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FR Y-6
OMB Number 7100-0297
Approval expires December 31, 2014
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Board of Governors of the Federal Reserve System



Annual Report of Bank Holding Companies—FR Y-6

1138188

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, Robert D. Heath

Name of the Bank Holding Company Director and Official
President

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.

Reporter's Name, Street, and Mailing Address

First American Bancorp

Legal Title of Bank Holding Company

P.O. Box 1688

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

Athens Georgia 30603

City State Zip Code

300 College Avenue, Athens, Georgia 30601

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

Laura Dunn Controller

Name Title

706-354-5025

Area Code / Phone Number / Extension

706-354-5091

Area Code / FAX Number

laurad@fabathens.com

E-mail Address

http://www.fabathens.com

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

Signature of Bank Holding Company Director and Official

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.

See Attached

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

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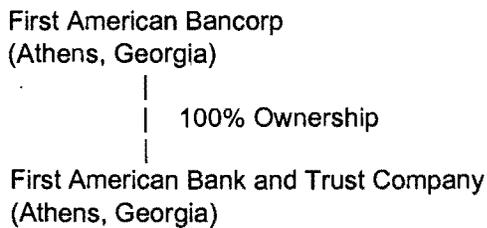
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First American Bancorp, Athens, Georgia
December 31, 2011

Report Item 2a: Organizational Chart



The address for both entities is:
[REDACTED]
Athens, Ga. [REDACTED]

The physical address for both entities is:
[REDACTED]
Athens, Ga. [REDACTED]

Report Item 2b: Please see attached page

Report Item 3(1): Shareholders Owning or Controlling 5% or more
Boards are identical between Bank and Holding Co.

John D. McLanahan
Athens, GA (Citizen of USA)
228,282 shares = 49.73%
50,812 shares = 11.07% directly owned
177,470 shares = 38.66% controlled as Trustee of CR McLanahan
Trust I and Trust II

John L. Watson
Ponte Vedra Beach, FL (Citizen of USA)
177,470 shares = 38.66% controlled as Trustee of CR McLanahan
Trust I and Trust II

CEDE and Co (Incorporated in the USA)
New York, NY
45,116 shares = 9.83% on behalf of various shareholders

C.R. McLanahan Trust I (Incorporated in the USA)
Athens, GA
111,656 shares = 24.32%

C.R. McLanahan Trust II (Incorporated in the USA)
Athens, GA
65,814 shares = 14.34%

Report Item 3(2) None

Results: A list of branches for your depository institution: FIRST AMERICAN BANK AND TRUST COMPANY (ID_RSSD: 921039).
 This depository institution is held by FIRST AMERICAN BANKCORP (1138188) of ATHENS, 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 Date column.
Close: If a branch listed was sold or closed, enter 'Close' in the Data Action column and the date 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)	921039	FIRST AMERICAN BANK AND TRUST COMPANY	300 COLLEGE AVENUE	ATHENS	GA	30603	CLARKE	UNITED STATES	10956		FIRST AMERICAN BANK AND TRUST COMPANY	921039	
OK		Full Service	3405839	HAWTHORNE AVENUE BRANCH	995 HAWTHORNE AVENUE	ATHENS	GA	30606	CLARKE	UNITED STATES	442238		FIRST AMERICAN BANK AND TRUST COMPANY	921039	
OK		Full Service	736336	KROGER STORE COLLEGE STATION BRANCH	2302 COLLEGE STATION ROAD	ATHENS	GA	30605	CLARKE	UNITED STATES	239169		FIRST AMERICAN BANK AND TRUST COMPANY	921039	
OK		Full Service	859132	NORTH ATHENS BRANCH	825 HULL ROAD	ATHENS	GA	30601	CLARKE	UNITED STATES	239168		FIRST AMERICAN BANK AND TRUST COMPANY	921039	
OK		Full Service	920537	WEST BROAD BRANCH	2241 WEST BROAD STREET	ATHENS	GA	30606	CLARKE	UNITED STATES	239167		FIRST AMERICAN BANK AND TRUST COMPANY	921039	
OK		Full Service	4292894	CLAYTON BRANCH	550 HIGHWAY 441 SOUTH	CLAYTON	GA	30525	RABUN	UNITED STATES	Not Required	Not Required	FIRST AMERICAN BANK AND TRUST COMPANY	921039	
Close	7/29/2011	Full Service	3832417	DILLARD BRANCH	7199 NORTH HIGHWAY 441	DILLARD	GA	30537	RABUN	UNITED STATES	Not Required	Not Required	FIRST AMERICAN BANK AND TRUST COMPANY	921039	
OK		Full Service	2460008	WATKINSVILLE BRANCH	1681 EXPERIMENT STATION ROAD	WATKINSVILLE	GA	30677	OCONEE	UNITED STATES	362103		FIRST AMERICAN BANK AND TRUST COMPANY	921039	
OK		Full Service	3954533	WINDER BRANCH	65 EAST MAY STREET	WINDER	GA	30680	BARROW	UNITED STATES	Not Required	Not Required	FIRST AMERICAN BANK AND TRUST COMPANY	921039	

First American Bancorp
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 Report item 4

Name/Address	Principal Occupation	Title	Title/FABT**	Other	% Owned	%/Sub	Other Voting
Maxine H. Burton Athens, GA	Wholesale Balloon Distributor	Director	N/A	Burton & BURTON President	1.02%	None	Burton & BURTON - 50%
Catherine M. Nix Gainesville, GA	N/A	Director	N/A	N/A	3.33%	None	N/A
John A. Drew Athens, GA	Retired Hospital Administrator	Director	N/A	Athens Regional Medical Center President/CEO	0.28%	None	N/A
Robert D. Heath Athens, GA	President of the Bank	Director President	President	N/A	0.43%	None	N/A
Donald G. Hildebrand Athens, GA	Retired Biotechnical Consultant	Director	N/A	GeoVax Labs, Inc. Chairman	0.37%	None	N/A
John D. McLanahan Athens, GA	Chairman of the Board	Director Chairman	Chairman	N/A	11.07%	None	N/A
Larry L. Medders Athens, GA	Orthopedic Surgeon	Director	N/A	Athens Orthopedic Associates President	0.20%	None	Athens Orthopedic - 100%
L. Gerry Whitworth Athens, GA	Real Estate Broker	Director	N/A	Whitworth Land Corp. President	0.05%	None	Whitworth Land - 100%
Mike Power Athens, GA	Construction Supplier	Director	N/A	Power Building Products President	1.68%	None	Power Building - 100%
T. Michael Devore Athens, GA	Construction Supplier	Director	N/A	Devore and Johnson, Inc. President	0.14%	None	Devore and Johnson, Inc. - 50%
[REDACTED]	N/A	N/A	N/A	N/A	[REDACTED]	None	N/A
[REDACTED]	N/A	N/A	N/A	N/A	[REDACTED]	None	N/A
C.R. McLanahan Trust I Athens, GA	N/A	N/A	N/A	N/A	24.32%	None	N/A
C.R. McLanahan Trust II Athens, GA	N/A	N/A	N/A	N/A	14.34%	None	N/A
John L. Watson Ponte Vedra Beach, FL	N/A	N/A	N/A	N/A	38.66%	None	N/A

** FABT = First American Bank & Trust