

Board of Governors of the Federal Reserve System



# Annual Report of Bank Holding Companies—FR Y-6



FR Y-6  
OMB Number 7100-0297  
Approval expires December 31, 2014  
Page 1 of 2

2497202

## 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, Kenneth H. Maloy  
Name of the Bank Holding Company Director and Official  
President and CEO  
Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address  
SouthCrest Financial Group, Inc.  
Legal Title of Bank Holding Company  
403 Westpark Walk, Suite 130  
(Mailing Address of the Bank Holding Company) Street / P.O. Box  
Peachtree City GA 30269  
City State Zip Code

I 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:  
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]  
Signature of Bank Holding Company Director and Official  
03/29/2012  
Date of Signature

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

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

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

For Federal Reserve Bank Use Only  
RSSD ID \_\_\_\_\_  
C.I. \_\_\_\_\_

### 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.

n/a - not a tiered holding company

Legal Title of Subsidiary Bank Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

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City State Zip Code

Physical location (if different from mailing address)

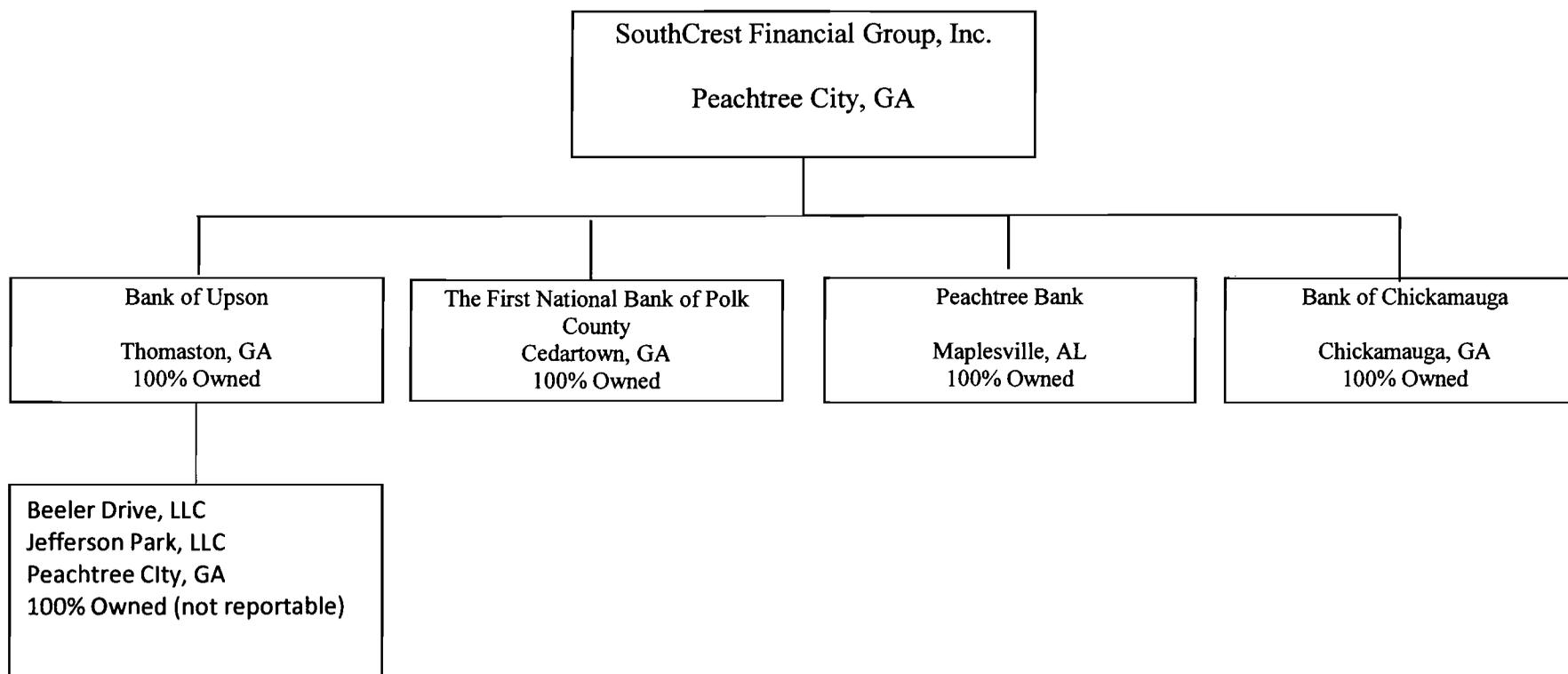
**Form FRY 6**

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

**Fiscal Year Ending December 31, 2011**

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



Form FRY-6

SouthCrest Financial Group, Inc.  
 Peachtree City, Georgia  
 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.			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)	(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
Zack Cravey Sea Island, GA	USA	201,007 5.2%	Robert Cravey Thomaston, GA (Note: Mr. Cravey passed away in 2011)	USA	218,510 5.8%

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SouthCrest Financial Group, Inc.  
Peachtree City, Georgia  
Fiscal Year Ending December 31, 2011

Report Item 4. Insiders

