

Board of Governors of the Federal Reserve System



Annual Report of Bank 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)). 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, G. Pait Willis

Reporter's Name, Street, and Mailing Address

South Georgia Bank Holding Company

Legal Title of Bank Holding Company

P.O. Box 1505

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

Tifton GA 31793
City State Zip Code

725 W. Second Street

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Terry Alston

Name Title

229-567-9686

Area Code / Phone Number / Extension

229-567-3514

Area Code / FAX Number

talston@sbgconline.com

E-mail Address

sbgconline.com

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

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.

X G. Pait Willis
Signature of Bank Holding Company Director and Official

3-19-2012

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 2761977
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

For Use By Tiered Bank Holding Companies

Top-tiered bank holding companies must list the names, mailing address, and physical locations of each of their subsidiary bank holding companies below.

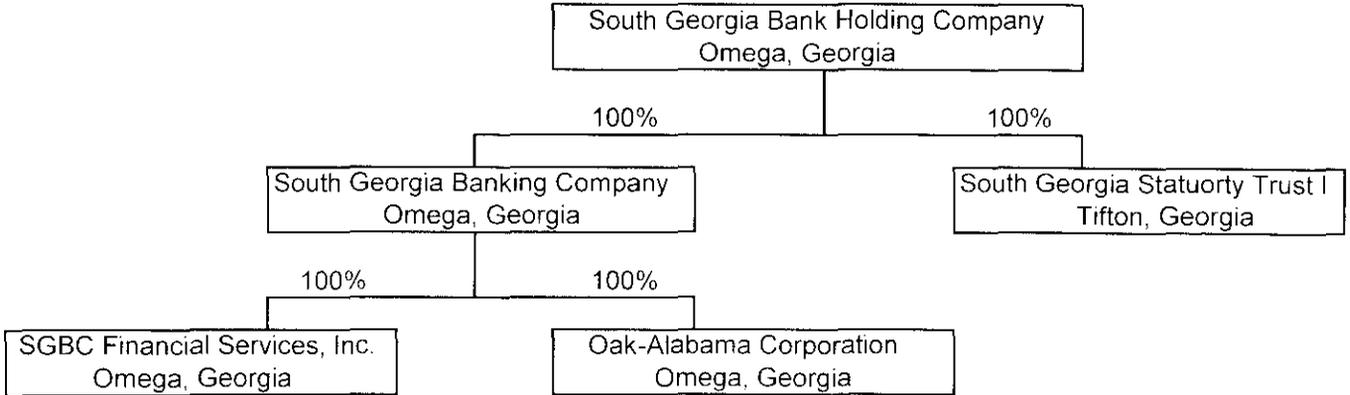
<p>None</p> <p>Legal Title of Subsidiary Bank Holding Company</p> <p>(Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box</p> <p>City State Zip Code</p> <p>Physical location (if different from mailing address)</p>	<p>Legal Title of Subsidiary Bank Holding Company</p> <p>(Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box</p> <p>City State Zip Code</p> <p>Physical location (if different from mailing address)</p>
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FORM FR Y-6
South Georgia Bank Holding Company
Omega, Georgia
Fiscal Year Ending December 31, 2011

Report Item

1. The bank holding company prepares an annual report for its shareholders. The annual report will be sent to the Federal Reserve Bank of Atlanta when it becomes available.

2a. Organizational Chart



2b. Domestic Branch Listing

Submitted via email 01/12/2012.

FORM FR Y-6
South Georgia Bank Holding Company
Fiscal Year Ending December 31, 2011

Report Item 3: Shareholders

Current Shareholders with ownership control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2011.

1(a) Name & Address	1(b) Country of Citizenship or Incorporation	1© Number & Percentage of Each Class of Voting Security	
G Pait Willis Ty Ty, GA	USA	134,400	7.17%
Rob Reinhardt Tifton, GA	USA	108,402	5.81%
Earline T Ponder Omega, GA	USA	175,959	9.38%

Shareholders not listed in 3(1) 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	1(b) Country of Citizenship or Incorporation	1© Number & Percentage of Each Class of Voting Security	
None	None	None	

