



# 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, **Dale W. Morris**

Reporter's Name, Street, and Mailing Address

**FNC Bancorp, Inc.**

Name of the Holding Company Director and Official

**President/CEO**

Legal Title of Holding Company

**P.O. Box 1679**

Title of the Holding Company Director and Official

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

**Douglas GA 31534**

City State Zip Code

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.

**420 S. Madison Avenue, Douglas, GA 31533**

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:

**Dawn Bridges VP/CFO**

Name Title

**912-384-1100**

Area Code / Phone Number / Extension

**912-383-0460**

Area Code / FAX Number

**dawn.bridges@fnbcc.com**

E-mail Address

*Dale Morris*  
 Signature of Holding Company Director and Official

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

**3/24/13**  
 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 **306 9633**  
 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

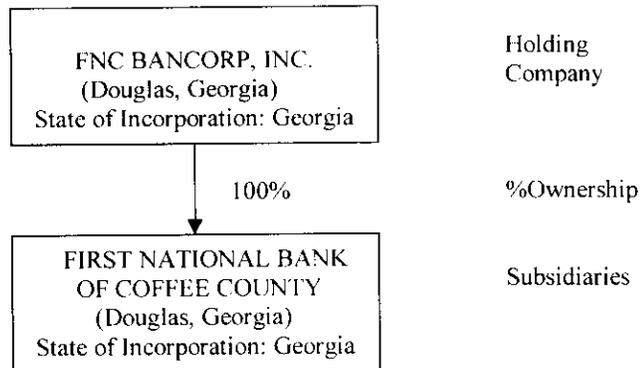
Revised

FNC BANCORP, INC.  
FR Y-6 REPORT ITEMS  
YEAR ENDED DECEMBER 31, 2012

REPORT ITEM 1: 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:

Shareholder and Address	Country Of Citizenship	Shares Issued	Percent Actual	Warrants Issued	Total Issued	Percent Total
Robert L. Cation Fernandina Beach, FL	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:

Name and Address	Principal Occ. Other than Holding Co.	Title or Position	Holding Company Options, Warrants, Shares Owned/& Percent	Other Companies if 25% or More Company Shares Percent	Other Company Position	
Robert L. Cation Fernandina Beach, FL	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 Clements, Purvis & Stewart Properties	33.33% 33.33%	Partner Partner
William C. Ellis, Jr. Douglas, GA	Executive	Director of Holding Co.	27.000 9.859%	Esco Industries Panel Craft, Inc. Esco Laminating Texas, Inc. Ellis & Ellis, Inc. E & E Timberlands Mallory Smith, Inc.	100% 100% 100% 100% 50% 50%	President President President President V. President 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. Douglas Peanut & Grain Co., Inc. Coffee County Gin Co. Co., Inc. Coffee Leasing Co. LLC Paulk & Griffin, Inc. Atkinson & Griffin, Inc.	100% 100% 100% 100% 100% 100%	President President President President President President

REPORT ITEM 4: DIRECTORS AND EXECUTIVE OFFICERS (CONTINUED)

Name and Address	Principal Occ. Other than Holding Co.	Title or Position	Holding Company		Other Companies if 25% or More			Position
			Options, Warrants, Shares Owned/ & Percent		Company	Shares	Percent	
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
					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
					Griffins Warehouse- Ft Valley, LLC		100%	President
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/CEO 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	Retired	N/A	33,513	12.237%	Johnson Bank Consulting JWJ Leasing, LLC		100% 100%	Owner President