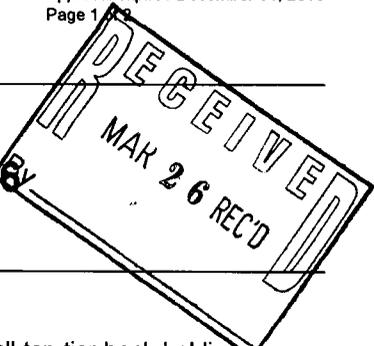


Board of Governors of the Federal Reserve System



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, 2012

Month / Day / Year

I, James T. Ramage, III

Name of the Holding Company Director and Official  
Chairman/CEO

Reporter's Name, Street, and Mailing Address

First Brundidge Bancshares, Inc.

Legal Title of Holding Company

P O Drawer 775

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

Brundidge AL 36010

City State Zip Code

137 S. Main Street, Brundidge, AL 36010

Physical location (if different from mailing address)

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:

Rhonda S Peters Secretary

Name Title

334-735-2351-241

Area Code / Phone Number / Extension

334-735-2983

Area Code / FAX Number

rhonda.peters@f-n-b.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.

Signature of Holding Company Director and Official

03-22-2013

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

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 1275684  
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

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.

Form FRY-6

FIRST BRUNDIDGE BANCSHARES, INC.  
Brundidge, AL  
Fiscal Year Ending December 31, 2012

Report Item 1:

- a. The BHC is not required to prepare form 10K with the SEC.
- b. The BHC does not prepare an annual report for its shareholders.

**Report Item 2: Organization Chart**

**First Brundidge Bancshares, Inc.  
Located in Brundidge, Alabama  
(Began operation 11-2-87)  
Incorporated in the State of Alabama**



**The First National Bank of Brundidge  
(100 percent owned subsidiary; began operation  
1904; located in Brundidge, AL)  
Organized in the State of Alabama**

**Results:** A list of branches for your holding company: FIRST BRUNDIDGE BANCSHARES, INC. (1245684) of BRUNDIDGE, AL.  
The data are as of 12/31/2012. Data reflects information that was received and processed through 01/05/2013.

**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)	465337	FIRST NATIONAL BANK OF BRUNDIDGE, THE	137 SOUTH MAIN STREET	BRUNDIDGE	AL	36010	PIKE	UNITED STATES	1817	0	FIRST NATIONAL BANK OF BRUNDIDGE, THE	465337	
ok		Full Service	3160455	PARK STREET BRANCH	615 PARK STREET	TROY	AL	36081	PIKE	UNITED STATES	365713	1	FIRST NATIONAL BANK OF BRUNDIDGE, THE	465337	

**Report Item 3: Shareholders****(1) Shareholders of First Brundidge Bancshares, Inc., Who Own Five Percent or More of Voting Securities**

<b>Shareholder</b>	<b>Address</b>	<b>Country of Citizenship</b>	<b>No. of Shares</b>	<b>% of Common Stock</b>
James T. Ramage, III	Brundidge, AL 36010	USA	11,550	11.55%
Johnnie Ramage	Brundidge, AL 36010	USA	11,550	11.55%
Fox Johnson Beam	Moorpark, CA 93021	USA	7,610	7.61%
Patricia Bryan Sirmon, RT	Daphne, AL 36526	USA	6,762.50	6.76%
J. Lee Bryan	Atlanta, GA 30309	USA	6,762.50	6.76%
First Brundidge Bancshares, Inc.	Brundidge, AL 36010	USA	5,900	5.90%

**(2) Shareholders of First Brundidge Bancshares, Inc. not listed above that owned or controlled 5 percent or more of Voting Securities.**

J. T. Ramage U/W	Brundidge, AL 36010	USA	13,525	13.53%
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Report Item 4: Directors and Officers

Name and Address	Principal Occupation if other than with Bank Holding Company	Title and Position with Bank Holding Company	Title and Position with Subsidiary--First National Bank of Brundidge	Title and Position with Other Businesses	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Subsidiaries	Connection with Other Companies
James T. Ramage, III Brundidge, AL 36010	Chairman/CEO First National Bank of Brundidge	Chairman/CEO	President/CEO of Both	N/A	11.55%	None	Mayor, City of Brundidge; Power South Coop, Andalusia AL 0%; Chairman, Charles Henderson Memorial Association, Troy AL 0%; Executive Officer, Alabama Bankers Association, Inc. 0%
Rayvon Graham Brundidge, AL 36010	Retired from diverse businesses and farming	Director	Director of Both	N/A	3.50%	None	Sem-Ray 45% Graham Leasing Company, LTD 50% of partnership Industrial Developers 33% of partnership Waugh Properties 1/3 interest in partnership Graham Farms 100%
James M. Shirley Brundidge, AL 36010	Retired Ford dealer	Director	Director of Both	Chairman of Board and Vice President Floyd Shirley Ford-Mercury, Inc.	2%	None	Owns 50% of stock in Floyd Shirley Ford-Mercury, Inc., Brundidge, AL Serves as Chairman of Board/Vice President
Thomas C. Wallace Troy, AL 36079	Wholesale Plumbing Supplier	Director	Director of Both	President Wallace Pump and Supply Company, Inc.	1%	None	Owns 35% of stock of Wallace Pump and Supply Company, Inc., Brundige, AL Serves as President ; Owns 25% of Cottingham Properties, LLC.
Robert William Barr Troy, Alabama 36081	Circuit Judge, Retired	Director	Director of Both	N/A	0.13%	None	N/A

Report Item 4: Directors and Officers

Name and Address	Principal Occupation if other than with Bank Holding Company	Title and Position with Bank Holding Company	Title and Position with Subsidiary--First National Bank of Brundidge	Title and Position with Other Businesses	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Subsidiaries	Connection with Other Companies
John R. Ramage Brundidge, Alabama	Senior Vice President	Director	Director; Senior Vice President	N/A	2.150%	None	Chairman, Pike County Economic Development 0%;
Kyle M. Leverette Troy, AL 36081	Civil Engineer	Director	Director of Both	Assistant Division Engineer – Preconstruction with AL Dept of Transportation	0.100%	None	N/A
Helen Leverette Stewart Montgomery, AL 36117	Bank Consultant	Emeritus Director	Emeritus Director of Both	N/A	1.8%	None	N/A
Johnnie M. Ramage Brundidge, AL 36010	Administrative Assistant First National Bank of Brundidge	Principal Shareholder	Administrative Assistant	N/A	11.550%	None	N/A
Jerry W. McLendon Troy, AL 36081	Executive Vice President of FNBB	Executive Vice President	Executive Vice President	N/A	0.03%	None	Chairman, The Charles Henderson Medical Clinic Board of the City of Troy, AL 0%
Rhonda S. Peters Brundidge, AL 36010	Senior Vice President of FNBB	Senior Vice President/Secretary	Senior Vice President/Secretary of the Board	N/A	0.01%	None	N/A
Brian F. Davis Brundidge, AL 36010	Cashier of FNBB	Cashier	Cashier	N/A	0%	None	Board member; Leadership Community Bankers 0%