

Board of Governors of the Federal Reserve System



Annual Report of Bank 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)). 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

J. C. Palmer, III

Reporter's Name, Street, and Mailing Address

First Burke Banking Co.

Legal Title of Bank Holding Company

P O Box 647

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

Waynesboro GA 30830

City State Zip Code

626 Liberty Street

Physical location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

J. C. Palmer, III President

Name Title

706-554-8100

Area Code / Phone Number / Extension

706-554-8119

Area Code / FAX Number

fnbw@fnbwaynesboro.com

E-mail Address

www.fnbwaynesboro.com

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

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 Bank Holding Company Director and Official

March 26, 2012

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. _____

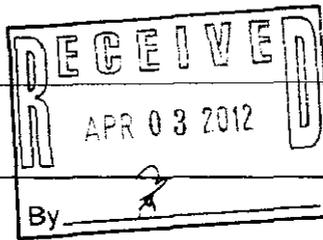
Does the reporter request confidential treatment for any portion of this submission?

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



Board of Governors of the Federal Reserve System



Annual Report of Bank 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)). 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, J. C. Palmer, III
Name of the Bank Holding Company Director and Official
President
Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address
First Burke Banking Co.
Legal Title of Bank Holding Company
P O Box 647
(Mailing Address of the Bank Holding Company) Street / P.O. Box
Waynesboro GA 30830
City State Zip Code
626 Liberty Street
Physical location (if different from mailing address)

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.

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:
J. C. Palmer, III President
Name Title
706-554-8100
Area Code / Phone Number / Extension
706-554-8119
Area Code / FAX Number
fnbw@fnbwaynesboro.com
E-mail Address
www.fnbwaynesboro.com
Address (URL) for the Bank Holding Company's web page

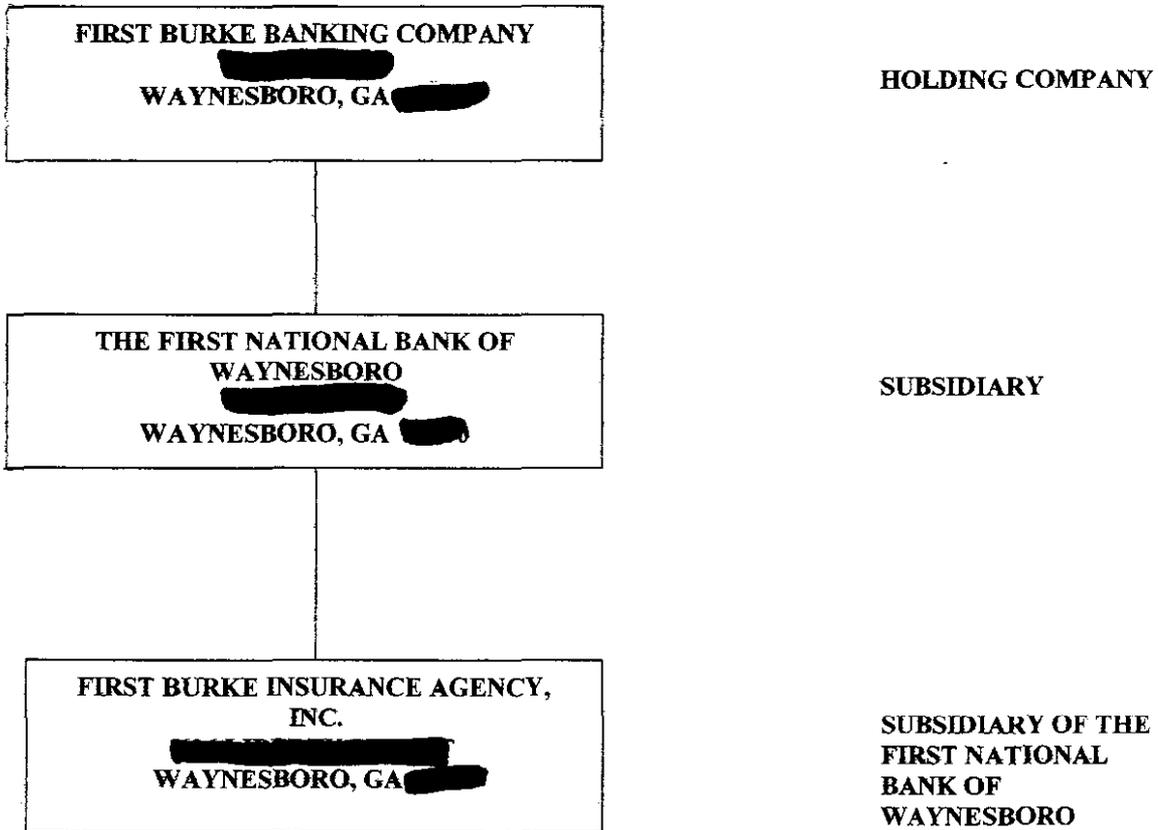
Signature of Bank Holding Company Director and Official
March 26, 2012
Date of Signature

