



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, Kenneth H. Maloy

Name of the Holding Company Director and Official

President and CEO

Title of the Holding Company Director and Official

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.

Reporter's Name, Street, and Mailing Address

SouthCrest Financial Group, Inc.

Legal Title of Holding Company

403 Westpark Walk, Suite 130

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

Peachtree City

GA

30269

City

State

Zip Code

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:

Doug Hertha

Sr. Vice President & CFO

Name

Title

678-734-3507

Area Code / Phone Number / Extension

770-631-3280

Area Code / FAX Number

doug.hertha@southcrestbank.com

E-mail Address

Signature of Holding Company Director and Official

03/29/2013

Date of Signature

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

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.

249 7202

Does the reporter request confidential treatment for any portion of this submission?

- Yes Please identify the report items to which this request applies:
Item 4.
- 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

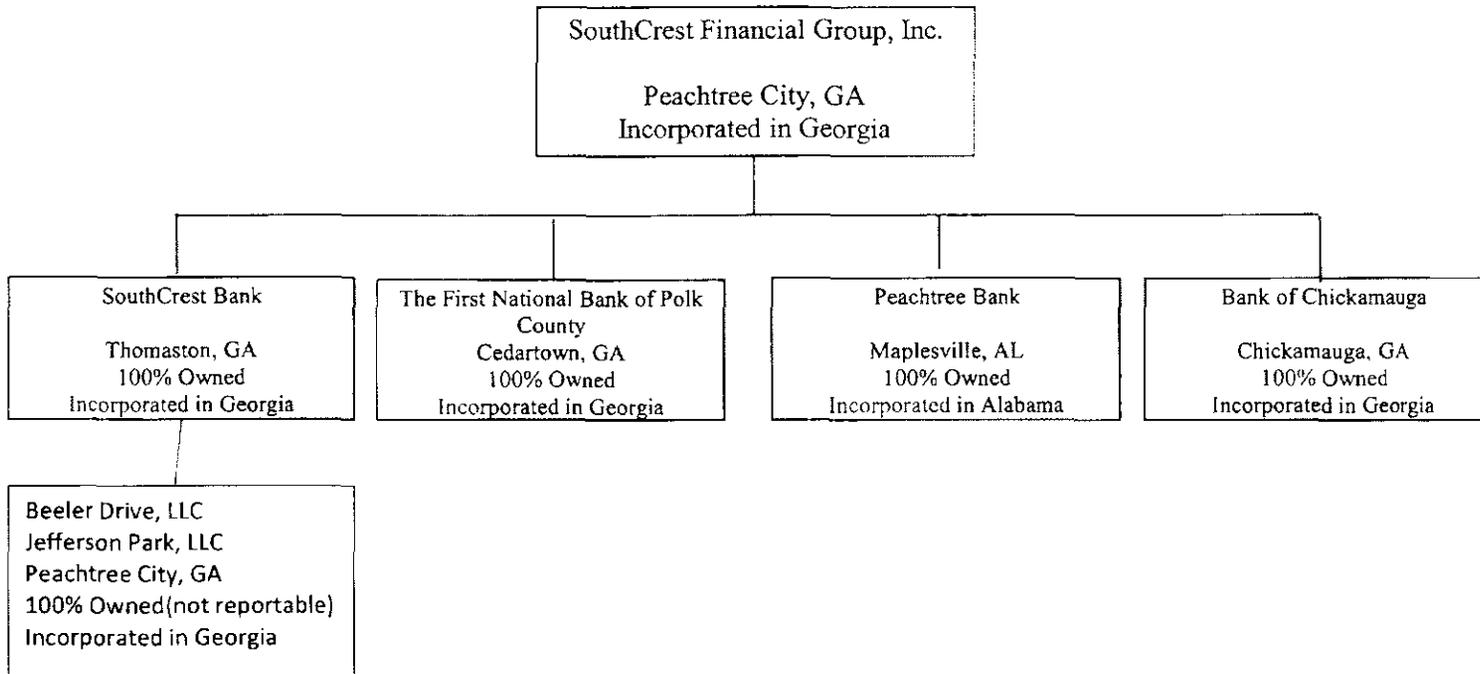
Form FRY 6

**SouthCrest Financial Group, Inc.
Peachtree City, Georgia**

Fiscal Year Ending December 31, 2012

Report Items

1. The bank holding company is not registered with the SEC. One copy of its audited financial statements will be sent under separate cover.
2. Organization Chart



2b. Submitted early via email 3/21/13.

