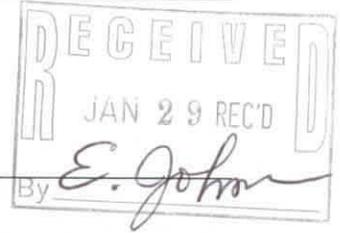


Board of Governors of the Federal Reserve System



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, KENNETH E HUGHES

Name of the Holding Company Director and Official

PRESIDENT AND CEO

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.

Kenneth E. Hughes
Signature of Holding Company Director and Official

01/24/2013

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 3194076
C.I. _____

Date of Report (top-tier holding company's fiscal year-end):

January 24, 2013

Month / Day / Year

Reporter's Name, Street, and Mailing Address

ALAPAHA HOLDING COMPANY

Legal Title of Holding Company

201 W MARION AVE

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

NASHVILLE

GA

31639

City

State

Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

ELLEN BROGDON

VICE PRESIDENT

Name

Title

229-686-7491

Area Code / Phone Number / Extension

229-686-7161

Area Code / FAX Number

ebrogdon@bankofalapa.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."

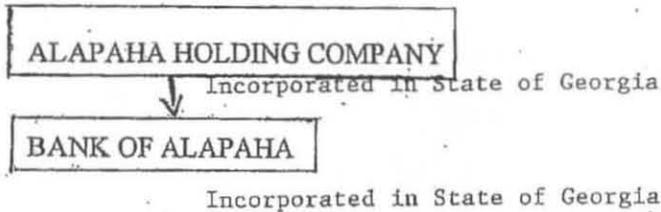
No

ALAPAHA HOLDING COMPANY
FRY-6

Revised

REPORT ITEM 1- PLEASE SEE ATTACHED

REPORT ITEM 2-ORGANIZATION CHART



ADDRESS FOR BOTH ENTITIES: 245 NE RAILROAD ST.
ALAPAHA, GA. 31622

100% OF BANK OF ALAPAHA IS OWNED BY ALAPAHA HOLDING COMPANY
REPORT ITEM 2 (B) DOMESTIC BRANCH LISTING

BANK OF ALAPAHA
OPENED IN MARCH OF 1905
245 NE RAILROAD STREET
ALAPAHA, BERRIEN COUNTY, GEORGIA, UNITED STATES, 31622, FULL
SERVICE BRANCH

BANK OF ALAPAHA-ENIGMA BRANCH
OPENED IN 1973
615 MAIN STREET
ENIGMA, BERRIEN COUNTY, GEORGIA, UNITED STATES, 31749 FULL
SERVICE BRANCH

BANK OF ALAPAHA-NASHVILLE BRANCH
OPENED IN 1976
201 WEST MARION AVENUE
NASHVILLE, BERRIEN COUNTY, GEORGIA, UNITED STATES, 31639, FULL
SERVICE BRANCH

COOK COMMUNITY BANK- A DIVISION OF BANK OF ALAPAHA
OPENED IN MARCH OF 2002
204 EAST FOURTH STREET
ADEL, COOK COUNTY, GEORGIA, UNITED STATES, 31620
FULL SERVICE BRANCH

REPORT ITEM 3.1
MARGUERITE J. GASKINS TRUST 5.89% OWNERSHIP
ALAPAHA, GEORGIA
2200 SHARES
UNITED STATES OF AMERICA

REPORT ITEM 3.2
A-NONE
B-NONE
C-NONE

12/4/12

BANK OF ALAPAHA

ORGANIZATIONAL CHART EFFECTIVE SEPTEMBER 2012

CECIL W. HILL –CHAIRMAN OF THE BOARD

KENNETH E. HUGHES – VICE CHAIRMAN, PRESIDENT AND CHIEF EXECUTIVE OFFICER

OPERATIONS/DATA PROCESSING

BELINDA HORTEN –OPERATIONS OFFICER
KATHY GRIFFIN – BOOKKEEPING SUPERVISOR
MELISSA KNIGHT – BOOKKEEPER
MELISSA HANSON – PROOF OPERATOR

ALAPAHA OFFICE Incorporated in State of Georgia

SYLVIA L ROBERTS – VICE PRESIDENT AND CORPORATE SECRETARY-
BRANCH MANAGER ALAPAHA
SHARON SUMNER – LOAN OFFICER
BARBARA ROWE – HEAD TELLER AND ASSISTANT BANKING OFFICER
SHEILA PURVIS – CSR AND TELLER AND ASSISTANT BANKING OFFICER
RHONDA KEEFFE – TELLER
PATRICIA WHITE –LOAN DEPARTMENT
SUSAN STEVERSON- TELLER

ENIGMA OFFICE Incorporated in State of Georgia

MELINDA GRINER –LOAN OFFICER AND BRANCH MANAGER
CANDY NICHOLS- TELLER
BARBARA BARNES – PART TIME TELLER

NASHVILLE OFFICE Incorporated in State of Georgia

KENNETH E. HUGHES – PRESIDENT AND CHIEF EXECUTIVE OFFICER
ELLEN BROGDON – VICE PRESIDENT/ COMPLIANCE OFFICER AND AUDITOR
ANGELA MCMILLAN –VICE PRESIDENT, BRANCH MANAGER-NASHVILLE
AND LOAN OFFICER
BELINDA HOLBROOK – ASSISTANT VICE PRESIDENT AND CSR
SUSAN LEE – LOAN DEPARTMENT
DALE HARPER – ASSISTANT VICE PRESIDENT AND LOAN OFFICER
DUSTIN MERRIMAN – LOAN OFFICER
WYLENE HARPER – HEAD TELLER
LINDA KAY CURRY – TELLER
JESSICA HARRIS –TELLER AND LOAN OFFICER
ASHLEY SCHELLER - TELLER
ROGER CONNELL – PART TIME EVALUATOR

