

# 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

I, E. L. Spencer, Jr  
Name of the Bank Holding Company Director and Official  
Chairman and CEO of Auburn National Bancorporation  
Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address  
Auburn National Bancorporation, Inc.

Legal Title of Bank Holding Company  
P. O. Box 3110

(Mailing Address of the Bank Holding Company) Street / P.O. Box  
Auburn AL 36831-3110

City State Zip Code  
100 N. Gay Street

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.

Person to whom questions about this report should be directed:

David A. Hedges VP, Controller & CFO  
Name Title

334-887-4687  
Area Code / Phone Number / Extension

334-887-2796  
Area Code / FAX Number

dhedges@auburnbank.com  
E-mail Address

www.auburnbank.com  
Address (URL) for the Bank Holding Company's web page

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.

[Signature]  
Signature of Bank Holding Company Director and Official  
03/28/2012

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 1129533  
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

## For Use By Tiered Bank Holding Companies

Top-tiered bank holding companies must list the names, mailing address, and physical locations of each of their subsidiary bank holding companies below.

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Legal Title of Subsidiary Bank Holding Company

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

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City State Zip Code

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Physical location (if different from mailing address)

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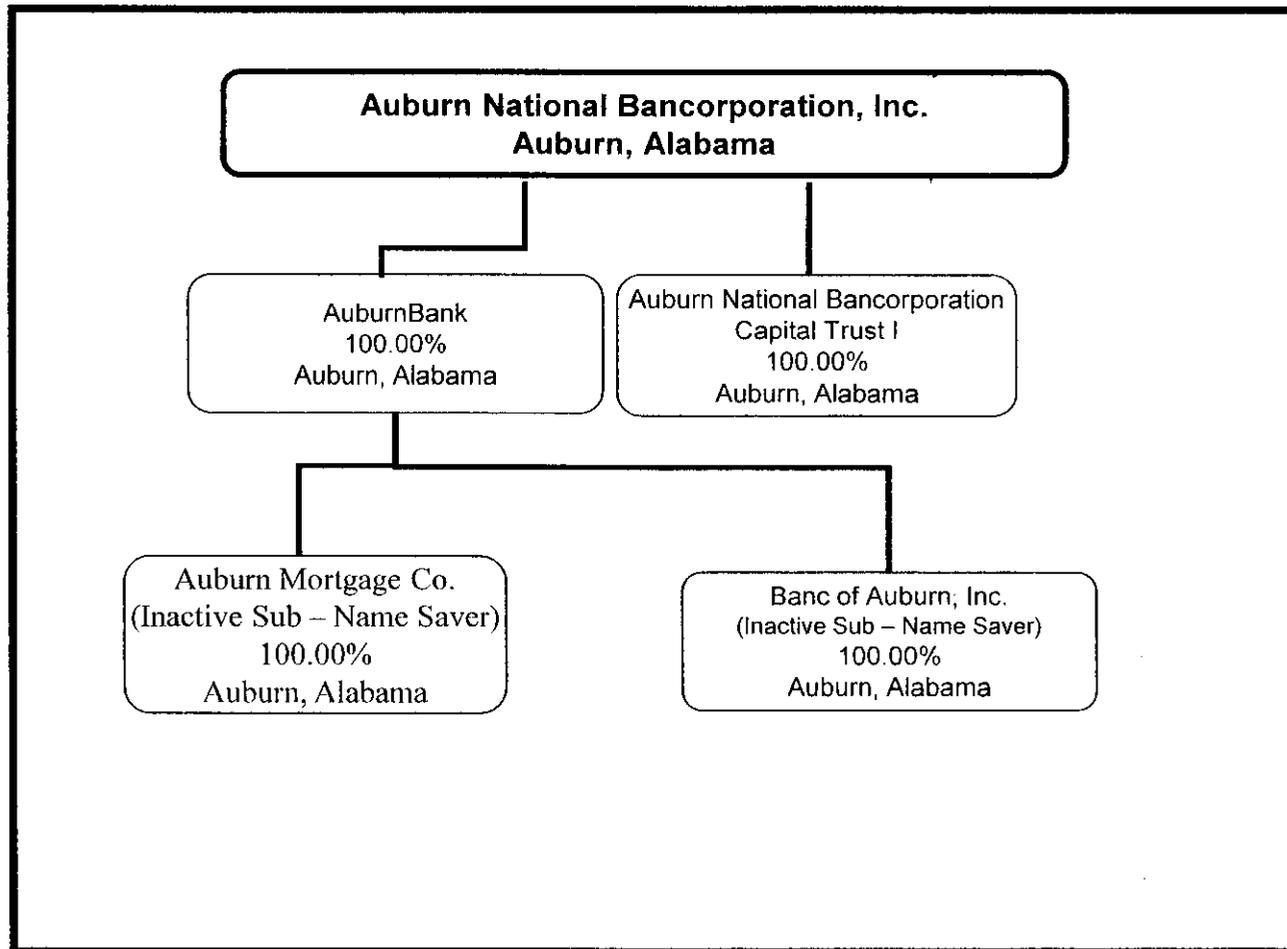
City State Zip Code

