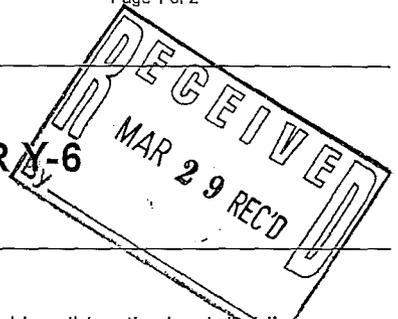


Board of Governors of the Federal Reserve System



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, G. Pait Willis

Reporter's Name, Street, and Mailing Address

South Georgia Bank Holding Company

Name of the Holding Company Director and Official

Legal Title of Holding Company

Chairman and Chief Executive Officer

P.O. Box 1505

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.

Tifton GA 31793

City State Zip Code

725 W. Second Street

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:

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 Holding Company's web page

Signature of Holding Company Director and Official

03/19/2013

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 2764977  
 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

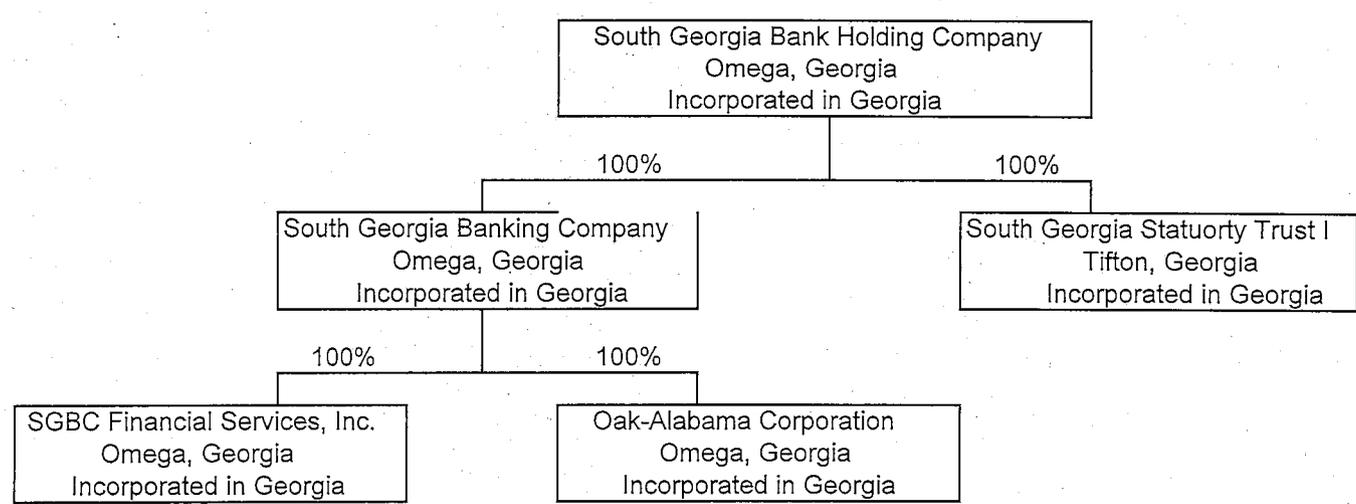
Revised

FORM FR Y-6  
South Georgia Bank Holding Company  
Omega, Georgia  
Fiscal Year Ending December 31, 2012

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 01/24/2013.

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 12/31/2012. Data reflects information that was received and processed through 01/06/2013.

**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, 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)	767732	SOUTH GEORGIA BANKING COMPANY	5515 ALABAMA AVENUE	OMEGA	GA	31775	TIFT	UNITED STATES	13883	0	SOUTH GEORGIA BANKING COMPANY	767732	
OK		Full Service	1463983	ASHBURN OFFICE	501 EAST WASHINGTON STREET	ASHBURN	GA	31714	TURNER	UNITED STATES	46305	6	SOUTH GEORGIA BANKING COMPANY	767732	
OK		Full Service	2740403	INDUSTRIAL DRIVE BRANCH	131 INDUSTRIAL DRIVE	ASHBURN	GA	31714	TURNER	UNITED STATES	289205	7	SOUTH GEORGIA BANKING COMPANY	767732	
OK		Full Service	2889076	CORDELE OFFICE	702 SOUTH PECAN STREET	CORDELE	GA	31015	CRISP	UNITED STATES	357691	8	SOUTH GEORGIA BANKING COMPANY	767732	
OK		Full Service	3715145	MOULTRIE OFFICE	410 LANE STREET	MOULTRIE	GA	31768	COLQUITT	UNITED STATES	357224	4	SOUTH GEORGIA BANKING COMPANY	767732	
OK		Full Service	3287446	TIFT AVENUE BRANCH OFFICE	2005 NORTH TIFT AVENUE	TIFTON	GA	31794	TIFT	UNITED STATES	442443	5	SOUTH GEORGIA BANKING COMPANY	767732	
OK		Full Service	1166215	WEST SECOND STREET BRANCH	725 WEST 2ND STREET	TIFTON	GA	31794	TIFT	UNITED STATES	250481	2	SOUTH GEORGIA BANKING COMPANY	767732	

**FORM FR Y-6**  
**South Georgia Bank Holding Company**  
**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.

1(a) Name & Address	1(b) Country of Citizenship or Incorporation	1(c) Number & Percentage of Each Class of Voting Security	
G Pait Willis Ty Ty, GA	USA	134,400	7.17%
First Tifton LLC Tifton, GA	USA	100,000	5.30%
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 12-31-2012.

1(a) Name & Address	1(b) Country of Citizenship or Incorporation	1(c) Number & Percentage of Each Class of Voting Security	
None	None	None	None

**South Georgia Bank Holding Company**  
**FORM FR Y-6**  
**December 31, 2012**

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%
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 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 100%
Doyle Medders Sylvester, GA	Irrigation Business Owner	Director	Director South Georgia Banking Company	Owner Medders Irrigation	11,000 0.59%	None	Medders Irrigation, LLC 100%

South Georgia Bank Holding Company  
FORM FR Y-6  
12/31/2012

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)
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
Jonathan Jones Tifton, GA	Construction Owner	Director	Director South Georgia Banking Company	President Jones & Jones Inc.	92 0.0049	None	Jones & Jones Inc 50% Jones Group LLC 33.33% Spring Creek Cement, LLC 30%
Teresa Lasseter Moultrie, GA	Retired USDA Farm Agency	Director	Director South Georgia Banking Company	N/A	500	None	None
Bill Reinhardt Tifton, GA	Judge	Director	Director South Georgia Banking Company	N/A	6,740 0.36	None	Reinhardt Family Partnership 25%

South Georgia Bank Holding Company  
FORM FR Y-6  
12/31/2012

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)
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 - 75%
Glenn P. Willis, Jr. Tifton, GA	N/A	President	President South Georgia Banking Company	N/A	26,441 1.41%	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