

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, **T. Larry Roye**

Reporter's Name, Street, and Mailing Address

FBD Holding Company, Inc.

Name of the Holding Company Director and Official

CEO and President

Legal Title of Holding Company

P.O. 459 118. N. Hamilton St

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.

Dalton	GA	30722-0459
City	State	Zip Code

118 N. Hamilton St

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:

Paula Adams **VP - Accounting**

Name Title

706-226-5377

Area Code / Phone Number / Extension

706-275-9509

Area Code / FAX Number

bill.cherry@firstbankofdalton.com

E-mail Address

www.firstbankofdalton.com

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

[Signature]

Signature of Holding Company Director and Official

03/26/2012

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 **2349440**
 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:

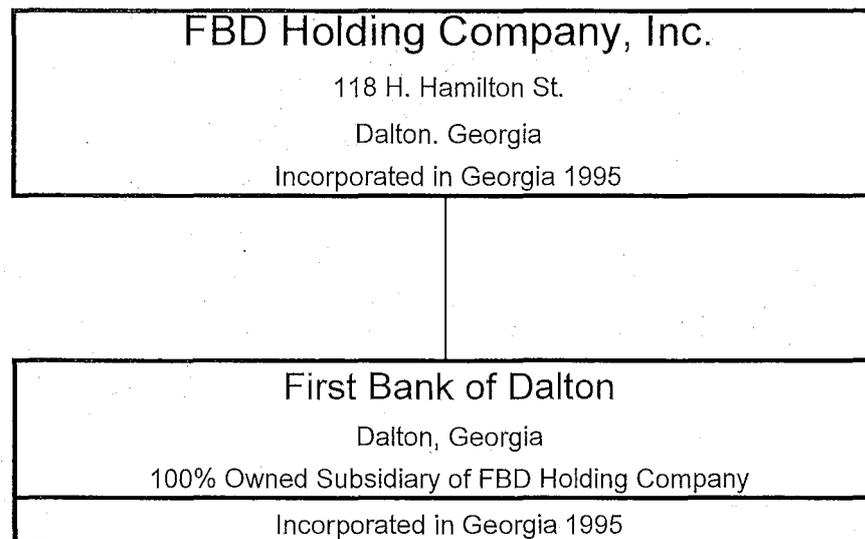
 In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.
 The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

REVISED

FBD Holding Company, Inc.

Organization Chart
December 31, 2012



FBD Holding Company, Inc.

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December 31, 2012

Report Item 1a: Form 10-K filed with the Securities and Exchange Commission.
No. The Company is not a registered reporting company with the Securities and Exchange Commission.

Report Item 1b: Annual reports to shareholders.
The annual report as prepared by the company's accounting firm, Mauldin and Jenkins, is enclosed with this report.

Report Item 2: Organization Chart

1. First Bank of Dalton, Dalton, Georgia is the only subsidiary of FBD Holding Company, Inc., Dalton, Georgia and is owned 100% by the company.
2. The Company has no indirect holdings.
3. The Company has no foreign companies.
 - (a) none
 - (b) none
 - (c) none
 - (d) none

Report Item 3: Shareholders

1. Below is a list of shareholders that directly or indirectly own or control 5 percent or more of any class of voting stock in the company.

G Thomas Peeples Dalton, GA U.S. Citizen	173,448 shares Common Stock	7.86%
Bryan Peeples Dalton, GA. U.S. Citizen	111,544 shares Common Stock	5.05%
Shelby Peeples Dalton, GA. U.S. Citizen	747,862 shares Common Stock	33.90%

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2. There were no shareholders other than those listed above that owned or controlled more than 5 percent of any class of voting stock during the fiscal year for this report.

Report Item 4: Directors and Officers

FBD Holding Company, Inc

Directors:	# of Shares	% Owned
K. Scott Fletcher Resaca, GA USA Director of FBD Holding Company, Inc and First Bank of Dalton Principal Occupation: Textiles Executive with Textile Management Associates, Inc	10,000	0.45%
Ronald D. Keys Dalton, GA USA Director FBD Holding Company, Inc. and First Bank of Dalton Principal Occupations: Carpet Samples President American Sample Systems, Inc	85,906	3.89%
J. Rodney Ownbey Rocky Face, GA USA Director FBD Holding Company, Inc and First Bank of Dalton Principal Occupation: Retail Fuel Sales President Ownbey Enterprises, Inc.	42,668	1.93%
G. Thomas Peeples Rocky Face, GA USA Director of FBD Holding Company, Inc. and First Bank of Dalton CEO Universal Textile Technologies, Inc . Principal Occupation: Textiles	173,448	7.86%

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Executive Officers:

T. Larry Roye Rocky Face, GA USA Proposed CEO/ President/ Director FBD Holding Company, Inc. and First Bank of Dalton Principal Occupation - Banking	1,000	0.05%
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Harlan L. Ellis Dalton, GA USA Executive Vice President & Chief Lending Officer FBD Holding Company, Inc. and First Bank of Dalton Principal Occupation - Banking	4,020	0.18%
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The following is a list of businesses in which each of First Bank of Dalton's Directors have a related interest of 25% or more.

