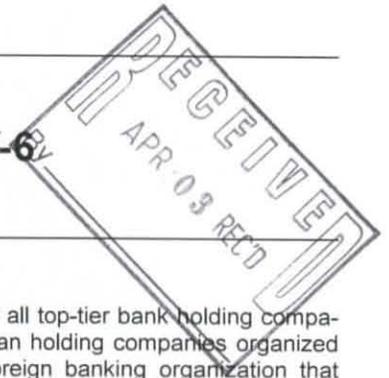


Board of Governors of the Federal Reserve System



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, Stephen H. Cheney

Reporter's Name, Street, and Mailing Address

Thomasville Bancshares, Inc.

Name of the Holding Company Director and Official

Legal Title of Holding Company

President/CEO

PO Box 1999

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.

Thomasville GA 31799
City State Zip Code

301 N. Broad St, Thomasville, GA 31792

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:

Hollie Lloyd SVP/CFO

Name Title

229-226-3300

Area Code / Phone Number / Extension

229-226-8401

Area Code / FAX Number

Hollie@tnbank.com

E-mail Address

www.tnbank.com

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

Stephen Cheney
Signature of Holding Company Director and Official

3-28-13
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 - *rec*
 is not prepared

For Federal Reserve Bank Use Only
RSSD ID 2346010
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

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

Revised

Form FR Y-6

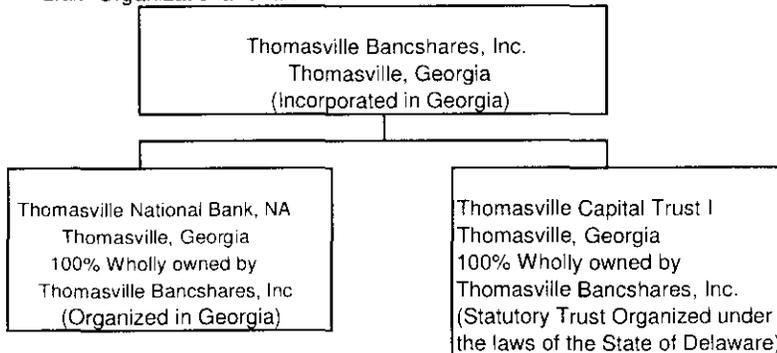
Thomasville Bancshares, Inc
301 North Broad Street
Thomasville, Georgia 31792

Fiscal Year Ending December 31, 2012

Report Item

1: The Annual Report for Shareholders will be mailed under separate cover no later than April 30, 2013

2.a.: Organizational Chart



2.b.: Domestic Branch Listing

Main Office (opened October 1995)

301 North Broad Street
Thomasville, Thomas County, Georgia, USA 31792
Full Service Branch

Remington Branch (opened October 1998)

1320 Remington Avenue
Thomasville, Thomas County, Georgia, USA 31792
Full Service Branch

St. Simons Bank & Trust, a division of Thomasville National Bank (opened September 2010)

100 Island Professional Park
St. Simons Island, Glynn County, Georgia, USA 31522
Full Service Branch

3: (1) persons with ownership of voting securities that equal or exceed 5% -
persons with ownership of non-voting and voting securities that equal or exceed 5%:

- a. Stephen H. Cheney, Thomasville, Georgia
- b. United States
- c. Voting Securities - 140,052 shares (78% of the Total) represents 5.02% of Voting Securities Owned
Restricted Stock Rights (Deferred Director Comp/Exec Stock Grant)-21,013 shares (11% of the Total)
Stock Options (exercisable) - 19,200 (11% of the Total)
Total - 180,265 shares or 6.3%

- a. Richard L. Singletary, Thomasville, Georgia
- b. United States
- c. Voting Securities - 151,845 shares (90% of the Total) represents 5.39% of Voting Securities Owned
Restricted Stock Rights (Deferred Director Compensation)-16,980 shares (10% of the Total)
Total - 168,825 shares or 5.9%

3: (2) a. None

Revised

Results: A list of branches for your depository institution: THOMASVILLE NATIONAL BANK (ID_RSSD: 2344753). This depository institution is held by THOMASVILLE BANCSHARES, INC (2346010) of THOMASVILLE, GA. The data are as of 12/31/2012. Data reflects information that was received and processed through 04/10/2013.

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
		Full Service (Head Office)	2344753	THOMASVILLE NATIONAL BANK	301 NORTH BROAD STREET	THOMASVILLE	GA	31792
Change	5/18/2012	Full Service	4231240	ST. SIMONS BANK & TRUST BRANCH	100 ISLAND PROFESSIONAL PARK	SAINT SIMONS ISLAND	GA	31522
		Full Service	2743301	REMINGTON AVENUE BRANCH	1320 REMINGTON AVE	THOMASVILLE	GA	31792

mn.

