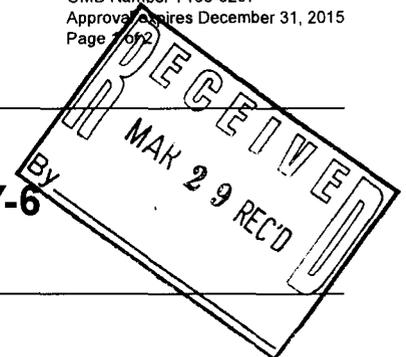


Board of Governors of the Federal Reserve System



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):

12/31/2012

Month / Day / Year

I, John J. Rogers

Name of the Holding Company Director and Official

President

Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

Atlantic National Corporation

Legal Title of Holding Company

P.O. Box 10

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

Brunswick Ga. 31521

City State Zip Code

910 Gloucester Street

Physical location (if different from mailing address)

Brunswick, GA. 31520

Person to whom questions about this report should be directed:

Robert B. Sams C.Fo

Name Title

912 265 1710

Area Code / Phone Number / Extension

912 280 9302

Area Code / FAX Number

sams@anbga.com

E-mail Address

atlanticnationalbank.com

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

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.

John J. Rogers

Signature of Holding Company Director and Official

3/26/2013

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

2939730

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

Revised

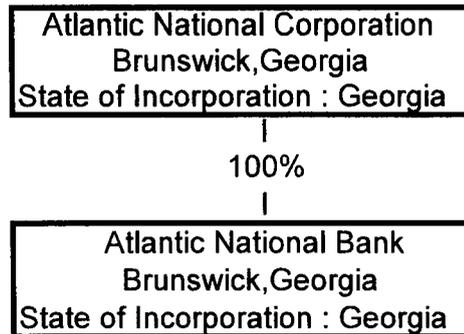
Form FR Y-6
Atlantic National Corporation
710 Gloucester Street
Brunswick, Georgia 31520

Fiscal Year Ending December 31, 2012

Report Item

- 1:a. The BHC is not required to file form 10K with the SEC.
- 1:b. The BHC does engage an outside firm to prepare audited financial statements on an annual basis. The 2012 audited financial statements are included with this report.

2:a. Organization Chart:



2:b. Full Service Domestic Branches:

- > Main Office
710 Gloucester Street
Brunswick, Ga. 31520
Opened : 1998
- > Island Office

Revised

1663 Frederica Road
Saint Simons Island, Ga. 31522
Opened : 1999

> Mall Office
128 Altama Connector
Brunswick, Ga. 31525
Opened : 2002

Report Item 3: Shareholders

(1)(a) (1)(b) (1)(c) (2)(a) (2)(b) (2)(c)

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12/31/2012:

<u>(1)(a)</u> <u>Name & Address</u>	<u>(1)(b)</u> <u>Country of Citizenship</u>	<u>(1)(c)</u> <u>Number and Percentage of</u> <u>Ownership of Each Class of</u> <u>Voting Securities</u>
John J. Rogers St. Simons Island, Ga	U.S.A.	70,000 shares - (5.32%) Common Stock
Robert G. Boone Brunswick, Ga.	U.S.A.	83,246 shares - (6.33%) Common Stock
W.W. Walker, Jr. Charlotte, N.C.	U.S.A.	68,075 shares - (5.17%) Common Stock

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 12/31/12:

<None>

Report Item 4: Directors and Officers

(1) (2) (3)(a)(b)(c) (4)(a)(b)(c)

(1) Names & Addresses	(2) Principal Occupation if Other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiary (Atlantic National Bank)	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) List names of other companies if 25% or more of voting securities are held
Barger, James F. Saint Simons Island, Ga. U.S.A.	Certified Public Accountant	Director	Director	Partner Coastal CPA's Member Maringo, LLC Partner Hanover Ventures	1.98%	N/A	Coastal CPA's 33% Maringo, LLC. 25% Hanover Ventures 50%
Benefield, J. Dewey Saint Simons Island, Ga. U.S.A.	Retired Executive Sea Island Company	Director & Chairman	Director & Chairman	None	4.93%	N/A	N/A
Boone, Robert G. Brunswick, Ga. U.S.A.	Real Estate Development Boone/Richardson & Associates, Inc. (See attachment for Mr. Boone's additional (3)(c) data.)	Director	Director	See attached	6.33%	N/A	Boone/Richardson & Associates, Inc. (See attachment for Mr. Boone's additional (4)(c) data.) 100%
Gash, James H. St. Simons Island, Ga. U.S.A.	Banking, Retired	Director	Director	None	2.11%	N/A	N/A
C. H. Leavy, IV St. Simons Island, Ga. U.S.A.	Newspaper Publishing The Brunswick News	Director	Director	President The Brunswick News	1.22%	N/A	The Brunswick News
Morgan, T. Gillis, III Brunswick, Ga.	Forestry Equipment Distributio Tidewater Equipment Company Vice Chairman	Director	Director	None	4.10%	N/A	N/A
Parker, Patrick B. St. Simons Island, Ga. U.S.A.	Retail Gas & Convenience Stores J. H. Parker Company, Inc.	Director	Director	President J. H. Parker Company, Inc.	2.66%	N/A	J. H. Parker Company, Inc. 100%
Rogers, John J. St. Simons Island, Ga. U.S.A.	N/A	Director & President	Director & President	None	5.32%	N/A	N/A

(1) Names & Addresses	(2) Principal Occupation if Other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiary (Atlantic National Bank)	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) List names of other companies if 25% or more of voting securities are held
Strother, Gordon T. St. Simons Island, Ga. U.S.A.	Retail Hardware & Lumber J.C. Strother Company	Director	Director	Vice President, Owner J.C. Strother Company	1.14%	N/A	J.C. Strother Company 28%
Torbett, Lisa Lane St. Simons Island, Ga. U.S.A.	Interior Designer Lisa Torbett Interiors, Inc.	Director	Director	President/Owner Lisa Torbett Interiors, Inc.	1.85%	N/A	Lisa Torbett Interiors, Inc. 100%
Sams, Robert B. Brunswick, Ga. U.S.A.	N/A	Sr. V.P. CFO	Sr. V.P. CFO	None	0.00%	N/A	N/A

FR Y-6
Attachment

Report Item 4: Directors and Officers
(1) (2) (3)(a)(b)(c) (4)(a)(b)(c)

(1) Names & Addresses	(2) Principal Occupation if Other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiary (Atlantic National Bank)	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) List names of other companies if 25% or more of voting securities are held
Boone, Robert G. Brunswick, Ga. U.S.A.	Real Estate Development Boone/Richardson & Associates, Inc.	Director	Director	Owner Boone/Richardson & Associates, Inc.	6.33%	N/A	Boone/Richardson & Associates, Inc. 100%
				Owner Boone/Richardson Investments, Inc.			Boone/Richardson Investments, Inc. 100%
				Owner Allstate Homebuilders, Inc.			Allstate Homebuilders, Inc. 100%
				Owner Seacoast Properties, Inc.			Seacoast Properties, Inc. 67%
				Owner Blue Ribbon Marketable Ideas, Inc.			Blue Ribbon Marketable Ideas, Inc. 100%