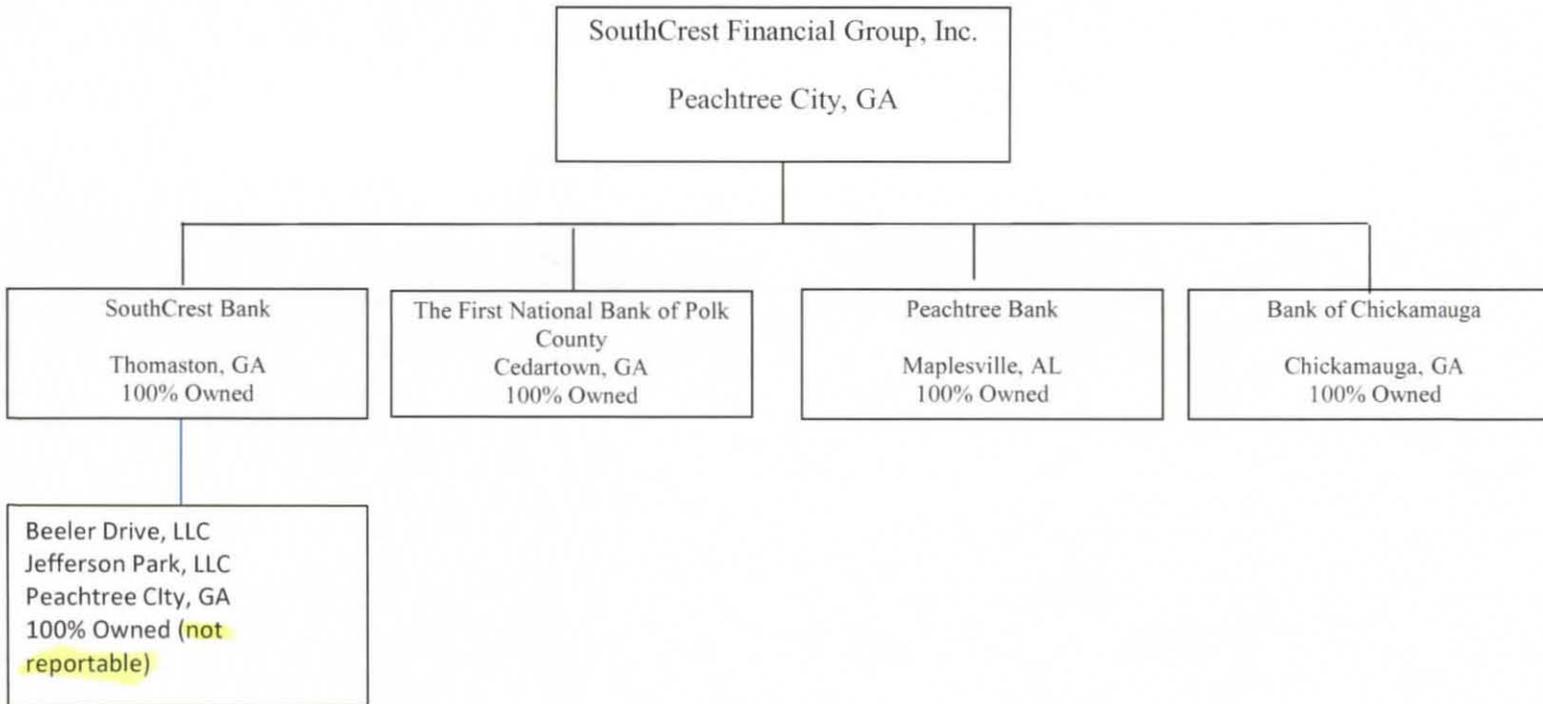
Form FRY 6

**SouthCrest Financial Group, Inc.
Peachtree City, Georgia**

Fiscal Year Ending December 31, 2012

Report Items

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- 2. Organization Chart



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Results: A list of branches for your holding company, "OC HOLDINGS FINANCIAL GROUP, INC." (REGISTRATION # 124297202) in PLACER COUNTY, CA. The data are as of 11/27/2011. Data reflects information that was received and processed through 8/27/2013.

