

RECEIVED

APR 2 2012

Board of Governors of the Federal Reserve System



Annual Report of Bank Holding Companies—FR Y-6

3069633

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, Dale W. Morris

Reporter's Name, Street, and Mailing Address

FNC Bancorp. Inc.

Legal Title of Bank Holding Company

P.O. Box 1679

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

Douglas GA 31534

City State Zip Code

420 S Madison Avenue, Douglas, GA 31533

Physical location (if different from mailing address)

Name of the Bank Holding Company Director and Official

President/CEO

Title of the Bank Holding Company Director and Official

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.

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:

Dawn W. Bridges VP/CFO

Name Title

912-384-2265 132

Area Code / Phone Number / Extension

912-383-0460

Area Code / FAX Number

dawn.bridges@fnbcc.com

E-mail Address

Signature of Bank Holding Company Director and Official

03/30/2012

Date of Signature

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

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

FNC BANCORP, INC.  
FR Y-6 REPORT ITEMS  
YEAR ENDED DECEMBER 31, 2011

REPORT ITEM 1: BANK HOLDING COMPANY FINANCIAL STATEMENTS

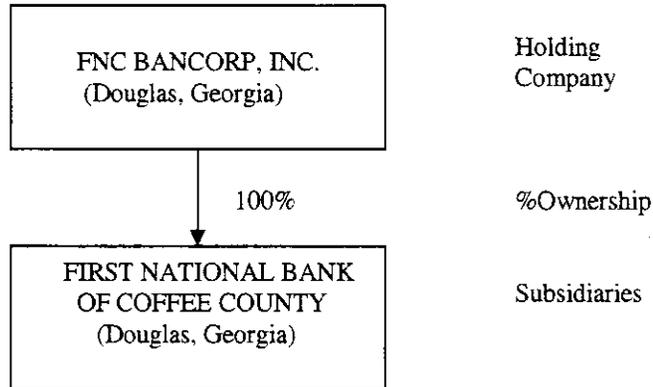
REPORT ITEM 1a: FORM 10-KSB FILED WITH THE SEC

Do not file with the SEC.

REPORT ITEM 1b: ANNUAL REPORTS TO SHAREHOLDERS

Will be sent once completed.

REPORT ITEM 2a: ORGANIZATION CHART



The supplemental disclosures required in the instructions for this report item are not applicable.

REPORT ITEM 2b: BRANCH LISTING

First National Bank of Coffee County  
420 S. Madison Avenue  
Douglas, GA 31533  
USA  
Full Service

### REPORT ITEM 3: SHAREHOLDERS

The following is a list of shareholders of record that directly or indirectly owns, controls, or holds power to vote five percent or more of any class of voting securities of the bank holding company:

<u>Shareholder and Address</u>	<u>Country Of Citizenship</u>	<u>Shares Issued</u>	<u>Percent Actual</u>	<u>Warrants Issued</u>	<u>Total Issued</u>	<u>Percent Total</u>
Robert L. Cation Douglas, GA	USA	25.959	9.479%	0	25.959	9.479%
William C. Ellis, Jr. Douglas, GA	USA	27.000	9.859%	0	27.000	9.859%
Ralph G. Evans Douglas, GA	USA	28.000	10.224%	0	28.000	10.224%
Arthur C. Farrar, Jr. Douglas, GA	USA	26.209	9.570%	0	26.209	9.570%
Norman E. Fletcher Douglas, GA	USA	25.475	9.302%	0	25.475	9.302%
Jeffery W. Johnson Cordele, GA	USA	33.513	12.237%	0	33.513	12.237%

REPORT ITEM 3, Part 2: Not Applicable

### REPORT ITEM 4: DIRECTORS AND OFFICERS

The following is a list of the principal shareholders, directors, and executive officers of the bank holding company:

<u>Name and Address</u>	<u>Principal Occ. Other than Holding Co.</u>	<u>Title or Position</u>	<u>Holding Company Options, Warrants, Shares Owned/ &amp; Percent</u>		<u>Other Companies if 25% or More Company Shares Percent</u>		<u>Other Company Position</u>
Robert L. Cation Douglas, GA	Retired	Director and Chairman of the Board of Holding Company and Subsidiary Bank	25.959	9.479%	None	N/A	
Milton G. Clements Douglas, GA	CPA	Director of Holding Co. and Subsidiary Bank	12.050	4.400%	Clements, Purvis & Stewart, PC	N/A 33.33%	Partner
					Clements, Purvis & Stewart Properties	33.33%	Partner
William C. Ellis, Jr. Douglas, GA	Executive	Director of Holding Co.	27.000	9.859%	Esco Industries	100%	President
					Panel Craft, Inc.	100%	President
					Esco Laminating Texas, Inc.	90%	President
					Ellis & Ellis, Inc.	100%	President
					E & E Timberlands	50%	V. President
					Mallory Smith, Inc.	50%	V. President
Ralph G. Evans Douglas, GA	Executive	Director of Holding Co. Company and Subsidiary Bank, Secretary of Holding Co.	28.000	10.224%	R.W. Griffin Feed, Seed & Fertilizer, Inc.	100%	President
					Douglas Peanut & Grain Co., Inc.	100%	President
					Coffee County Gin Co. Co., Inc.	100%	President
					Coffee Leasing Co. LLC	100%	President
					Paulk & Griffin, Inc.	100%	President
					Atkinson & Griffin, Inc.	100%	President

