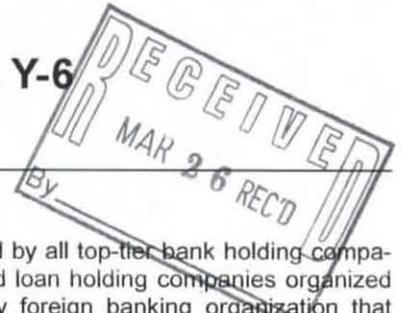


Board of Governors of the Federal Reserve System



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, Jack Johnson, Director

Reporter's Name, Street, and Mailing Address

First Bank Shares of the Southeast, Inc.

Name of the Holding Company Director and Official

Legal Title of Holding Company

Treasurer

P.O. Box 2028

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.

Alma GA 31510
 City State Zip Code

423 West 12th Street

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:

Jack Johnson Treasurer

Name Title

912-632-7262 128

Area Code / Phone Number / Extension

912-632-8319

Area Code / FAX Number

jjohnson@fnbsouth.net

E-mail Address

www.fnbalma.com

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

Signature of Holding Company Director and Official

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 1134041
 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 Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

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City State Zip Code

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City State Zip Code

Physical location (if different from mailing address)

Revised

Annual Report - FR Y-6
First Bank Shares of the South East, Inc.
December 31, 2012

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ORGANIZATIONAL CHART

FIRST BANK SHARES OF THE SOUTH EAST, INC.

State of Incorporation: Georgia
Location: Alma, Georgia

FNB South

FNB South Full Service Community Bank at 423 W 12th Street Alma, GA
31510 (Opened 1950)
State of Incorporation: Georgia
Location: Alma, Georgia

Branch Listing	ID_RSSD	Name	Street	City	State	Zip Code	County
		First National					
Full Service (Head Office)	12030	Bank South	423 W 12th Street	Alma	GA	31510	Bacon
Full Service Branch	2645263	Baxley Office	304 W Parker Street	Baxley	GA	31513	Appling
Full Service Branch	2998268	Douglas Office	914 South Peterson Avenue	Douglas	GA	31533	Coffee
Full Service Branch	3131343	Folkston Office	4322 Second Street North	Folkston	GA	31537	Charlton

Supplement to Organization Chart:

Additional Companies None

Revised

Results: A list of branches for your depository institution: FIRST NATIONAL BANK SOUTH (ID_RSSD: 12030). This depository institution is held by FIRST BANK SHARES OF THE SOUTH EAST, INC. (1134043) of ALMA, GA. The data are as of 09/31/2013. Data reflects information that was received and processed through 04/30/2013.

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)	12030	FIRST NATIONAL BANK SOUTH	423 WEST 12TH STREET	ALMA	GA	31510	BACON	UNITED STATES	11082		0 FIRST NATIONAL BANK SOUTH	12030	
Change	12/31/2012	Full Service	2645263	BAXLEY OFFICE	304 WEST PARKER STREET	BAXLEY	GA	31513	APPLING	UNITED STATES	240159		2 FIRST NATIONAL BANK SOUTH	12030	
Change	12/31/2012	Full Service	2998268	DOUGLAS OFFICE	914 SOUTH PETERSON AVENUE	DOUGLAS	GA	31533	COFFEE	UNITED STATES	359057		3 FIRST NATIONAL BANK SOUTH	12030	
Change	12/31/2012	Full Service	3131343	FOLKSTON OFFICE	4322 SECOND STREET NORTH	FOLKSTON	GA	31537	CHARLTON	UNITED STATES	364365		4 FIRST NATIONAL BANK SOUTH	12030	

Annual Report - FR Y-6
First Bank Shares of the South East, Inc.
December 31, 2012

3.(1) Shareholders with 5% or more shares:

Name & Address	Citizenship	Holding Company Ownership (Common Stock)	
Zach Johnson Alma, GA 31510	U.S.	92 shares	46.00%
Frances D. Pitts Alma, GA 31510	U.S.	13 shares	6.50%
H.H.L. Investments c/o Norma & L.W. Taylor Alma, GA 31510	U.S.	13 shares	6.50%
LZ Investments, LLLP Alma, GA 31510	U.S.	16 shares	8.00%
Jonathon Martin Taylor Atlanta, GA	U.S.	11 shares	5.50%

3.(2) N/A

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First Bank Shares of the South East, Inc.
December 31, 2012

4. **Holding Company Directors and Officers**

(1) Name & Address	(2) Principal Occupation	(3)(a) Position with Holding Co.	(3)(b) Position with First National Bank South	(3)(c) Other Business	(4)(a) % Owned	(4)(b) N/A	(4)(c) Other Ownership
Zach Johnson Alma, GA 31510	N/A	President & Director	President & Director	100 % Owner Dixieland Farms, Inc.	46.00%		Dixieland Farms, Inc. 100% Southland Investments, Inc. 33.33% L-Z Investments L.L.L.P. 50%
Lawton Johnson Brunswick, GA 31523	Business Consultant	Director	Director	N/A	3.50%		L-Z Investments L.L.L.P. 50%
Jonathon Martin Taylor Marietta, GA 30062	Business Consultant	Director	Director	N/A	5.50%		H.H.L. Investments 0%
Jon Lott Alma, GA 31510	N/A	Exe. Vice Pres.	Director / Exe.Vice Pres.	N/A	0.50%		Southland Investments, Inc. 33.33%
Jack Johnson Alma, GA 31510	N/A	Director/Treasurer	Compliance	N/A	0.00%		N/A
Mary Sweat Alma, GA 31510	N/A	Secretary	Exe. Secretary	N/A	0.00%		N/A