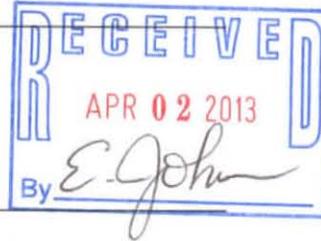


Board of Governors of the Federal Reserve System



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.

I, JAMES T. DAVIDSON
 Name of the Holding Company Director and Official
VICE-PRESIDENT
 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.

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.

James T Davidson
 Signature of Holding Company Director and Official
 03/27/2013
 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 1249020
 C.I. _____

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2012
 Month / Day / Year

Reporter's Name, Street, and Mailing Address
TSB BANCORP, INC.
 Legal Title of Holding Company
710 NORTH GLYNN STREET
 (Mailing Address of the Holding Company) Street / P.O. Box
FAYETTEVILLE GA 30214
 City State Zip Code
SAME
 Physical location (if different from mailing address)

Person to whom questions about this report should be directed:
EDGAR E. CHAPMAN, JR PRESIDENT
 Name Title
770-692-0900
 Area Code / Phone Number / Extension
770-692-0914
 Area Code / FAX Number
bhughes@talbotstatebank.com
 E-mail Address

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

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

TSB BANCORP, INC.
ANNUAL REPORT OF BANK HOLDING COMPANIES
REPORTING FORM FR Y-6
12/31/12

**Report Item 1:
Annual Report to Shareholders**

(Will send once received from auditors.)

**Report Item 2a:
Organization Chart**

TSB Bancorp, Inc.
710 North Glynn Street
Fayetteville, Georgia 30214
State of Incorporation: Georgia

100% Owned Subsidiary

Talbot State Bank
Hwy 36 East, P.O. Box 215
Woodland, Georgia 31836
State of Incorporation: Georgia

**Report Item 2b:
Domestic Branch Listing**

We have reviewed, updated and corrected, as necessary, the branch data on the Federal Reserve website. A copy of the listing is attached.

Results: A list of branches for your depository institution: TALBOT STATE BANK (ID_RSSD: 577230).
 This depository institution is held by TSB BANCORP, INC. (1249020) of FAYETTEVILLE, GA.
 The data are as of 12/31/2012. Data reflects information that was received and processed through 02/24/2013.

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 is corrected 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.
 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
ok		Full Service (Head Office)	577230	TALBOT STATE BANK	710 NORTH GLYNN STREET	FAYETTEVILLE	GA
ok		Full Service	3201264	WOODLAND OFFICE	HIGHWAY 36 EAST	WOODLAND	GA

ation first became valid in the **Effective Date** column.

e in the **Effective Date** column.

», Close, Delete, or Add.

Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	
30214	FAYETTE	UNITED STATES	Not Required	Not Required	TALBOT STATE BANK	577230	Comments
31836	TALBOT	UNITED STATES	141	0	TALBOT STATE BANK	577230	

**Report Item 3:
 Shareholders**

1a	1b	1c Number and percentage of each class of voting securities
<u>Name and Address</u>	<u>Country of Citizenship</u>	
Edgar E. Chapman, Jr. Peachtree City, GA	USA	101 Shares - 50.2488% Common Stock
Samuel P. Chapman Senoia, GA	USA	25 Shares - 12.4378% Common Stock
Edgar Wright Chapman Wildwood, MO	USA	25 Shares - 12.4378% Common Stock
Barbara C. Swafford Peachtree City, GA	USA	25 Shares - 12.4378% Common Stock
Mary C. Chapman Peachtree City, GA	USA	25 Shares - 12.4378% Common Stock

2. NONE

2.a) NA

2.b) NA

2.c) NA

**REPORT ITEM 4:
Insiders**

(1) Names & Address (City, State, Country)	(2) Principal Occupation if Other Than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (Include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (Include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (Include names of subsidiaries)	(4)(c) 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)
Edgar E. Chapman, Jr. Peachtree City, GA USA	NA	Chairman of the Board & President	Chairman of the Board-Talbot State Bank	NA	50.2488%	NA	NA
James T. Davidson Waverly Hall, GA USA	NA	Director & Vice President	Director, President & CEO-TalbotState Bank	NA	N/A	NA	NA
Kenneth Chapman Woodland, GA USA	N/A	Director & Secretary	Director, EVP & Secretary Talbot State Bank	NA	NA	NA	NA
Vivian Collier Woodland, GA USA	Retired	Director	Director-Talbot State Bank	N/A	NA	NA	NA
Darrell Moore Lawrenceville, GA USA	Retired	Director	Director-Talbot State Bank	N/A	NA	NA	NA
Samuel P. Chapman Senoia, GA USA	Real Estate Agent	N/A	N/A	NA	12.4378%	NA	NA
Nancy T. Miles LaGrange, GA USA	Retired	Director	Director - Talbot State Bank	NA	NA	NA	NA
Edgar Wright Chapman Wildwood, MO USA	Electrical Engineer	N/A	N/A	NA	12.4378%	NA	NA
Barbara C. Swafford Peachtree City, GA USA	Property Mgr	N/A	N/A	NA	12.4378%	NA	NA
Mary C. Chapman Peachtree City, GA USA	NA	Director	Board Member for Talbot State Bank	NA	12.4378%	NA	NA