County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
THOMAS	UNITED STATES	56205	0	THOMASVILLE NATIONAL BANK	2344753	
GLYNN	UNITED STATES	Not Required	Not Required	THOMASVILLE NATIONAL BANK	2344753	
THOMAS	UNITED STATES	290356	1	THOMASVILLE NATIONAL BANK	2344753	

Report Item 4: Officers and Directors

1	2	3a	3b	3c	4a	4b	4c
Charles A Balfour Thomasville, Georgia	President, Balfour Timber Company, Inc.	Director/Vice Chair	Director Thomasville National Bank	President, Balfour Timber Co., Inc. President, Balfour Pole Company, LLC Director, Balfour Land Company	1.67%	none	None
John Bannister Thomasville, GA	President Bannister Electric Co.	Director	Director: Thomasville National Bank	President, Bannister Electric Co. President, K & L Land, LLC Thomasville Service Center	2.74%	none	Bannister Electric Co. - 50% K & L Land, LLC - 50% Thomasville Service Center - 100%
Joel W. Barrett Thomasville, GA	EVP Thomasville National Bank	Director	Director & EVP	None	1.95%	none	none
Stephen H Cheney Thomasville, Georgia	President/CEO Thomasville National Bank	Director/President	Director & President Thomasville National Bank	None	4.98%	none	None
David A. Cone Thomasville, Georgia	President Cone Machinery, Inc	Director	Director Thomasville National Bank	President, Cone Machinery, Inc. President, PDK Investments, Inc.	0.37%	none	Cone Machinery, Inc. - 34% PDK Investments, Inc. - 33%
Charles E Hancock Thomasville, Georgia	Orthopedic Surgeon	Director	Director Thomasville National Bank	Chairman, Affiliated Physicians of Tville, LLC Chairman, DEVHAN Holdings Chairman, Smith, Dawson Associates, LLC Chairman, Granddaddy's BBQ, LLC Chairman, Devour Brands, LLC Chairman, Homecoming of Thomasville, LLC	0.36%	none	DEVHAN Holdings, Inc - 100% Smith, Dawson Assoc., LLC - 32.5% Thomasville Orthopedic Center - 25% Granddaddy's BBQ, LLC - 100% Devour Brands, LLC - 100% Homecoming of Thomasville, LLC - 100%
Mills Herndon Thomasville, Georgia	Owner/Broker First Thomasville Realty, Inc.	Director	Director Thomasville National Bank	Owner/Broker, First Thomasville Realty, Inc. Partner, Cumbest Mill, LLC Partner, BLVD Acquisition, LLC	0.14%	none	Cumbest Mill, LLC - 50% BLVD Acquisition, LLC - 25%
Charles H. Hodges, III Thomasville, Georgia	EVP Thomasville National Bank	Director	Director & EVP Thomasville National Bank	None	2.86%	none	None
Harold Jackson Thomasville, Georgia	President, Petroleum Products	Director	Director Thomasville National Bank	President, Petroleum Products CEO, Jackson & Jackson Land Co. President, Petroleum Transportation	0.93%	none	Jackson & Jackson Land Co. - 100% Petroleum Products - 20% Petroleum Transportation - 20%
Randall L. Moore Thomasville, Georgia	President Moore & Porter Produce Brokers	Director	Director Thomasville National Bank	President, Moore & Porter Produce Brokers	2.38%	none	Moore & Porter Produce Brokers - 50%
Cochran A. Scott, Jr. Thomasville, Georgia	President, Scott Hotels, Inc.	Director	Director: Thomasville National Bank	President, Scott Hotels, Inc. President, C A Scott Company	2.70%	none	Scott Hotels - 100.00% C A Scott Company - 100.00%
Richard L Singletary, Jr. Thomasville, Georgia	Developer/Investor	Director/Chairman	Director: Thomasville National Bank	Partner & President of: Cumberland Associates, Inc. Pine Landing, LLC Member, Tallahassee Homes, LLC Alligator Point Homes, LLC Manassas Homes, LLC Halleck Homes, LLC Tallahassee Homes Realty, LLC Tallahassee Homes Residential, LLC	5.40%	none	Cumberland Associates - 50% Pine Landing, LLC - 50% Tallahassee Homes, LLC - 50% Alligator Point Homes, LLC - 50% Manassas Homes, LLC - 50% Halleck Homes, LLC - 50% Tallahassee Homes Realty, LLC - 50% Tallahassee Homes Residential, LLC - 50%