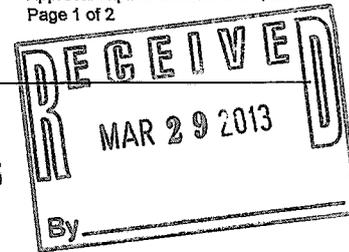


Board of Governors of the Federal Reserve System



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, E. L. Spencer, Jr

Reporter's Name, Street, and Mailing Address

Auburn National Bancorporation, Inc.

Name of the Holding Company Director and Official

Legal Title of Holding Company

Chairman and CEO of Auburn National Bancorporation

P.O. Box 3110

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.

Auburn AL 36831-3110
City State Zip Code

100 N. Gay Street, Auburn, AL 36830

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:

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

Signature of Holding Company Director and Official

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

Date of Signature

3/28/2013

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 1129 533
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.

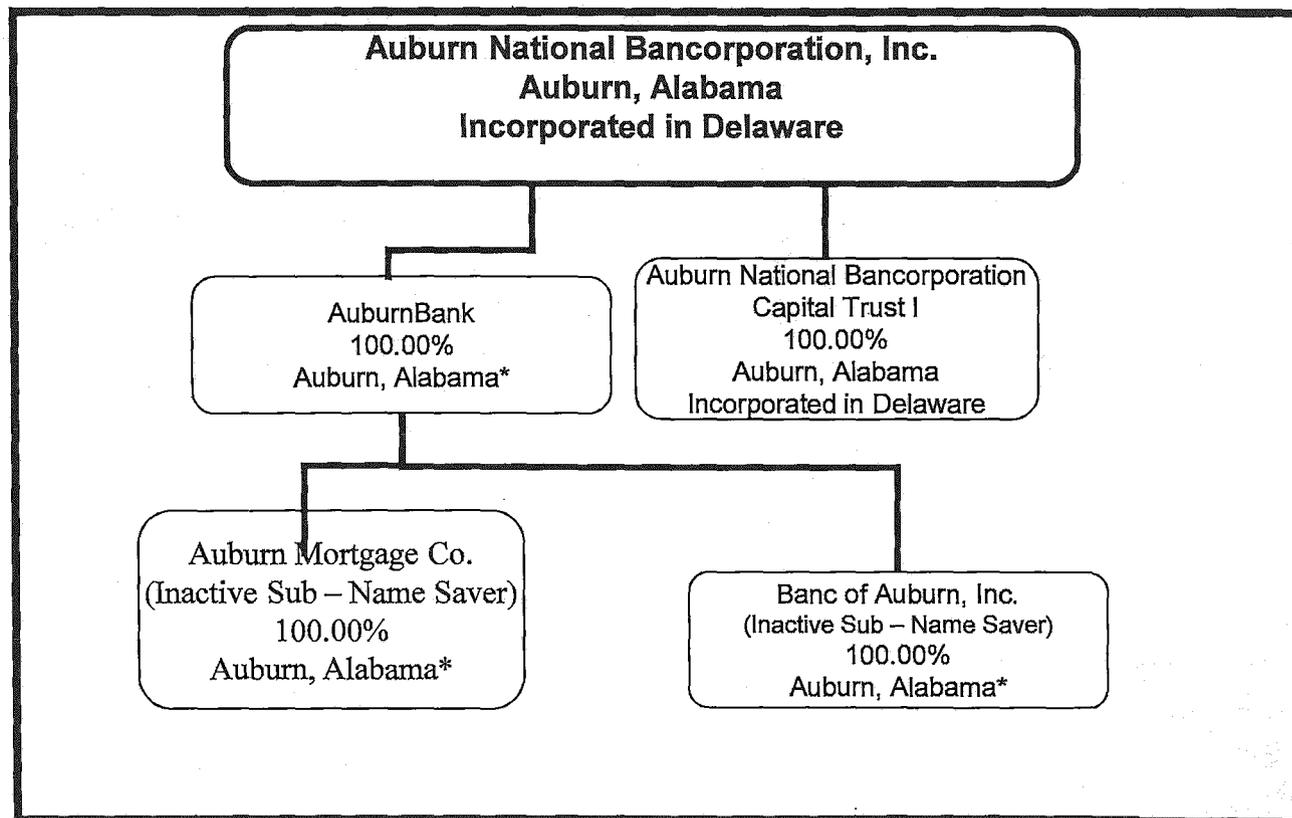
The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

Auburn National Bancorporation, Inc.

Organization Chart

Report Item No. 2a



*incorporated in Alabama

Results: A list of branches for your depository institution: AUBURNBANK (ID_RSSD: 749635).