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 1132752
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

REPORT ITEM #2



THE FIRST NATIONAL BANK OF WAYNESBORO IS OWNED 100% BY FIRST BURKE BANKING COMPANY AND FIRST BURKE INSURANCE AGENCY, INC. IS OWNED 100% BY THE FIRST NATIONAL BANK OF WAYNESBORO.

SUBLIMENTARY QUESTIONS NON-APPLICABLE.

2b:

N/A

FORM FR Y-6

12/31/2011

Report Item 3: Shareholders

(1)(a)(b)and(2)(a)(b)©

Current Shareholders with ownership, control or holding of 5% or more with power to vote as of 12-31-2011			Shareholders not listed in (3)(1)© through 3(1)© that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-2011		
(1)(a) Name & Address (City,State, County	(1)(b) Country of Citizenship or Incorporation	(1)© Number & percentage of Each Class of Voting Securities	(2)(a) Name & Address	(2)(b) Country of Citizenship or Incorporation	(2)© Number & percentage of Each Class of Voting Securities
J. C. Palmer, III Waynesboro, GA	USA	4145 - 37.73% Common Stock	N/A	N/A	N/A
Leigh O. Jackson Newnan, GA	USA	1263-11.50% Common Stock			
Roy C. Owens Newnan,GA	USA	672 -6.12% Common Stock			

FIRST BURKE BANK COMPANY
HOLDING COMPANY OFFICERS AND DIRECTORS

Fiscal Year Ending December 31, 2011

Report Item 4 Insider
(1),(2),(3)a(b)©, and (4)(a)(b)©

(1) Name & Address	(2) Principal Occupation if other than with Bank Holding Co.	(3)a Title & Position with Bank Holding Co.	(3)b Title & Position w/ Other Subsidiaries	(3)c Title & Position w/ Other Businesses	(4)a Percentage of Voting Shares in Bank Holding Co.	(4)b Percentage of Voting Shares in Subsidiaries	(4)c Companies w/ 25% or more voting securities held (Names & Percentages)
J. Douglas Cates, III Waynesboro, GA	Retired	(Advisory) Director	N/A	Retired	0.91	N/A	N/A
Roy F. Chalker, Jr. Waynesboro, GA	President Chalker Publishing	Director	N/A	President Chalker Publishing	0.91	N/A	True Citizen 29% 
Robert C. Collins Waynesboro, GA	President Truflame Gas Co Collins Farms/ Collins Bonded Warehouse	Director	N/A	President Collins Farms/ Truflame Gas Co., Inc.	0.91	N/A	Collins Bonded Warehouse 100% Burke Farm Management Service 100%
Frank C. Griffin Waynesboro, GA	Retired	Director	N/A	Cates Place Farms	1.21	N/A	N/A
Dr. Shelley Griffin Waynesboro, GA	Physician Medical Specialist	Director	N/A	Physician Medical Specialist	1.21	N/A	N/A
H.C. Hopkins, III Waynesboro, GA	Hopkins Farms President	Director	N/A	Hopkins Farms	0.91	N/A	N/A

(1),(2),(3)a(b)©, and (4)(a)(b)©

(1) Name & Address	(2) Principal Occupation if other than with Bank Holding Co.	(3)a Title & Position with Bank Holding Co.	(3)b Title & Position w/ Other Subsidiaries	(3)c Title & Position w/ Other Businesses	(4)a Percentage of Voting Shares in Bank Holding Co.	(4)b Percentage of Voting Shares in Subsidiaries	(4)c Companies w/ 25% or more voting securities held (Names & Percentages)
-----------------------	---	---	---	--	---	--	--

