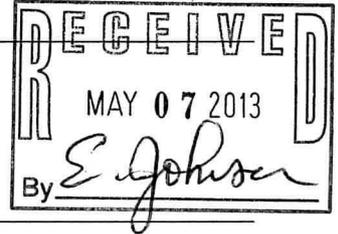


Board of Governors of the Federal Reserve System



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, Tonia Guthrie

Reporter's Name, Street, and Mailing Address

DNB Financial Services, Inc

Name of the Holding Company Director and Official

Legal Title of Holding Company

Chief Financial Officer

P.O. Box 2830

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.

Douglas GA 31534  
 City State Zip Code

211 East Ward Street Douglas, GA 31533

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:

Tonia Guthrie CFO  
 Name Title

912-720-7237

Area Code / Phone Number / Extension

912-384-2289

Area Code / FAX Number

tonia@dnbdouglas.com

E-mail Address

www.dnbdouglas.com

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

*Tonia Guthrie*  
 Signature of Holding Company Director and Official

02/11/2013

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 3049626  
 C.I. \_\_\_\_\_

Does the reporter request confidential treatment for any portion of this submission?

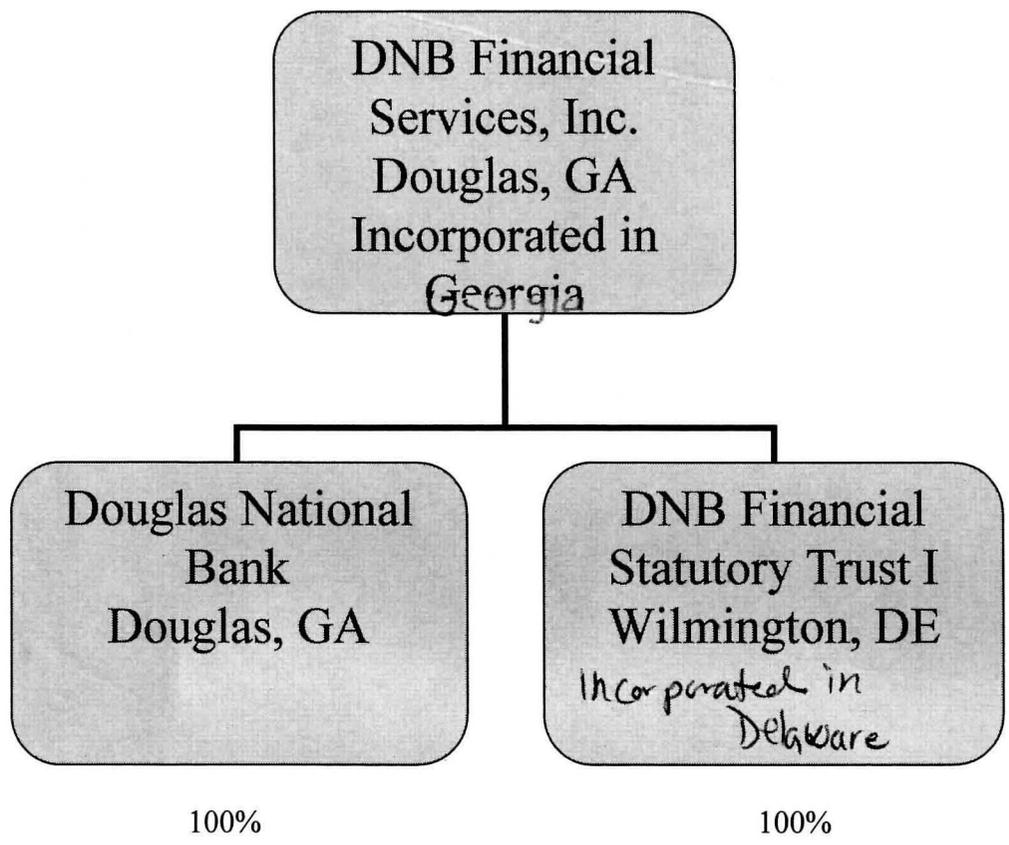
Yes Please identify the report items to which this request applies:

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

*PFM Seal*



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Report Item 3: Shareholders  
 Current Shareholders with ownership, control of holdings of 5% or more  
 with power to vote as of 12/31/12