This depository institution is held by AUBURN NATIONAL BANCORPORATION, INC. (1129539) of AUBURN, AL.

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 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	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	749635	AUBURNBANK	100 NORTH GAY STREET	AUBURN	AL	36831	LEE	UNITED STATES	17	0	AUBURNBANK	749635	
OK		Limited Service	1216666	AUBURN KROGER BRANCH	300 NORTH DEAN ROAD	AUBURN	AL	36830	LEE	UNITED STATES	180885	2	AUBURNBANK	749635	
OK		Limited Service	3383281	AUBURN WAL-MART BRANCH	1717 SOUTH COLLEGE	AUBURN	AL	36830	LEE	UNITED STATES	361391	7	AUBURNBANK	749635	
OK		Full Service	3917181	BENT CREEK BRANCH	2315 BENT CREEK ROAD	AUBURN	AL	36830	LEE	UNITED STATES	493224	12	AUBURNBANK	749635	
OK		Full Service	2845474	HURTSBORO BRANCH	312 MAIN STREET	HURTSBORO	AL	36860	RUSSELL	UNITED STATES	180889	6	AUBURNBANK	749635	
OK		Full Service	3068681	NOTASULGA BRANCH	950 AUBURN ROAD	NOTASULGA	AL	36866	LEE	UNITED STATES	364622	8	AUBURNBANK	749635	
OK		Full Service	1867901	OPELIKA BRANCH	215 SOUTH 6TH STREET	OPELIKA	AL	36801	LEE	UNITED STATES	180886	3	AUBURNBANK	749635	
OK		Limited Service	3131231	OPELIKA WAL-MART BRANCH	2900 PEPPERELL PARKWAY	OPELIKA	AL	36801	LEE	UNITED STATES	420044	9	AUBURNBANK	749635	
OK		Limited Service	3625057	TIGERTOWN KROGER BRANCH	I-85 HIGHWAY 280	OPELIKA	AL	36804	LEE	UNITED STATES	478897	10	AUBURNBANK	749635	
OK		Limited Service	2740122	PHENIX CITY WAL-MART BRANCH	3700 U. S. HWY 431 N	PHENIX CITY	AL	36767	RUSSELL	UNITED STATES	180888	5	AUBURNBANK	749635	
OK		Full Service	4378695	VALLEY BRANCH	132 FOB JAMES DRIVE	VALLEY	AL	36854	CHAMBERS	UNITED STATES	Not Required	Not Required	AUBURNBANK	749635	

OK
)

**Report Item #3 for FR Y-6 Report
Shareholder Information
As of December 31, 2012**

Item 3(1)(a) Name & Address > 5% shareholder	Item 3(1)(b) Country of Citizenship/Incorp.	Item 3(1)(c)	
		Number of shares owned	Percentage of shares owned
E.L. Spencer, Jr. Auburn, AL	United States	734,804	20.17%
Emil F. Wright, Jr. Auburn, AL	United States	397,878	10.92%

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, 2012**

Item 4(1) Name & Address Primary Residence	Item 4(2) Principal occupation (not w/ Hold. Co.)	Item 4(3)(a) Title/Postion w/ Holding Co.	Item 4(3)(b) Title/Postion 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
<u>Executive Officers</u>								
Robert Dumas Auburn, AL	n/a	Director	President, CEO & Director of AuburnBank	Director, East Alabama Meccical Center	<1%	n/a	None	n/a
Terrell Bishop Valley, AL	n/a	n/a	SVP of AuburnBank		1.16%	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 Dulaney 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	None	<1%	n/a	None	n/a
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 Managing Member, Bow & Arrow Ranch LLC	20.17%	n/a	Spencer Heating & Air E.L. Spencer Construction Bow & Arrow Ranch	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
<u>Directors</u>								
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	<1%	n/a	Varsity Enterprises Blue Creek Development, Inc. FA&W Corporation	100.00% 33.33% 50.00%

**Report Item #4 for FR Y-6 Report
Directors and Officers Address & Ownership Information
As of December 31, 2012**

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
				Partner, Cedar Heights, LLC			Cedar Heights, LLC	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 Meedical 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 Member, Terra Nova, LLC	<1%	n/a	Barrett, Satterwhite, and Hood, LLC Kabena Farms, LP Upahapee Creek Plantation Inc. Terra Nova, LLC	33.33% 33.33% 25.00% 33.00%
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%		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
Emil F. Wright Auburn, AL	retired	n/a	n/a		10.92%	n/a	None	n/a

*Each director has 200 shares of subsidiary non-voting stock