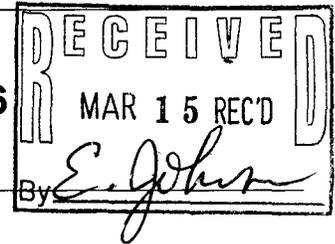


Board of Governors of the Federal Reserve System



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, **G. W. JOHNSON, JR**

Reporter's Name, Street, and Mailing Address

DURDEN BANKSHARES, INC.

Name of the Holding Company Director and Official

Legal Title of Holding Company

PRESIDENT

P O BOX 160

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.

TWINCITY, GA 30471

City State Zip Code

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.

111 NORTH RAILROAD AVE

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

JACKIE W. BREEDLOVE SECRETARY

Name Title

478-763-2121

Area Code / Phone Number / Extension

478-763-3966

Area Code / FAX Number

jbreedlove@durdenbc.com

E-mail Address

G. W. Johnson Jr.
Signature of Holding Company Director and Official

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

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 **2388663**
C.I. _____

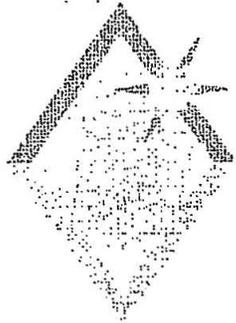
Does the reporter request confidential treatment for any portion of this submission?

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



DURDEN BANKSHARES, INC.

ORGANIZATION CHART

DURDEN BANKSHARES, INC.
111 N. RAILROAD AVE.
TWIN CITY, GA 30471
100% OWNERSHIP
INCORPORATED IN GEORGIA

DURDEN BANKING
COMPANY, INCORPORATED
111 N. RAILROAD AVE.
TWIN CITY, GA 30471
INCORPORATED IN GEORGIA

Results: A list of branches for your depository institution: DURDEN BANKING COMPANY, INCORPORATED (ID_RSSD: 101439).
 This depository institution is held by DURDEN BANKSHARES, INC. (238863) of TWIN CITY, GA.
 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)	101439	DURDEN BANKING COMPANY, INCORPORATED	111 NORTH RAILROAD AVENUE	TWIN CITY	GA	30471	EMANUEL	UNITED STATES	9669	0	DURDEN BANKING COMPANY, INCORPORATED	101439	
OK		Full Service	3108224	METTER BRANCH OFFICE	900 SOUTH LEWIS STREET	METTER	GA	30439	CANDLER	UNITED STATES	363586	2	DURDEN BANKING COMPANY, INCORPORATED	101439	
OK		Full Service	1903948	SWAINSBORO BRANCH	318 S. MAIN ST.	SWAINSBORO	GA	30401	EMANUEL	UNITED STATES	233712	1	DURDEN BANKING COMPANY, INCORPORATED	101439	

Revised

**REPORT ITEM 3
SHAREHOLDERS 2012**

STOCKHOLDER	CITY, STATE	SHARES	%	US CITIZEN
DURDEN BANKING CO. EMPLOYEE STOCK OWNERSHIP PLAN Trustees: G. W. Johnson, Jr., Sam F. Smith, Clay H. Clark	TWIN CITY, GA	7,527	16.78%	YES
LANELLE B. DURDEN	TWIN CITY, GA	2,860	6.38%	YES
JAY FRANKLIN ROWLAND	DULUTH, GA.	2,900	6.47%	YES
MARCI LYNN BOSTWICK	LITTLE ROCK, AK	2,500	5.57%	YES
NELL BAXTER	TWIN CITY, GA	2,900	6.47%	YES
REPORT ITEM 3.2	NONE			

