

Revised

Revised 6/11/14

FR Y-6
OMB Number 7100-0297
Approval expires December 31, 2015
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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, J. C. Palmer, III

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.

Reporter's Name, Street, and Mailing Address

First Burke Banking Company

Legal Title of Holding Company

P O Box 647

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

Waynesboro

GA

30830

City

State

Zip Code

626 Liberty Street

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:

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 Holding Company's web page

Signature of Holding Company Director and Official

03/27/2014

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 1137752

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

**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.

2b:

N/A

FORM FR Y-6

12/31/2013

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 12/31/2013			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 12/31/2013		
(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			

FIRST BURKE BANK COMPANY
HOLDING COMPANY OFFICERS AND DIRECTORS

Fiscal Year Ending December 31, 2013

Report Item 4 Insider
(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)
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	The True Citizen 33%
Robert C. Collins Waynesboro, GA	Collins Farms/ Collins Bonded Warehouse	Director	N/A	President Collins Farms/ Truflame Gas Co., Inc.	0.91	N/A	Collins Bonded Warehouse 100% Collins Gin LLC 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

(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	A A First National Bank	Secretary	N/A	N/A	0	N/A	N/A