

Revised

FR Y-6
OMB Number 7100-0297
Expires December 31, 2011

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 CFR 211.13(c)); and Section 225.5(b) of Regulation Y (12 CFR 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 CFR 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, 2012

Month / Day / Year

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)

Person to whom questions about this report should be directed:

J. C. Palmer, III President

Name / Title

706-554-8100

Area Code / Phone Number

706-554-8119

FAX Number

fnbw@fnbwaynesboro.com

E-mail Address

www.fnbwaynesboro.com

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

J. C. Palmer, III President

Name and 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.

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 CFR 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 29, 2013

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 Number

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.

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REPORT ITEM #2

**FIRST BURKE BANKING COMPANY
P.O. BOX 647
WAYNESBORO, GA 30830
INCORPORATED IN GEORGIA**

HOLDING COMPANY

**THE FIRST NATIONAL BANK OF
WAYNESBORO
P.O. BOX 647
WAYNESBORO, GA 30830
INCORPORATED IN GEORGIA**

SUBSIDIARY

**FIRST BURKE INSURANCE AGENCY,
INC.
626 LIBERTY STREET
WAYNESBORO, GA 30830
INCORPORATED IN GEORGIA**

**SUBSIDIARY OF THE
FIRST NATIONAL
BANK OF
WAYNESBORO**

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.

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 12/31/2012. Data reflects information that was received and processed through 04/10/2013.

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)	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	
OK		Limited Service	4445243	SIXTH STREET DRIVE-IN FACILITY	208 SIXTH STREET	WAYNESBORO	GA	30830	BURKE	UNITED STATES	Not Required	Not Required	FIRST NATIONAL BANK OF WAYNESBORO, THE	31134	
OK		Limited Service	4445252	SUPERMARKET BRANCH	528 WEST SIXTH STREET	WAYNESBORO	GA	30830	BURKE	UNITED STATES	Not Required	Not Required	FIRST NATIONAL BANK OF WAYNESBORO, THE	31134	

FORM FR Y-6

12/31/2012

Report Item 3: Shareholders

(1)(a)(b)(c) and (2)(a)(b)(c)

Current Shareholders with ownership, control or holding of 5% or more with power to vote as of 12- 12/31/2012			Shareholders not listed in (3)(1)(c) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31 12/31/2011		
(1)(a) Name & Address (City, State, County)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number & percentage of Each Class of Voting Securities	(2)(a) Name & Address	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number & percentage of Each Class of Voting Securities
J. C. Palmer, III Waynesboro, GA	USA	3665- 33.36% Common Stock	N/A	N/A	N/A
Leigh O. Jackson Newnan, GA	USA	1935-17.61% Common Stock			

REVISED

FIRST BURKE BANK COMPANY
HOLDING COMPANY OFFICERS AND DIRECTORS

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

Fiscal Year Ending December 31, 2012

(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)
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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% Old Waynesboro 50% Orchard Properties 33%
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%
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
Alan W. Jackson Newnan, GA	Glover & Davis P.A. Partner	Director	N/A	Glover & Davis P.A.	1.81	N/A	N/A

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(1),(2),(3)(a)(b)(c), and (4)(a)(b)(c)

(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)
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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	1.39	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	33.36	N/A	First Burke Banking Company 33.36%
Leigh O. Jackson Newnan, GA	Housewife	N/A	N/A	N/A	17.61	N/A	N/A
Connie Smith Waynesboro, GA	AA First National Bank	Secretary	N/A	N/A	0	N/A	N/A