Revised

COOK COMMUNITY BANK – A DIVISION OF BANK OF ALABAMA Incorporated in
State of Georgia

- SUSAN GRIFFIN – ASSISTANT VICE PRESIDENT
- FRANCE ROWE – ASSISTANT BANKING OFFICER AND LOAN OFFICER
- JULIE HISAW – ASSISTANT BANKING OFFICER AND LOAN OFFICER
- PETE MOORE – HEAD TELLER
- JANET MYERS – TELLER
- MELANIE WILKERSON – PART TIME LOAN DEPARTMENT
- CHRISTY SCHRAMM – TELLER AND PART TIME LOAN DEPARTMENT
- BRENDA SMITH – PART TIME LOAN DEPARTMENT
- COREY GIBBS - TELLER

Kenney

Results: A list of branches for your depository institution: BANK OF ALABAMA (ID: RSSD: 988935)
 This depository institution is held by ALABAMA HOLDING COMPANY, CHARLES, BIRMINGHAM, ALABAMA, GA.
 The data are as of 03/31/2019. Data reflects information that was received and processed through 04/15/2019.

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 UNIFORM 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 UNIFORM*	Office Number*	Head Office	Head Office ID	RSSD*	Comments	
		Full Service (Head Office)	988935		BANK OF ALABAMA	RAILROAD STREET	ALABAMA	GA	31622	BERRIEN	UNITED STATES	121		0	BANK OF ALABAMA		988935	
					COOK COMMUNITY BANK A DIVISION OF													
		Full Service	3115343		BANK OF ALABAMA	204 EAST FOURTH STREET	ADEL	GA	31820	COOK	UNITED STATES	385159		3	BANK OF ALABAMA		988935	
		Full Service	985330		ENIGMA BRANCH	815 MAIN STREET	ENIGMA	GA	31749	BERRIEN	UNITED STATES	181250		1	BANK OF ALABAMA		988935	
		Full Service	993438		NASHVILLE BRANCH	201 W. MARION AVENUE	NASHVILLE	GA	31639	BERRIEN	UNITED STATES	181251		2	BANK OF ALABAMA		988935	

FRY-6, REPORT ITEM #4

#1 NAME AND ADDRESS	#2 PRINCIPAL OCCUPATION IF OTHER THAN BANK HOLDING COMPANY	#3A TITLE & POSITION POSITION HOLDING COMPANY	#3B TITLE & POSITION WITH SUBS	#3C TITLE & POSITION OTHER BUSINESSES	#4A PERCENTAGE OF VOTING SHARES IN BHC	#4B PERCENTAGE OF VOTING SHARES IN SUB.	#4C LIST NAME OF OTHER COMPANIES IF 25% OF VOTING SECURITIES ARE HELD	% OWNERSHIP
RICKEY S CARTER NASHVILLE, GA	NEW HOLLAND TRACTOR DEALER	DIRECTOR	DIRECTOR BANK OF ALAPAHA	N/A	LESS THAN 1%	NONE	NASHVILLE TRACTOR COMPANY	100
LUTHER DUKE III ADEL, GA	ICE MANUFACTURER	DIRECTOR	DIRECTOR BANK OF ALAPAHA	PRESIDENT ADEL ICE, INC	LESS THAN 2%	NONE	ADEL ICE, INC.	100
JAMES R GASKINS ALAPAHA, GA	TIMBER	DIRECTOR	DIRECTOR BANK OF ALAPAHA	DIRECTOR MOORE LUMBER CO	LESS THAN 1%	NONE	N/A	
CECIL W HILL NASHVILLE, GA	N/A	DIRECTOR	DIRECTOR CHAIRMAN BANK OF ALAPAHA	N/A	LESS THAN 1%	NONE	N/A	
KENNETH E HUGHES NASHVILLE, GA	N/A	PRESIDENT	PRES. & CEO BANK OF ALAPAHA	N/A	LESS THAN 1%	NONE	N/A	
TOMMY LEE NASHVILLE, GA	LEE'S FARM SUPPLY FARMER	DIRECTOR	DIRECTOR BANK OF ALAPAHA	PRESIDENT LEE'S FARM SUPPLY	0.00%	NONE	LEE'S FARM SUPPLY	100
STEVE MCMILLAN ENIGMA, GA	FARMER	DIRECTOR	DIRECTOR BANK OF ALAPAHA	CEO - BERRIEN PEANUT CO CEO- SOUTHERN GRACE FARMS	LESS THAN 1%	NONE	BERRIEN PEANUT CO SOUTHERN GRACE FARMS	50 50

C DANE PERKINS
NASHVILLE, GA

JUDGE

DIRECTOR

DIRECTOR
BANK OF
ALAPAHA

CEO-TROUTDALE
CEO-PERKINS
WAREHOUSE, INC

LESS THAN 1% NONE

TROUTDALE CORP
PERKINS
WAREHOUSE INC

100
100