

Revised



FR Y-6
OMB Number 7100-0297
Approval expires December 31, 2015
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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, 2013

Month / Day / Year

I, Dale W. Morris

Name of the Holding Company Director and Official

President/CEO

Title of the Holding Company Director and Official

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.

Reporter's Name, Street, and Mailing Address

FNC Bancorp, Inc.

Legal Title of Holding Company

PO Box 1679

(Mailing Address of the 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)

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

Signature of Holding Company Director and Official

06/05/2014

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 3069633

C.I.

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

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

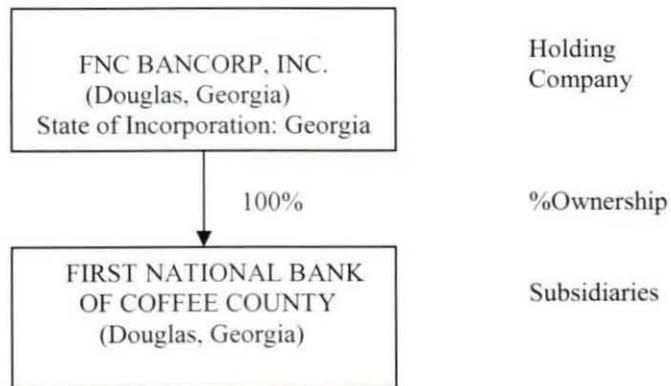
Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

FNC BANCORP, INC.
FR Y-6 REPORT ITEMS
YEAR ENDED DECEMBER 31, 2013

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:

<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 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:

<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 & Percent</u>		<u>Other Companies if 25% or More Company Shares Percent</u>		<u>Other Company Position</u>
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 Properties	33.33%	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 S. Smith, Inc.	100% 100% 100% 100% 50% 50%	President President President President V. Presiden V. Presiden
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)

<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 & 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	100%	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
					Griffins Warehouse-Douglas, LLC	100%	President
					Griffins Warehouse-Baxley, LLC	100%	President
					Griffins Warehouse-McRae, LLC	100%	President
					Coggins Farm Supply Georgia, LLC	100%	President
					Tri-County Trucking Georgia, LLC	100%	President
					Tri-County Ag Services, 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, Inc.	100%	President
					A & N Investments	50%	Partner
					Douglas Metal Inc.	30%	N/A
					Fletcher & Stone	50%	Partner
					Fletcher-Allen Properties LLC	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	Retired	N/A	33.513	12.237%	Johnson Bank Consulting JWJ Leasing, LLC	100% 100%	Owner President