stock
	Strickland, Devin B Waycross, GA [REDACTED]	United States	11,987 8.59%-Common Stock

Item 3 (2) None

Item 4	(1) Name & Address	(2) Occupation	(3) Title Other Business Interest	(4) Number of Shares/%	
	Barnard, J.P. Jr. Patterson, GA [REDACTED] United States	Construction & Real Estate	a. Director, Holding Company b. Director, Bank c. The Barnard Co. Owner Barnard Construction Co. Owner [REDACTED] [REDACTED]	11,938 100.0% 100.0%	8.56%
	William Hughes Waycross, GA [REDACTED] United States	N/A	a. Director, Holding Company President/CEO & Director, b. Bank c. N/A	100	0.07%
	Madray, David Jr. Jesup, GA [REDACTED] United States	Retired real estate	a. Director, Holding Company b. Director, Bank c. Madray & Madray Owner BJ's Barbecue Owner	2,024 100.0% 100.0%	1.45%
	Stipe, Steve	N/A	a. N/A	250	0.18%

Name & Address	Occupation	Title Other Business Interest	Number of Shares/%	
Waycross, GA [REDACTED] United States		b. Senior Vice-President/Chief Lending Officer		
		c. Stipe Farms, LLC Managing Member	100.0%	
Strickland, Devin Waycross, GA [REDACTED] United States	Construction	a. Director, Holding Company	11,987	8.59%
		b. Director, Bank		
		c. Lazybrook Enterprises President	100.0%	
		Henway, Inc. Owner	100.0%	
		Strickland Timber & Land Development Company, Inc. President	100.0%	
		Georgia Block & Brick President	100.0%	
		GA/FL Contracting Co. Inc., President	100.0%	
		Belikin Properties, Inc. Secretary	33.3%	
		Strickland Equipment Owner	100.0%	
		Georgia Redi-Mix President	100.0%	
Thomas, R.D. Jr.	N/A	a./b. N/A	66,008	47.31%
Patterson, GA [REDACTED] United States		c. R.D. Thomas Farms President	100.0%	
Ronald Thomas Waycross, GA [REDACTED] United States	Attorney	a. Director/Legal Counsel, Board	1,633	1.17%
		b. Director/Legal Counsel, Bank		
		c. Thomas & Settle, Partner	50%	
		Secretary	25%	
Lynn W. Troia Chandler, AZ [REDACTED] United States	Financial Advisor	a. Director, Holding Company	3,282	2.35%
		b. N/A		
		c. University of Phoenix, Financial Advisor		
Willingham, Mary T. Waycross, GA [REDACTED] United States	Retired banker	a. Director, Holding Company	14,076	10.09%
		b. Director, Bank		
		c. N/A		

(4) b

All shares of The Patterson Bank are owned by Patterson Bankshares, Inc.

All shares of Patterson Bankshares Capital Trust I are owned by Patterson Bankshares, Inc.

**Results:** A list of branches for your depository institution: PATTERSON BANK, THE (ID\_RSSD: 631039). This depository institution is held by PATTERSON BANKSHARES, INC. (1137202) of PATTERSON, GA. The data are as of 12/31/2011. Data reflects information that was received and processed through 01/05/2012.

**Reconciliation and Verification Steps**

1. In the **Data Action** column of each branch row, enter one or more of the actions specified below.
2. If required, enter the date in the **Effective Date** column.

**Actions**

- OK:** If the branch information is correct, enter 'OK' in the **Data Action** column.
- Change:** If the branch information is incorrect or incomplete, revise the data, enter 'Change' in the **Data Action** column and the date when this information first became valid in the **Effective Date** column.
- Close:** If a branch listed was sold or closed, enter 'Close' in the **Data Action** column and the sale or closure date in the **Effective Date** column.
- Delete:** If a branch listed was never owned by this depository institution, enter 'Delete' in the **Data Action** column.
- Add:** If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the **Data Action** column and the opening or acquisition date in the **Effective Date** column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

**Submission Procedure**

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information. If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

**Note:** To satisfy the **FR Y-10 reporting requirements**, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a **Data Action** of Change, Close, Delete, or Add. The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

\* FDIC UNINUM, Office Number, and ID\_RSSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	631039	PATTERSON BANK, THE	6365 HIGHWAY 84	PATTERSON	GA	31557	PIERCE	UNITED STATES	6427	0	PATTERSON BANK, THE	631039	
OK		Full Service	2703800	WAYNE COUNTY BRANCH	927 SOUTH FIRST STREET	JESUP	GA	31545	WAYNE	UNITED STATES	221758	2	PATTERSON BANK, THE	631039	
OK		Full Service	3539725	WAYCROSS BRANCH	930 MEMORIAL DRIVE	WAYCROSS	GA	31501	WARE	UNITED STATES	456680	3	PATTERSON BANK, THE	631039	

# Patterson Bankshares, Inc.

