

Board of Governors of the Federal Reserve System



Annual Report of Bank Holding Companies—FR Y-6

2349440

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, Gary A Middleton

Name of the Bank Holding Company Director and Official

CEO and President

Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

FBD Holding Company, Inc

Legal Title of Bank Holding Company

P.O. 459 118 N. Hamilton St

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

Dalton GA 30722-0459

City State Zip Code

118 N. Hamilton St

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:

Bill Cherry SVP/CFO/COO

Name Title

706-226-5377

Area Code / Phone Number / Extension

706-275-9509

Area Code / FAX Number

bill.cherry@firstbankofdaltont.com

E-mail Address

www.firstbankofdaltont.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.

Gary A Middleton Pres + CEO

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 _____

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.

<p>Legal Title of Subsidiary Bank Holding Company</p> <p>(Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box</p> <p>City State Zip Code</p> <p>Physical location (if different from mailing address)</p>	<p>Legal Title of Subsidiary Bank Holding Company</p> <p>(Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box</p> <p>City State Zip Code</p> <p>Physical location (if different from mailing address)</p>
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FBD Holding Company, Inc.

**FR Y-6
December 31, 2011**

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 will be forwarded in a separate remittance. The report is expected to be finalized by April 5, 2012.

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	139,448 shares Common Stock	6.44%
Bryan Peeples Dalton, GA. U.S. Citizen	111,544 shares Common Stock	5.15%
Shelby Peeples Dalton, GA. U.S. Citizen	747,862 shares Common Stock	34.53%

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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
Shelby C. Peeples Jr Dalton, GA USA Director of FBD Holding Company, Inc. and First Bank of Dalton Principal Occupation: Textiles/Real Estate Investments Chief Executive Officer Varsity Carpets Services, Inc	747,862	34.53%
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	8,000	0.37%
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	83,906	3.87%
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.	41,668	1.92%

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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	139,448	6.44%
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Executive Officers:

Gary A. Middleton Rocky Face, GA USA CEO/ President FBD Holding Company, Inc. and First Bank of Dalton Principal Occupation - Banking	1,220	0.06%
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%
William A. Cherry Calhoun, GA. USA Senior Vice President & Chief Financial Officer FBD Holding Company, Inc. and First Bank of Dalton Principal Occupation - Banking	520	0.02%

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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.

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2011
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
March 2012**

1.

Name: J. Rodney Ownbey, Jr.
Title: Director, Chairman
Spouse: [REDACTED]
Minor Children: [REDACTED]
**Adult Children
Living at Home:** [REDACTED]
Related Interests: Ownbey Enterprises, Inc. 100% (Oil Distribution)

2.

Name: Ronald D. Keys
Title: Director, Secretary
Spouse: [REDACTED]
Minor Children: [REDACTED]
**Adult Children
Living at Home:** [REDACTED]
Related Interests: Triple R&L Realty 33% (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)
United Machinery, Inc. 25% (Holding Company)
Interstate Machine Works, Inc. 25% (Machine Shop)
American Sample Systems, Inc. 84% (Sample Company)

3.

Name: Gary Middleton
Title: Director, President & CEO
Spouse: ████████████████████
Minor Children: ██████████
**Adult Children
Living at Home:** ██████████
Related Interests: None

4.

Name: George Thomas Peeples

Title: Director

Spouse: [REDACTED]

Minor Children: [REDACTED]
[REDACTED]
[REDACTED]

**Adult Children
Living at Home:** [REDACTED]

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: Director

Spouse: [REDACTED]

Minor Children: [REDACTED]

Adult Children

Living at Home: [REDACTED]

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)
[REDACTED]
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: K. Scott Fletcher

Title: Director

Spouse: [REDACTED]

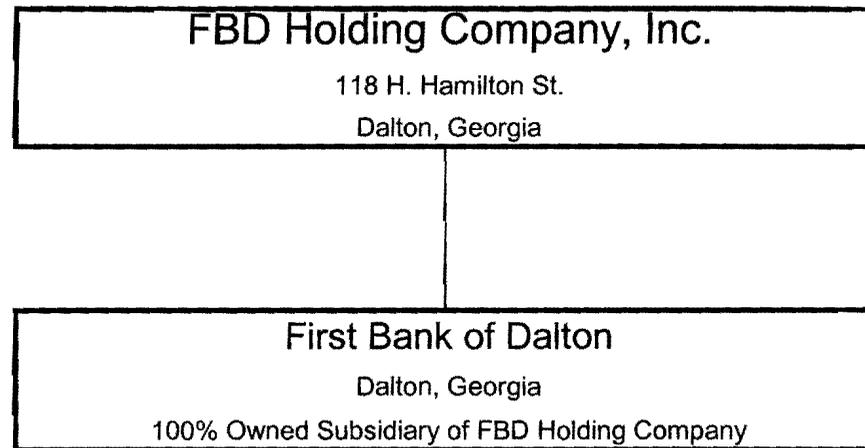
Minor Children: [REDACTED]
[REDACTED]

**Adult Children
Living at Home:** [REDACTED]

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)
[REDACTED]

FBD Holding Company, Inc.

Organization Chart
December 31, 2011



Results: A list of branches for your BHC: FBD HOLDING COMPANY, INC. (2349440) of DALTON, GA.
 The data are as of 12/31/2011. 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.

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**

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
CORRECT		Full Service (Head Office)	2349459	FIRST BANK OF DALTON	118 NORTH HAMILTON STREET	DALTON	GA	30720	WHITFIELD	UNITED STATES	56259	0	FIRST BANK OF DALTON	2349459	
CORRECT		Limited Service	3224991	CLEVELAND HIGHWAY BRANCH	2518 CLEVELAND HIGHWAY, SUITE 15	DALTON	GA	30721	WHITFIELD	UNITED STATES	422895	2	FIRST BANK OF DALTON	2349459	
CORRECT		Full Service	3453924	SHUGART ROAD BRANCH	785 SHUGART ROAD, SUITE 11	DALTON	GA	30720	WHITFIELD	UNITED STATES	452333	3	FIRST BANK OF DALTON	2349459	
CORRECT		Full Service	2877028	WALNUT AVENUE OFFICE	3075 EAST WALNUT AVENUE	DALTON	GA	30721	WHITFIELD	UNITED STATES	356817	1	FIRST BANK OF DALTON	2349459	