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Name & Address (City, State, County)	Principal Occupation if other than Bank Holding Company	Title and Position with Holding Company	Title and Position with Subsidiaries (include names of subsidiaries)	Titles and Position with Other Business (include names of other businesses)	Percentage of Voting Shares in Bank Holding	Percentage of Voting Shares in Subsidiaries (include names of Subsidiaries)	List names of Other Companies if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Danny Brinks Thomaston, GA USA	N/A	Director, Vice President	Director & Vice Chairman, Bank of Upson Director, First National Bank of Polk County		2.02%	N/A	
Harvey N. Clapp AL USA	Selma, N/A	Director	Director, President & CEO, Peachtree Bank		2.65%	N/A	
Joan Cravey Atlanta, GA USA	N/A	Director, Chairman	Director, Bank of Upson		1.31%	N/A	
Larry T. Kuglar Cedartown, GA USA	N/A	Director, Vice President	Director, First National Bank of Polk County Director, Bank of Chickamauga Director, Bank of Upson		2.98%	N/A	
Kenneth H. Maloy Marietta, GA USA	N/A	Director, President and CEO	Director, President & CEO, Bank of Chickamauga CEO, Bank of Upson		0.00%	N/A	

Information provided in item 3(c) and 4(c) are confidential and may be found in a separately bound confidential volume.

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SouthCrest Financial Group, Inc.  
 Peachtree City, Georgia  
 Fiscal Year Ending December 31, 2011

Report Item 4. Insiders (Continued)

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Name & Address (City, State, County)	Principal Occupation if other than Bank Holding Company	Title and Position with Holding Company	Title and Position with Subsidiaries (include names of subsidiaries)	Titles and Position with Other Business (include names of other businesses)	Percentage of Voting Shares in Bank Holding	Percentage of Voting Shares in Subsidiaries (include names of Subsidiaries)	List names of Other Companies if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Michael D. McRae Cedartown, GA USA	Attorney	Director	Director & Chairman, First National Bank of Polk County		0.32%	N/A	
Dr. Warren Patrick Thomaston, GA USA	Radiologist	Director	Director & Chairman, Bank of Upson		0.40%	N/A	
Harold W. Wyatt, Jr. Cedartown, GA USA		Director	Director, First National Bank of Polk County		3.86%	N/A	
Harold W. Wyatt, III GA USA	Atlanta, Real Estate	Director, Vice Chairman	N/A		0.18%	N/A	
Douglas J. Hertha Peachtree City, GA USA	N/A	Sr. VP, Chief Financial Officer	Sr. VP, CFO Bank of Upson  Director, Bank of Chickamauga		0.21%	N/A	
Kent Berry Brooks, GA USA	N/A	Sr. VP, Chief Credit Officer	N/A		0.00%	N/A	

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