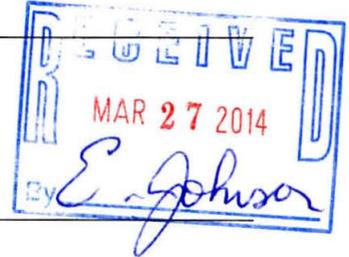


Board of Governors of the Federal Reserve System



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, Robert D. Heath

Reporter's Name, Street, and Mailing Address

First American Bancorp

Legal Title of Holding Company

P.O. Box 1688

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

Athens GA 30603

City State Zip Code

300 College Avenue, Athens, Georgia 30601

Physical location (if different from mailing address)

Name of the Holding Company Director and Official

President

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.

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@firstamericanishere.com

E-mail 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.

*Robert D. Heath, President*

Signature of Holding Company Director and Official

03/24/2014

Date of Signature

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

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 1138188

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.

See Attached

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

City State Zip Code

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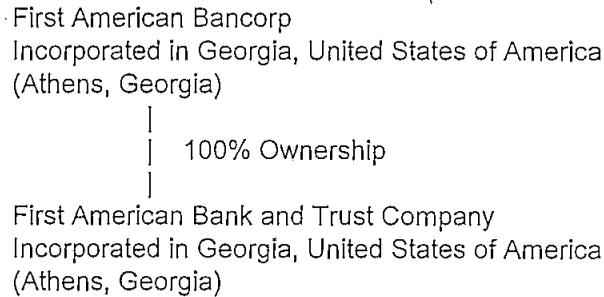
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City State Zip Code

Physical location (if different from mailing address)

First American Bancorp, Athens, Georgia  
December 31, 2013

Report Item 2a: Organizational Chart



The address for both entities is: P.O. Box 1688  
Athens, Ga. 30603

The physical address for both entities is: 300 College Avenue  
Athens, Ga. 30601

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, Jr.  
Athens, GA (Citizen of USA)  
86,121.5 shares = 19.06%  
6,824 shares = 1.51% directly owned  
79,297.5 shares = 17.55% controlled as Trustee of The McLanahan's  
Children's Irv. Trust Agreement

The McLanahan Children's Irv. Trust Agreement (Incorporated in the USA)  
Athens, GA  
79,297.5 shares = 17.55%

CEDE and Co (Incorporated in the USA)  
New York, NY  
79,611 shares = 17.61% on behalf of various shareholders

Catherine M. Nix  
Gainesville, GA (Citizen of USA)  
38,309.5 shares = 8.48%

Dorothy M. Watson  
Ponte Vedra Beach, FL (Citizen of USA)  
39,034.5 shares = 8.64%

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 BANCORP (1138188) of ATHENS, GA

The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

**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)	921039	FIRST AMERICAN BANK AND TRUST COMPANY	300 COLLEGE AVENUE	ATHENS	GA	30601	CLARKE	UNITED STATES	10956	0	FIRST AMERICAN BANK AND TRUST COMPANY	921039	
Close	2/28/2012	Full Service	3405839	HAWTHORNE AVENUE BRANCH	995 HAWTHORNE AVENUE	ATHENS	GA	30606	CLARKE	UNITED STATES	Not Required	Not Required	FIRST AMERICAN BANK AND TRUST COMPANY	921039	
OK		Full Service	736336	KROGER STORE COLLEGE STATION BRANCH	2302 COLLEGE STATION ROAD	ATHENS	GA	30602	CLARKE	UNITED STATES	239169	3	FIRST AMERICAN BANK AND TRUST COMPANY	921039	
OK		Full Service	859132	NORTH ATHENS BRANCH	825 HULL ROAD	ATHENS	GA	30601	CLARKE	UNITED STATES	239168	2	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	1	FIRST AMERICAN BANK AND TRUST COMPANY	921039	
OK		Full Service	4292894	CLAYTON BRANCH	550 HIGHWAY 441 SOUTH	CLAYTON	GA	30525	RABUN	UNITED STATES	366230	14	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	2480008	WATKINSVILLE BRANCH	1681 EXPERIMENT STATION ROAD	WATKINSVILLE	GA	30677	OCONEE	UNITED STATES	362103	9	FIRST AMERICAN BANK AND TRUST COMPANY	921039	
OK		Full Service	3954533	WINDER BRANCH	65 EAST MAY STREET	WINDER	GA	30680	BARROW	UNITED STATES	60758	11	FIRST AMERICAN BANK AND TRUST COMPANY	921039	

First American Bancorp  
FORM FR Y-6  
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	1.03%	None	Burton & BURTON - 50%
Catherine M. Nix Gainesville, GA	N/A	Director	N/A	N/A	8.48%	None	N/A
John A. Drew Athens, GA	Retired Hospital Administrator	Director	N/A	Athens Regional Medical Center President/CEO (Retired)	0.29%	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 Chairman of the Board	Director	N/A	GeoVax Labs, Inc. Chairman	0.38%	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	0.06%	None	Whitworth Land - 100%
Mike Power Athens, GA	Construction Supplier	Director	N/A	Power Building Products President	2.86%	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%
John D. McLanahan, Jr. Athens, GA	Attorney	Director	General Counsel	N/A	19.06%	None	N/A
J. Kenneth Nix Gainesville, GA	N/A	Director	N/A	N/A	0.00%	None	N/A
James O. Wilfong, Jr. Athens, GA	Real Estate Investor	Director	N/A	N/A	0.00%	None	N/A
CEDE and Co New York, NY	N/A	N/A	N/A	N/A	17.61%	None	N/A
The McLanahan Children's Inv. Trust Agreement Athens, GA	N/A	N/A	N/A	N/A	17.55%	None	N/A
Dorothy M. Watson Ponte Vedra Beach, FL	N/A	N/A	N/A	N/A	8.64%	None	N/A

\*\* FABT = First American Bank & Trust