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 entry. "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://www.frbatlanta.gov>

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

Data Action	Effective Date	Branch Service Type	Branch ID	RSSO*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNIFORM*	Office Number*	Head Office	Head Office ID	RSSO*	Comments
OK		Full Service (Head Office)	512889		BANK OF CHICKAMAUGA	201 GORDON STREET	CHICKAMAUGA	GA	30707	WALKER	UNITED STATES	3894	0	BANK OF CHICKAMAUGA	512889		
OK		Full Service	451134		1111 N. GHWAY 27 BR	2109 N. HIGHWAY 27	CHICKAMAUGA	GA	30707	WALKER	UNITED STATES	208057	1	BANK OF CHICKAMAUGA	512889		
OK		Full Service (Head Office)			FIRST NATIONAL BANK OF POLK COUNTY	997 NORTH MAIN STREET	EDDARTOWN	GA	30125	POLK	UNITED STATES	1399	0	FIRST NATIONAL BANK OF POLK COUNTY	160039		
OK		Full Service	164874		DOWNTOWN OFFICE	117 WEST AVE	EDDARTOWN	GA	30125	POLK	UNITED STATES	6434	3	FIRST NATIONAL BANK OF POLK COUNTY	160039		
OK		Full Service	448828		ROCKMART OFFICE	311 WEST ELM STREET	ROCKMART	GA	30153	POLK	UNITED STATES	191619	1	FIRST NATIONAL BANK OF POLK COUNTY	160039		
OK		Full Service (Head Office)	572388		PEACH TREE BANK	8411 N. GHWAY 27	WADSWORTH	GA	30150	CHILTON	UNITED STATES	48	0	PEACH TREE BANK	572388		
OK		Full Service	217898		CLAYTON OFFICE	1501 7TH STREET NORTH	CLAYTON	GA	30245	CHILTON	UNITED STATES	80968	1	PEACH TREE BANK	572388		
OK		Full Service (Head Office)	436131		SOUTHCREST BANK	108 SOUTH CHURCH STREET	THOMASTON	GA	30286	UPSON	UNITED STATES	1104	0	SOUTHCREST BANK	436131		
OK		Full Service	4102546		OPUS CREK BRANCH	11875 MEDLOCK BRIDGE ROAD	JOHNS CREEK	GA	30057	EDDARTOWN	UNITED STATES	Not Required	Not Required	SOUTHCREST BANK	436131		
OK		Full Service	159855		HERSVILLE BRANCH	14 NORTH MAIN STREET	HERSVILLE	GA	30251	WEBB WETHER	UNITED STATES	365775	4	SOUTHCREST BANK	436131		
OK		Full Service	688897		MANCHESTER BRANCH	106 WEST MAIN STREET	MANCHESTER	GA	31816	WEBB WETHER	UNITED STATES	3879	2	SOUTHCREST BANK	436131		
OK		Full Service	278331		NORTHSE BRANCH	343 NORTH CHURCH STREET	THOMASTON	GA	30286	UPSON	UNITED STATES	262119	1	ROCKMART BANK	436131		
OK		Full Service	3652887		THRONE BRANCH OFFICE	108 SAINT STEPHEN'S DRIVE, SUITE A	TYRONE	GA	30290	FAVETTE	UNITED STATES	478874	7	SOUTHCREST BANK	436131		
OK		Full Service	899150		WARM SPRINGS BRANCH	122 BROAD STREET	WARM SPRINGS	GA	31830	WEBB WETHER	UNITED STATES	5131	3	SOUTHCREST BANK	436131		

Form FRY-6

**SouthCrest Financial Group, Inc.
Peachtree City, Georgia
Fiscal Year Ending December 31, 2012**

Report Item 3. Shareholders

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2012.			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)	(1)(b)	(1)(c)	(2)(a)	(2)(b)	(2)(c)
Name and address (City, State, Country)	Country of Citizenship	Number and Percent Of Each Class of Voting Security	Name and address (City, State, Country)	Country of Citizenship	Number and Percent Of Each Class of Voting Security
None			Zack Cravey, Jr. Sea Island, GA	USA	201,007 5.2%