**FORM FR Y-6
December 31, 2012**

REPORT ITEM 4.1,2,3

NAME	OCCUPATION	TITLE/POSITION	COUNTRY	SHARES	% owned in DBS holding co
G. W. JOHNSON, JR. Twin City, GA	BANKING	PRESIDENT/DIRECTOR DURDEN BANKSHARES, INC. & PRES/CEO/DIRECTOR DURDEN BANKING CO., INC.	USA	1475	3.29%
JERRY N. CADLE Swainsboro, GA	LAWYER	DIRECTOR DURDEN BANKSHARES, INC. & DIRECTOR DURDEN BANKING CO., INC.	USA	100	0.22%
LOY D. COWART, JR. Twin City, GA	FARMER	DIRECTOR DURDEN BANKSHARES, INC. & DIRECTOR DURDEN BANKING CO, INC.	USA	270	0.60%
DANNY C. OLLIFF METTER, GA	LAWYER/ACCOUNTANT	DIRECTOR DURDEN BANKSHARES, INC. & DIRECTOR DURDEN BANKING CO., INC.	USA	150	0.33%
SAM F. SMITH Twin City, GA	RETIRED FARMER	DIRECTOR DURDEN BANKSHARES, INC. & DIRECTOR DURDEN BANKING CO., INC.	USA	0	0.00%
CLAY H. CLARK Garfield, GA	FARMER	DIRECTOR DURDEN BANKSHARES, INC. & DIRECTOR DURDEN BANKING CO., INC.	USA	1,010	2.25%
WILLIAM L. MATHIS Statesboro, GA	APPRAISER	DIRECTOR DURDEN BANKSHARES, INC. & DIRECTOR DURDEN BANKING CO., INC.	USA	1835	4.09%
DURDEN BANKING CO. EMPLOYEE STOCK OWNERSHIP PLAN Twin City, GA	ESOP	CLAY H. CLARK, SAM F. SMITH, G. W. JOHNSON, JR. TRUSTEES	USA	7,527	16.78%

**FORM FR Y-6
December 31, 2012**

REPORT ITEM 4.1,2,3

LACY B FRYE, III Swainsboro, GA	RETIRED SCHOOL SUPERINTENDENT	DIRECTOR DURDEN BANKSHARES, INC. & DIRECTOR DURDEN BANKING CO., INC.	USA	150	0.33%
JOHN ROBERT BOWEN, JR Metter, GA	PHARMACIST	DIRECTOR DURDEN BANKSHARES, INC. & DIRECTOR DURDEN BANKING CO., INC.	USA	50	0.11%

**DURDEN BANKSHARES, INC.
TWIN CITY, GA.
FRY-6 - REPORT ITEM 4.4C
DECEMBER 31, 2012**

DIRECTORS/OFFICERS ADDRESS	OCCUPATION TITLE	%OWNERSHIP in other businesses
JERRY N. CADLE SWAINSBORO, GA. 30401	JERRY N CADLE PC ATTORNEY EAST GA INVESTMENT CO	100% 33%
CLAY H. CLARK GARFIELD, GA. 30425	FARMER	NO OWNERSHIP & NO POSITIONS
LOY D. COWART, JR. TWIN CITY, GA. 30471	FARMER	NO OWNERSHIP & NO POSITIONS
G. W. JOHNSON, JR. TWIN CITY, GA. 30471	NONE	NO OWNERSHIP & NO POSITIONS
DANNY C. OLLIFF METTER, GA 30439	OLLIFF & FORDHAM CPAS., PC PARTNER	50%
SAM F. SMITH TWIN CITY, GA. 30471		NO OWNERSHIP & NO POSITIONS
WILLIAM L. MATHIS STATESBORO, GA. 30458	MATHIS LAND APPRAISALS	100%

**DURDEN BANKSHARES, INC.
TWIN CITY, GA.
FRY-6 - REPORT ITEM 4.4C
DECEMBER 31, 2012**

DIRECTORS/OFFICERS ADDRESS	OCCUPATION TITLE	%OWNERSHIP in other businesses
LACY B. FRYE, III SWAINSBORO, GA 30401	RETIRED SCHOOL SUPERINTENDENT	NO OWNERSHIP OR POSITIONS
JOHN ROBERT BOWEN, JR METTER, GA 30439	CANDLER PHARMACY, P. C. PHARMACIST/SECRETARY	40%
	PILLMAN ENTERPRISES, LLC PRESIDENT	100%
	CANDLER PHARMACY SERVICES, LLC PRESIDENT	50%
	KENT INVESTMENTS, LLC PARTNER	50%