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Physical location (if different from mailing address)

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Auburn National Bancorporation, Inc.  
Organization Chart  
Report Item No. 2a



Results: A list of branches for your depository institution: AUBURNBANK (ID: RSSD: ZPRCS).  
 This depository institution is held by AUBURN NATIONAL BANK CORPORATION, INC. (ID: 28513) of AUBURN, AL.  
 The data are as of 12/17/2011. Data reflects information that was received and processed through 01/05/2012.

**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.

**Action**

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 ID, RSSD*	Branch Name	Street Address	City	State	Zip Code	County	Country	FDIC UNIFORM*	Office Number*	Head Office	Head Office ID, RSSD*	Comments
OK		749535	AUBURNBANK	100 NORTH GAY STREET	AUBURN	AL	36831	LEE	UNITED STATES	17	0	AUBURNBANK	749535	
Change	2/9/2009	3917181	BENT CREEK BRANCH	2315 BENT CREEK ROAD	AUBURN	AL	36830	LEE	UNITED STATES	493224	12	AUBURNBANK	749535	
OK		1216566	AUBURN PROGEER BRANCH	300 NORTH DEAN ROAD	AUBURN	AL	36830	LEE	UNITED STATES	180885	2	AUBURNBANK	749535	
OK		3383281	AUBURN WAL-MART BRANCH	1717 SOUTH COLLEGE	AUBURN	AL	36830	LEE	UNITED STATES	361101	7	AUBURNBANK	749535	
OK		384574	HURTSFORD BRANCH	317 MAIN STREET	HURTSFORD	AL	36860	RUSSELL	UNITED STATES	380890	6	AUBURNBANK	749535	
OK		366863	INDUSTRIAL BRANCH	959 AUBURN ROAD	MOBILE	AL	36686	LEE	UNITED STATES	364622	8	AUBURNBANK	749535	
OK		1877901	OPELIKA BRANCH	215 SOUTH 6TH STREET	OPELIKA	AL	36801	LEE	UNITED STATES	180881	3	AUBURNBANK	749535	
OK		3131231	OPELIKA WAL MART BRANCH	2900 TEPPELL PARKWAY	OPELIKA	AL	36801	LEE	UNITED STATES	470094	3	AUBURNBANK	749535	
OK		3623957	TIGER LOWN PROGEER BRANCH	185 HIGHWAY 280	OPELIKA	AL	36604	LEE	UNITED STATES	478897	10	AUBURNBANK	749535	
OK		2740137	PHENIX CITY WAL MART BRANCH	3700 U. S. HWY 431 N	PHENIX CITY	AL	36767	RUSSELL	UNITED STATES	180888	5	AUBURNBANK	749535	
ADD	12/17/2011	Not Required	VALLEY BRANCH	132 FOB JAMES DR	VALLEY	AL	36854	CHAMBERS	UNITED STATES	NOT REQUIRED	NOT REQUIRED	AUBURNBANK	749535	

Change was made to correct how address was presented. City was removed from address line into proper ("City") column. The location remains at the same address.