Name	ADDRESS	CITY, STATE	Country of Citizenship or Incorporation	SHARES OWNED	\$AMOUNT	% OWN
Margie Amin		Douglas, Ga	USA	52,000	552,000	5.4123%
Dr. Gregory G. Goggans		Douglas, Ga	USA	58,333	583,330	6.0714%
Kerry Van Moore		West Green, Ga	USA	80,333	1,243,330	8.3612%
Elton D. Brooks, Jr.		Douglas, Ga	USA	133,333	1,333,330	13.8776%
Joel Spivey		Douglas, Ga	USA	133,333	1,333,330	13.8776%
Luke E. Morgan		Douglas, Ga	USA	73,000	730,000	7.5980%
Stuart S. Smith		Douglas, Ga	USA	69,500	695,000	7.2337%

Report Item 3 (2): None

Report Item 4: Directors and Officers		Item 4 (3)(a)		Item 4(4)a		Item 4(4)c	Item 4(2)
NAME	CITY, STATE	Country of Citizenship or Incorporation	Bank Holding Company TITLE & POSITION	SHARES OWNED	\$AMOUNT	Bank Holding Company % OWN	Principal occupation if other than with holding company organization
Francis Lott	Douglas, Ga	USA	Director	21,666	216,660	2.2550%	Lott Properties, Inc.(100%) Lott Holdings, LLC (76.3%) Perimeter Place Associates, LP (49.5%) Lott Properties III, L.P. (48%) CEO CEO CEO CEO
Luke E. Morgan	Douglas, Ga	USA	EVP	73,000	730,000	7.5980%	N/A N/A N/A N/A
Stuart S. Smith	Douglas, Ga	USA	Director & President	69,500	695,000	7.2337%	N/A N/A N/A
Tonia Guthrie	Douglas, Ga	USA	Insider & CFO	1,332	16,664	0.1390%	N/A
Dr. Gregory G. Goggans	Douglas, Ga	USA	Director	58,333	583,330	6.0714%	Gregory Goggans, DMD, MS (50%) Orthodontist
Kerry Van Moore	West Green, Ga	USA	Director	80,333	1,243,330	8.3612%	N/A Farmer
Elton D. Brooks, Jr.	Douglas, Ga	USA	Director & Chairman	133,333	1,333,330	13.8776%	Brooks Aviation, Inc (100%) Advanced Industrial Components, Inc (99%) Douglas Helicopter, LLC (33.3%) Tradewind Turbine, LLC(51%) The Liberty Foundation, LLC Brooks Auto Parts Brooks Auto Supply Pres/CEO Sec/Treas Member Member
Nathaniel A. Carter, Jr.	Douglas, Ga	USA	Director	2,000	47,000	0.2082%	Specialized Structures, Inc. Ware Forest, Inc Madison Timberlands, LLC(50%) Hamilton Timberlands, LLC B C W Groves, Inc. Pineland Abiation-Hanger Toasty Foods of Douglas, LLC Toasty Foods of Brunswick, LLC BenTec, LLC Southeast Modular-Ellaville 301 Land Investment, LLC Med. Cab. Of Ocilla, LLC Med. Cab. Of Douglas, LLC Med. Cab. Of Alma, LLC Med. Cab. Of Hazlehurst, LLC Med. Cab. Of Waycross-Downtown, LLC Carter Marketing, LLC TMC RX Mgt., LLC Vidalia SC, LLC CT Realty, LLC MPC, LLC Med. Cab. Of Waycross, LLC Yellow Fly Plantation, LLC YellowFly Water, LLC Dover Hall Plantation, LLC Kingsway Productions, LLC CEO CEO
David Lott	Douglas, Ga	USA	Director	2,000	60,000	0.2082%	Superior Financial Management Services, LLC(100%) Douglas Investment Company, LLC(86%) LN Property Associates, LLC(77.4%) Crown Properties Group, LLC(38.7%) Evergreen Subdivision, LLC(43%) FDD, LLC(about 25%) ACC Ranch, LLC(100% owned by Clinton Lott, Jr. Trust for the benefit of David Lott and his children) N/A
Joel Spivey	Douglas, Ga	USA	Principal Shareholder	133,333	1,333,330	13.88%	Douglas Asphalt Company (45%) Coffee County Machine & Iron (33.3%) Spivey Dixon Partnership (33.3%) S&D Automotive (33.3%) Southern Drainage & Supply (39%) President President Partner Vice President President
Item 4(3)b	None						
Item 4(3)c	None						
Item 4(4)b	None						

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