2012
First Bank of Dalton

Report Item 2

FBD Holding Company, Inc owns 100% of the stock of First Bank of Dalton. There are no other subsidiary relationships with either of these entities.

**First Bank of Dalton
Related Interests of Directors
And Principal Shareholders
March 2013**

1.

Name: K. Scott Fletcher

Title: Director, Proposed Chairman

Spouse: Amy Fletcher

Minor Children: William Beck Fletcher
Matthew Scott Fletcher

**Adult Children
Living at Home:** None

Related Interests: Battlefield Farms, LLC 100% (Agriculture)
Conasauga Land Co. 50% (Real Estate)
Noble Communities, LLC 50% (Development)
East 53 Commercial Development, LLC 50% (Commercial RE)
SF Holdings, LLC 100% (Various Commercial Interest)
American National, LLC 50% (Commercial Real Estate)
Volunteer Aviation, LLC 100% (Airport Hanger Leasing)
GPH, Inc. 20% Airport Hanger Ownership

2.

Name: Ronald D. Keys
Title: Director, Secretary
Spouse: Nancy S. Keys
Minor Children: None
**Adult Children
Living at Home:** None
Related Interests: Triple R&L Realty 100% (Real Estate, Investment)
LimeLight Properties 33% (Real Estate, Investment)
Apollo Textiles, Inc. 98% (Sell Textile Supplies to Carpet Mills)
WSM, Inc. dba Waco Chemical 50% (Chemical Business)
American Sample Systems, Inc. 84% (Sample Company)

3.

Name: J. Rodney Ownbey, Jr.
Title: Director
Spouse: Lisa Ownbey
Minor Children: None
**Adult Children
Living at Home:** None
Related Interests: Ownbey Enterprises, Inc. 100% (Oil Distribution)

4.

Name: George Thomas Peeples

Title: Director

Spouse: Vickie Peeples

Minor Children: Ellys Peeples
Garrett Peeples
Chapman Peeples

Adult Children

Living at Home: None

Related Interests: Chem Tech Finishers 25% (Carpet Dye)
PCSR LLC 25% (Carpet Finishing)
Syntec Industries LLC 25% (Carpet & Yarn Mfg & Sales)
Emerald Carpets 25% (Carpet Mfg & Sales)
Astroturf LLC 25% (Synthetic Turf Sales)
Crystal Products Inc 25% (Synthetic Turf Sales)
Textile Management Inc. 25% (Management Services)
CTF Realty 25% (Real Estate)
NCB Realty 25% (Real Estate)
Brick Properties Inc. 25% (Real Estate)
Kenner Properties LLC 25% (Real Estate)
P & W Properties 25% (Real Estate)
SHP LLC 25% (Real Estate)
WBP Properties 25% (Real Estate)
Lowy Properties LLC 25% (Real Estate)
CSI Realty 25% (Real Estate)
Synlawn LLC 25% (Synthetic Turf Sales)
Carpet & Rug Backings LLC 25% (Sale of Syn Backing)
Premier Polymers, LLC 25% (Chemical Compounding)
Gemini Enterprises, Inc. 25% (Carpet Sales)
UTGH Equipment, LLC 25% (Holding Company)

5.

Name: Shelby C. Peeples, Jr.

Title: Chairman Emeritus, Principal Shareholder

Spouse: Willena Peeples

Minor Children: None

**Adult Children
Living at Home:** None

Related Interests: Chem-Tech Finishers, Ltd. 53% (Carpet Dyeing & Finishing)
Crystal Products Co., Inc. 49.9% (Carpet Sales)
CTF Realty, A Georgia Limited Partnership 75% (Real Estate)
Brick Properties, Inc. 75% (Real Estate)
P&W Properties 50% ((Real Estate)
Whitfield Enterprises 16.66% (Real Estate)
Internal Management, Inc. 100% (Investments & Real Estate)
Emerald Carpets, Inc. 30% (Carpet Sales)
Syntec Industries 33% (Carpet and Yarn Sales)
NCB Realty 33% (Real Estate)
UTGH Equipment d/b/a SYNLAWN 33.3% (Equipment)
Kenner Properties, LLC 33.3% (Real Estate)
Lowy Properties, LLC 33.3% (Real Estate)

6.

Name: T. Larry Roye

Title: Proposed Director, Proposed President and CEO

Spouse: Gwen Roye

Minor Children: None

**Adult Children
Living at Home:** None

Related Interests: None