**Report Item #3 for FR Y-6 Report  
Shareholder Information  
As of December 31, 2011**

<b>Item 3(1)(a) Name &amp; Address &gt; 5% shareholder</b>	<b>Item 3(1)(b) Country of Citizenship/Incorp.</b>	<b>Item 3(1)(c)</b>	
		<b>Number of shares owned</b>	<b>Percentage of shares owned</b>
E.L. Spencer, Jr. Auburn, AL	United States	733,841	20.15%
Emil F. Wright, Jr. Auburn, AL	United States	399,878	10.98%

**Report Item 3(2)(a) - Other shareholders with >5% - Name and address**  
None

**Report Item 3(2)(b) - Other shareholders with >5% - Citizenship**  
n/a

**Report Item 3(2)(C) - Other shareholders with >5% - Number of shares and %**  
n/a

**Report Item #4 for FR Y-6 Report**  
**Directors and Officers Address & Ownership Information**  
**As of December 31, 2011**

Item 4(1) Name & Address Primary Residence	Item 4(2) Principal occupation (not w/ Hold. Co.)	Item 4(3)(a) Title/Position w/ Holding Co.	Item 4(3)(b) Title/Position w/ Subsidiaries	Item 4(3)(C) Title or position with any other business companies	Item 4(4)(a) Bank Hold. Co. % shares	Item 4(4)(b) Subsidiary shares*	Item (4)(4)(C)		
							Name of Business or Corp. with ownership >25%	% of Ownership	
<b>Executive Officers</b>									
Robert Dumas Auburn, AL	n/a	Director	President, CEO & Director of AuburnBank	Director, East Alabama Meccical Center	1.01%	n/a	None		n/a
Terrell Bishop West Point, GA	n/a	n/a	SVP of AuburnBank	None	1.15%	n/a	None		n/a
Jo Ann Hall Auburn, AL	n/a	n/a	EVP of AuburnBank	None	<1%	n/a	None		n/a
David Hedges Auburn, AL	n/a	n/a	VP, Controller & CFO of Auburnbank	None	<1%	n/a	None		n/a
Kris W. Blackmon Auburn, AL	n/a	n/a	VP & Chief Investment Officer AuburnBank	None	<1%	n/a	None		n/a
Gene Duianey Auburn, AL	n/a	n/a	SVP of AuburnBank	None	<1%	n/a	None		n/a
W. Thomas Johnson Auburn, AL	n/a	n/a	SVP of AuburnBank	Managing Member, T&T Properties, LLC Managing Member, J&S Properties, LLC	<1%	n/a	T&T Properties, LLC J&S Properties, LLC		50.00% 49.50%
Marla L. Kickliter Auburn, AL	n/a	n/a	SVP of Complaiinc/Internal Audit AuburnBank	None	<1%	n/a	None		n/a
Shannon S. O'Donnell Auburn, AL	n/a	n/a	SVP of Credit Administration AuburnBank	None	<1%	n/a	None		n/a
Jeome B. Siegel Auburn, AL	n/a	n/a	SVP & Chief Technology Officer AuburnBank	None	<1%	n/a	None		n/a
E.L. Spencer, Jr. Auburn, AL	n/a	President, CEO & Chairman	Director of AuburnBank	Owner, Spencer Heating & Air Owner, E.L. Spencer Construction Partner, Spencer & Spencer Owner, Bow & Arrow Ranch Owner, Auburn Millwork	20.15%	n/a	Spencer Heating & Air E.L. Spencer Construction Spencer & Spencer Bow & Arrow Ranch Auburn Millwork		100.00% 100.00% 100.00% 100.00% 100.00%
C. Eddie Smith Opelika, AL	n/a	n/a	SVP of AuburnBank	None	<1%	n/a	None		n/a