REPORT ITEM 4: DIRECTORS AND EXECUTIVE OFFICERS (CONTINUED)

<u>Name and Address</u>	<u>Principal Occ. Other than Holding Co.</u>	<u>Title or Position</u>	<u>Holding Company Options, Warrants, Shares Owned/&amp; Percent</u>		<u>Other Companies if 25% or More Company Shares Percent</u>		<u>Position</u>
Ralph G. Evans (continued)					Four Corners Gin	100%	President
					Colquitt Ag Service	100%	President
					Diversified Ag Service	50%	President
					Mitchell County Farm	100%	President
					Irwinville PN & Grain	100%	President
					Pierce Ag Services	100%	President
					Ellenton Ag Services	100%	President
					E & E Timberlands	50%	President
					Savannah Warehouse LLC	27.5%	President
					R.W. Griffin Terminal Services, LLC	100%	President
					R.W. Griffin Industries LLC	100%	President
					Four Corners Peanut LLC	100%	President
					Ty Ty Ag Services Inc.	100%	President
					Dover Hall Plantation	50%	Partner
Arthur C. Farrar, Jr. Douglas, GA	Retired	Director of Holding Co.	26.209	9.570%	None		
Norman E. Fletcher Douglas, GA	Executive	Vice Chairman of Holding Co.	25.475	9.302%	N.F. Properties	100%	President
					A & N Investments	50%	Partner
					Douglas Metal Inc.	30%	N/A
					Pinecrest Estates	50%	Partner
					Fletcher & Stone	50%	Partner
					Quail Hollow	50%	Partner
					Allen & Fletcher	50%	Partner
Dawn Bridges Hazlehurst, GA	N/A	Assistant Secretary of Holding Co. and VP/CFO Of Subsidiary Bank	0.259	0.094%	H & P Ice Co., Inc	26%	N/A
Dale W. Morris Douglas, GA	N/A	President, CEO and Director of Holding Co. and Subsidiary Bank	0.017	0.006%	N/A		
Rose Pope Douglas, GA	N/A	Assistant Secretary of Holding Co. and Vice President of Subsidiary Bank	0.5525	0.202%	N/A		
Jeffery W. Johnson Cordele, GA	City Manager City of Cordele, GA	N/A	33.513	12.237%	Johnson Bank Consulting JWJ Leasing, LLC	100% 100%	Owner President

RSSD Tiering for:

FNC BANCORP, INC.

Structure as of 20111216 and going downward

Seq Num	ID RSSD	Legal Name	AddL	City	State/ Country	Dist FR	Ent Type	Actv Code	Basis of Relatnshp	PCT
0001	3069633	FNC BANCORP, INC.		DOUGLAS	GEORGIA	6	BHC	551111		
0002	1892154	FIRST NATIONAL BANK OF COFFEE COUNTY		DOUGLAS	GEORGIA	6	NAT	52211	Vtg Eqty	100
<b>Total Number of Entities in the tree</b>		<b>2</b>								
<b>Total Number of Unique Entities in the tree</b>		<b>2</b>								

**Tier Selection Criteria**

RSSD Tiering for	3069633 FNC BANCORP, INC.
As of Date	20111216
Direction	Down
Selection Rule	All Entities
Branches - Domestic Institutions	No Branches
Branches - Foreign Institutions	No Branches

**Explanatory Notes**

**Entity Type**

BHC	BANK HOLDING COMPANY
NAT	NATIONAL BANK

**Primary Activity Code**

52211	COMMERCIAL BANKING
551111	OFFICES OF BANK HOLDING COMPANIES

**Basis of Relationship**

Vtg Eqty	Voting Equity
----------	---------------

Two asterisks (\*\*) next to the Seq Num indicates that confidentiality is pending or granted.  
 An asterisk (\*) next to the Addl Line Num denotes the Seq Num at which the offspring of this entity are listed.  
 A dot dot dot notation (...) next to Legal Name denotes a circular relationship.