Alan W. Jackson Newnan, GA	Glover & Davis P.A. Partner	Director	N/A	Glover & Davis P.A.	1.81	N/A	N/A
C.E. Johnson, Jr. Waynesboro, GA	Retired	Director	N/A	Retired	1.82	N/A	Johnson Pontiac Cadillac GMC 100%
J. C. Palmer, IV Waynesboro GA	Loan Officer/ First National Bank	Director	President/ Director First Burke Insurance Agency, Inc.	N/A	0.03	N/A	Rock Creek Properties, LLC 50%
J. C. Palmer, III Waynesboro, GA	President/Director First National Bank Chairman of Board	President Director Treasurer	Director First Burke Insurance Agency, Inc.	N/A	37.73	N/A	First Burke Banking Company 37.73%
Leigh O. Jackson Newnan, GA	Housewife	N/A	N/A	N/A	11.50	N/A	N/A
Connie Smith Waynesboro, GA		Secretary	N/A	N/A	0	N/A	N/A

RSSD Tiering for:
FIRST BURKE BANKING COMPANY
 Structure as of 20111216 and going downward

Seq Num	ID RSSD	Legal Name	AddL	City	State/ Country	Dist FR	Ent Type	Actv Code	Basis of Relatnshp	PCT
0001	1137752	FIRST BURKE BANKING COMPANY		WAYNESBORO	GEORGIA	6	FHD	551111		
0002	31134	FIRST NATIONAL BANK OF WAYNESBORO, THE		WAYNESBORO	GEORGIA	6	NAT	52211	Vtg Eqty	100
0003	2941554	FIRST BURKE INSURANCE AGENCY, INC.		WAYNESBORO	GEORGIA	6	DEO	52421	Vtg Eqty	100

Total Number of Entities in the tree 3

Total Number of Unique Entities in the tree 3

Tier Selection Criteria

RSSD Tiering for	1137752 FIRST BURKE BANKING COMPANY
As of Date	20111216
Direction	Down
Selection Rule	All Entities
Branches - Domestic Institutions	No Branches
Branches - Foreign Institutions	No Branches

Explanatory Notes

Entity Type	Description
DEO	DOMESTIC ENTITY OTHER
FHD	FINANCIAL HOLDING COMPANY - DOMESTIC
NAT	NATIONAL BANK

Primary Activity Code	Description
52211	COMMERCIAL BANKING
52421	INSURANCE AGENCIES AND BROKERAGES
551111	OFFICES OF BANK HOLDING COMPANIES

Basis of Relationship	Description
Vtg Eqty	Voting Equity

Two asterisks (**) next to the Seq Num indicates that confidentiality is pending or granted.
 An asterisk (*) next to the Addl Line Num denotes the Seq Num at which the offspring of this entity are listed.
 A dot dot dot notation (...) next to Legal Name denotes a circular relationship.

Board of Governors of the Federal Reserve System
FR Y-6 Depository Institution Branch Data Verification



Branches for Selected Institution

[Back To Head Office List](#)

[Back to Search Results](#)

A list of branches for your depository institution: FIRST NATIONAL BANK OF WAYNESBORO, THE (ID_RSSD: 31134). This depository institution is held by FIRST BURKE BANKING COMPANY (1137752) of WAYNESBORO, GA. The data are as of 12/31/2011.

Save a copy of this list by clicking the download button below. **When asked if you would like to open or save this file, choose the 'Save' button.** Make corrections to your saved copy and then send it to your FRB contact. See the detailed instructions (linked above) for more information.

[Download List to Excel](#)

Institutions: 1 to 1 of 1

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*
Full Service (Head Office)	31134	FIRST NATIONAL BANK OF WAYNESBORO, THE	626 LIBERTY ST	WAYNESBORO	GA	30830	BURKE	UNITED STATES	1429	0	FIRST NATIONAL BANK OF WAYNESBORO, THE	31134

*FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.