South Georgia Bank Holding Company
FORM FR Y-6
December 31, 2011

Report Item 4: Directors and Officers
(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	3a Title & Position with Bank Holding Company	3b Title & Position with Subsidiaries (Include names of subsidiaries)	3c Title & Position with Other Businesses (Include names of Other businesses)	4a Percentage of Voting Shares in Bank Holding Company	4b Percentage of Voting Shares in Subsidiaries (Include names of subsidiaries)	4c 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)
Jones Ponder Omega, GA	Retired Farmer	Director	Director South Georgia Banking Company	N/A	29,216 1.59%	None	None
Ford B. Spinks Tifton, GA	Retired Public Service Commissioner	Director	Director South Georgia Banking Company	President Spinks Farms	2,114 0.11%	None	Spinks Farms - 100% Spinks & Patrick - 50%
Grady M. Thompson, Jr. Tifton, GA	Well Drilling	Director	Director South Georgia Banking Company	President Bishop Well & Pump	8,252 0.44%	None	Bishop Well & Pump 33% Saunders Well Drilling 33% Harvey Well Drilling 33%
Thomas D. Hornbuckle Omega, GA	Wholesale Florist	Director	Director South Georgia Banking Company	President T. M. Hornbuckle, Inc.	62,359 3.33%	None	T. M. Hornbuckle, Inc. 100%
Doyle Medders Sylvester, GA	Irrigation Business Owner	Director	Director South Georgia Banking Company	Owner Medders Irrigation	8,000 0.43%	None	Medders Irrigation, LLC 100%

South Georgia Bank Holding Company
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December 31, 2011

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Rob Reinhardt Tifton, GA	Attorney	Director	Director South Georgia Banking Company	Partner Reinhardt, Whitley, Summerlin & Pittman	108,402 5.81%	None	Reinhardt Family Partnership - 25%
Joe M. Turner Tifton, GA	Physician	Director	Director South Georgia Banking Company	N/A	47,875 2.55%	None	None
Lamar G. Martin Tifton, GA	Retired Extension Service	Director	Director South Georgia Banking Company	N/A	1,325 0.07%	None	None
G. Pait Willis Ty Ty, GA	N/A	Chairman of Board	CEO & Chairman South Georgia Banking Company	N/A	134,400 7.17%	None	None

South Georgia Bank Holding Company
FORM FR Y-6
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Willis Collins Rebecca, GA	Farmer	Director	Director South Georgia Banking Company	Secretary ELCO Farms President Cotton Warehouse	5,500 0.29%	None	Arabi Gin - 20% Elco Farms 100% Willis Collins Farms - 100% Cotton Warehouse 100%
Jonathan E Jones Tifton, GA	Contractor	Director	Director South Georgia Banking Company	President Jones & Jones, Inc.	92 0.00%	None	Jones & Jones, Inc. - 50% Jones Group, LLC - 33.33% Spring Creek Cement, LLC - 30%
Glenn P. Willis, Jr. Tifton, GA	N/A	President	President South Georgia Banking Company	N/A	27,348 1.47%	None	None
Dale McGriff Tifton, GA	N/A	Corporate Secretary	Ex. Vice President Corporate Secretary South Georgia Banking Company	N/A	15,651 0.83%	None	None
Teresa Lasseter Moultrie, GA	Retired USDA Farm Agency	Director	Director South Georgia Banking Company	N/A	500 0.03	None	None

Results: A list of branches for your depository institution: SOUTH GEORGIA BANKING COMPANY (ID_RSSD: 767732). This depository institution is held by SOUTH GEORGIA BANK HOLDING COMPANY (2764977) of OMEGA, GA. The data are as of 12/31/2011. Data reflects information that was received and processed through 01/05/2012.

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**
- 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.

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	FDIC UNINUM*	Head Office
OK		Full Service (Head Office)	767732	SOUTH GEORGIA BANKING COMPANY	5515 ALABAMA AVENUE	OMEGA	GA	31775	TIFT	13883	767732
OK		Full Service	1463983	ASHBURN OFFICE	561 EAST WASHINGTON STREET	ASHBURN	GA	31714	TURNER	46305	767732
OK		Full Service	2740403	INDUSTRIAL DRIVE BRANCH	131 INDUSTRIAL DRIVE	ASHBURN	GA	31714	TURNER	289205	767732
OK		Full Service	2889076	CORDELE OFFICE	702 SOUTH PECAN STREET	CORDELE	GA	31015	CRISP	357691	767732
OK		Full Service	3715145	MOULTRIE OFFICE	410 LANE STREET	MOULTRIE	GA	31768	COLQUITT	357224	767732
Close	12/23/2011	Full Service	630537	4TH STREET OFFICE	215 EAST 4TH STREET	TIFTON	GA	31794	TIFT	250480	767732
OK		Full Service	3287446	TIFT AVENUE BRANCH OFFICE	2005 TIFT AVENUE	TIFTON	GA	31794	TIFT	442443	767732
OK		Full Service	1168215	WEST SECOND STREET BRANCH	725 WEST 2ND STREET	TIFTON	GA	31794	TIFT	250481	767732