

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

1. SPENCE Mullis, CEO & PRES
Name of the Bank Holding Company Director and Official
Same as Above
Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address
Morris State Bancshares, Inc
Legal Title of Bank Holding Company
P.O. Box 520
(Mailing Address of the Bank Holding Company) Street / P.O. Box
Dublin GA 31040
City State Zip Code
301 Bellevue Ave
Physical location (if different from mailing address)

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.

Person to whom questions about this report should be directed:
Bernice Baker Controller
Name Title
478-272-5202
Area Code / Phone Number / Extension
478-215-3466
Area Code / FAX Number
bbaker@morrisstate.com
E-mail Address
morrisstate.com (CN)
Address (URL) for the Bank Holding Company's web page

[Signature]
Signature of Bank Holding Company Director and Official
12/14/12
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 1417212
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

MORRIS STATE BANCSHARES, INC.
DUBLIN, GEORGIA

ANNUAL REPORT OF BANK HOLDING COMPANIES - FR Y-6

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ITEM 2a

MORRIS STATE BANCSHARES, INC.
DUBLIN, GEORGIA

ORGANIZATION CHART

PARENT COMPANY

Morris State Bancshares, Inc.
P.O. Box 520
301 Bellevue Ave
Dublin, Georgia 31040
Lisa L. Black, Chairman of the Board, President, CEO

| 100%
|

SUBSIDIARY

Morris Bank
P.O. Box 520
301 Bellevue Ave
Dublin, Georgia 31040
Spence Mullis, President

ITEM 2b

MORRIS STATE BANCSHARES, INC.
DUBLIN, GEORGIA

DOMESTIC BRANCH LISTING

<i>Branch Service Type</i>	<i>Branch ID RSSD</i>	<i>Popular Name</i>	<i>Date Opened</i>	<i>Street Address</i>	<i>City</i>	<i>State/Zip</i>	<i>County</i>	<i>Country</i>	<i>Head Office</i>
Full Service (Head Office)	#423739	Morris Bank	11/29/1954	301 Bellevue Avenue	Dublin	Ga/31021	Laurens	United States	Morris Bank
Full Service	#58739	Dublin Mall Branch	10/21/1971	Hwy 80 West	Dublin	Ga/31021	Laurens	United States	Morris Bank
Full Service	#4208149	Gordon Branch	10/25/2010	280 Gordon Hwy	Gordon	Ga/31031	Wilkinson	United States	Morris Bank

ITEM 3

**MORRIS STATE BANCSHARES, INC.
DUBLIN, GEORGIA**

SECURITIES HOLDERS

5% or more Shareholders during year ended December 31, 2011

<u>Name</u>	<u>Address</u>	<u>Citizenship</u>	<u>Shares Owned</u>	<u>Percent Owned</u>
Estate of Louie Livingston	Dublin, GA	U.S.A.	297,600	19.13%
Evelyn Livingston	Dublin, GA	U.S.A.	301,000	19.35%
Lisa L. Black	Dublin, GA	U.S.A.	97,685	6.28%
Claire Livingston	Dublin, GA	U.S.A.	92,150	5.92%
Wallace E. Miller	Dublin, GA	U.S.A.	169,250	10.88%
Roger Miller	Dublin, GA	U.S.A.	174,250	11.20%
			<u>1,131,935</u>	<u>72.76%</u>

ITEM 4

MORRIS STATE BANCSHARES, INC.
DUBLIN, GEORGIA
INSIDERS - OFFICERS, DIRECTORS, AND PRINCIPAL SHAREHOLDERS

<u>Name & Address (City, State, Country)</u>	<u>Principal Occupation if other than with Bank Holding Company</u>	<u>Title & Position with Bank Holding Company</u>	<u>Title & Position with The Morris Bank</u>	<u>Title & Position with Other Businesses</u>	<u>Percentage of Voting Shares in Bank Holding Company</u>	<u>Percentage of Voting Shares in Subsidiaries</u>	<u>Other Companies in which 25% or more of Voting Securities are held</u>
Estate of Louie Livingston Dublin, Ga 31021 USA	None	None	None	None	19.13%	None	None
Evelyn Livingston Dublin, Ga 31021 USA	None	None	None	None	19.35%	None	None
Lisa L. Black Dublin, Ga. 31021 USA	None	Chairman	Director	None	6.28%	None	None
Spence Mullis Dublin, Ga. 31021 USA	President/CEO Morris Bank	Director Corporate Treasurer	President	None	0.52%	None	None
Melton Tyson Dublin, Ga. 31021 USA	None	Director	None	None	0.00%	None	None

ITEM 4 (cont.)

MORRIS STATE BANCSHARES, INC.
DUBLIN, GEORGIA
INSIDERS - OFFICERS, DIRECTORS, AND PRINCIPAL SHAREHOLDERS

Name & Address (City, State, Country)	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with The Morris Bank	Title & Position with Other Businesses	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Subsidiaries	Other Companies in which 25% or more of Voting Securities are held
Robert J. Walker Dublin, Ga 31021 USA	Real Estate / Rental	Director	Director	Owner, Heart of Georgia Development	3.20%	None	Heart of Georgia Development, Inc 50.00%
O.D. Cullen, III Dublin, Ga 31021 USA	Executive	Director	Director	Owner Cullen Equipment	1.22%	None	Cullen Equipment, Inc. 100.00%
F. Scott Beasley Dublin, Ga. 31021 USA	Mechanic	Director	Director	Owner, Duncan Tire	1.47%	None	Duncan Tire Company, Inc. 24.33%
Ben Hall, Jr Dublin, Ga. 31021 USA	Construction	Director	Director	Owner, Dublin Construction	1.41%	None	Dublin Construction Company, Inc. 85.00%
Roger Miller Dublin, Ga. 31021 USA	None	Director	Director Executive Vice President	None	11.20%	None	Miller Family Partnership 33.00% Wallace & Shirley Miller Foundation 50.00%
Wallace Miller Dublin, Ga. 31021 USA	None	None	Director	None	10.88%	None	None
Susan Brandon Dublin, Ga. 31021 USA	None	Director Corporate Secretary	Executive Vice President	None	0.47%	None	None

ITEM 4 (cont.)

MORRIS STATE BANCSHARES, INC.
DUBLIN, GEORGIA

INSIDERS - OFFICERS, DIRECTORS, AND PRINCIPAL SHAREHOLDERS

Name & Address (City, State, Country)	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with The Morris Bank	Title & Position with Other Businesses	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Subsidiaries	Other Companies in which 25% or more of Voting Securities are held
Ashlee Torpy Dublin, Ga. 31021 USA	Chief Operating Officer Morris Bank	None	COO	None	0.26%	None	None
Bent Gay Dublin, Ga. 31021 USA	Executive	None	Director	None	2.31%	None	None
Kate Allgood Dublin, Ga. 31021 USA	Sales Representative	None	Director	None	0.08%	None	None