**Report Item #4 for FR Y-6 Report**  
**Directors and Officers Address & Ownership Information**  
**As of December 31, 2011**

Item 4(1) Name & Address Primary Residence	Item 4(2) Principal occupation (not w/ Hold. Co.)	Item 4(3)(a) Title/Position w/ Holding Co.	Item 4(3)(b) Title/Position w/ Subsidiaries	Item 4(3)(C) Title or position with any other business companies	Item 4(4)(a) Bank Hold. Co. % shares	Item 4(4)(b) Subsidiary shares*	Item (4)(4)(C)		
							Name of Business or Corp. with ownership >25%	% of Ownership	
<b>Directors</b>									
Emil F. Wright, Jr. Auburn, AL	Retired	Director	Director of AuburnBank	Member, Lee, LLC General Partner, Ferrocene LP Member, Paratus, LLC Member, Comitas, LLC	10.98%	n/a	Lee, LLC	50.00%	
							Paratus LLC Comitas, LLC	50.00% 100.00%	
William F. Ham, Jr. Auburn, AL	Mayor, City of Auburn	Director	Director of AuburnBank	Owner, Varsity Enterprises Partner, Blue Creek Development, Inc. President, FA&W Corporation Partner, Cedar Heights, LLC	<1%	n/a	Varsity Enterprises Blue Creek Development, Inc. FA&W Corporation Cedar Heights, LLC	100.00% 33.33% 50.00% 33.33%	
Edward L. Spencer, III Auburn, AL	n/a	Director	Director of AuburnBank	Partner, Spencer, LLC	<1%	n/a	Spencer, LLC	33.33%	
C. Wayne Alderman Auburn, AL	Professor & Dean- Auburn University	Director	Director of AuburnBank	Director, IntraMicron, Inc. Dean of Enrollment Services, Auburn University Director, East Alabama Medical Center	<1%	n/a	None	n/a	
J. Tutt Barrett Auburn, AL	Senior Partner Dean and Barrett	Director	Director of AuburnBank	Member, Barrett, Satterwhite, and Hood, LLC General Partner, Kabena Farms, LP President, Uphapee Creek Plantation	<1%	n/a	Barrett, Satterwhite, and Hood, LLC Kabena Farms, LP Upahapee Creek Plantation Inc.	33.33% 33.33% 25.00%	
J.E. Evans Auburn, AL	Owner of Evans Realty, Inc.	Director	Director of AuburnBank	Majority Stockholder, Evan Realty, Inc. Majority Stockholder, J&L Contractors, Inc. Partner, Cedar Heights Apartments Partner, Point-O-Woods Apartments Partner, Summerwood Apartments, LLC Partner, Briarwood Court Apartments, LLC	<1%	n/a	Evans Realty, Inc. J&L Contractors, Inc. Cedar Heights Apartments Point-O-Woods Apartments Summerwood Apartments, LLC Briarwood Court Apartments, LLC	99.00% 90.00% 33.33% 33.33% 25.00% 25.00%	
Anne May Auburn, AL	Certified Public Accountant	Director	Director of AuburnBank	Partner, Machen, McChesney & Chastain, LLP	<1%	n/a	Machen, McChesney & Chastain, LLP	n/a	
Terry W. Andrus Opelika, AL	CEO of East AL Medical Center	Director	Director of AuburnBank	CEO of East AL Medical Center	<1%	n/a	None	n/a	
David E. Housel Auburn, AL	Director of Auburn Univ. Athletics Emeritus	Director	Director of AuburnBank	Director of Athletics Emeritus, Auburn Univ.	<1%	n/a	None	n/a	