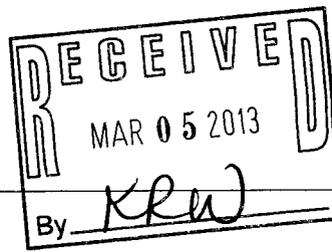




Annual Report of Holding Companies—FR Y-6



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, A.L. Johnson, Jr.

Reporter's Name, Street, and Mailing Address

First Camden Bancshares, Inc.

Name of the Holding Company Director and Official

Chairman of the Board

Legal Title of Holding Company

P.O. Box 518

Title of the Holding Company Director and Official

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

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.

Camden	AL	36726
City	State	Zip Code

3 Water 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:

David Crawford VP & Controller

Name Title

334-682-4215

Area Code / Phone Number / Extension

334-682-4160

Area Code / FAX Number

dcrawford@camdennationalbank.net

E-mail Address

n/a

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

Signature of Holding Company Director and Official

02/27/2013

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 1836475
 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

Revised 5-1-13

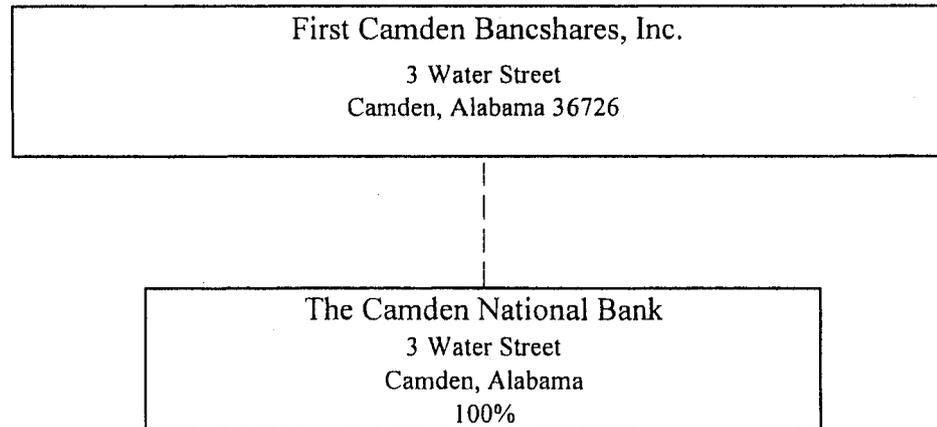
Form FR Y-6
First Camden Bancshares, Inc.
Camden, Alabama
Fiscal Year Ending December 31, 2012

Report Item

1: The bank holding company prepares an annual report for its shareholders.

Two copies are enclosed.

2: Organizational Chart



All Entities of First Camden Bancshares were incorporated within the State of Alabama

Results: A list of branches for your depository institution: CAMDEN NATIONAL BANK, THE (ID_RSSD: 466932).
 This depository institution is held by FIRST CAMDEN BANCSHARES, INC. (1836475) of CAMDEN, AL.
 The data are as of 12/31/2012. Data reflects information that was received and processed through 02/24/2013.

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
		Full Service (Head Office)	466932	CAMDEN NATIONAL BANK, THE	THREE WATER STREET	CAMDEN	AL	36726	WILCOX	UNITED STATES	1818	0	CAMDEN NATIONAL BANK, THE	466932	
		Full Service	3275069	GREENVILLE BRANCH	281 GREENVILLE BYPASS	GREENVILLE	AL	36037	BUTLER	UNITED STATES	441857	1	CAMDEN NATIONAL BANK, THE	466932	

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First Camden Bancshares, Inc.
Fiscal Year Ending December 31, 2012

Report Item 3: Securities Holders

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

Current securities holders with ownership, control or holdings of 5% or more with the power to vote as of fiscal year ending 12/31/12			Securities holders not listed in 3 (1) a- 3 (1) c that had ownership, control or holdings of 5% or more with power to vote during the year ending 12/31/12		
1 (a) Name City, State, Country	1 (b) Country of Citizen or Incorporation	1 c # and % of each class of voting securities	1 (a) Name City, State, Country	1 (b) Country of Citizen or Incorporation	1 c # and % of each class of voting securities
Ballard Ltd. Partnership Corpus Christi, TX	USA	9890 - 5.9% Common Stock	N/A		
A.L. Johnson , Jr Camden, AL	USA	9468 - 5.7 % Common Stock			

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First Camden Bancshares, Inc.
Fiscal Year Ending December 31, 2012

Report Item 4: Insiders

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

1	2	3 (a)	3 (b)	3 (c)	4	4 (b)	4 (c)
Names	Principal Occup. if other than with bank holding company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries (name of subsidiary)	Title & Position with other business (name of business)	Percentage of voting shares in Bank Holding Co.	Percentage of voting shares in Subsidiaries (name of subsidiary)	List names of other companies if 25% or more of voting securities are held (name of company and percent of shares)
A.L. Johnson, Jr Camden, AL USA	n/a	Director & Chairman	President (Camden National Bank)	Partner (wilcox Investment) Partner (Law Partnership)	5.7%	none	Law Partnership 33.3% or 1/3 partner
David Crawford Camden, AL USA	n/a	Vice President	Vice Pres. & Controller (Camden National Bank)	none	0.00%	none	none
Kathy S. Perryman Pine Apple, AL USA	n/a	Secretary & Treasurer	Vice Pres & Cashier (Camden National Bank)	none	1.21%	none	none
Sumpter Blackmon Camden, AL USA	Physician	Director	none	Owner (Dr. Blackmon, P.A.)	1.01%	none	Dr. Sumpter Blackmon P.A. 100%
William B. Malone Camden, AL USA	Insurance	Director	none	Vice President (Holman Insurance) General Partner (Wilcox Investment)	0.59%	none	46% Holman Insurance n/a

Form FR Y-6
First Camden Bancshares, Inc.
Fiscal Year Ending December 31, 2012

Report Item 4: Insiders
 1,2,3(a b & c) and 4(a b & c)

1 Names City, State Country	2 Principal Occup. if other than with bank holding company	3 (a) Title & Position with Bank Holding Company	3 (b) Title & Position with Subsidiaries (name of subsidiary)	3 (c) Title & Position with other business (name of business)	4 Percentage of voting shares in Bank Holding Co.	4 (b) Percentage of voting shares in Subsidiaries (name of subsidiary)	4 (c) List names of other companies if 25% or more of voting securities are held (name of company and percent of shares)
Jimmie L. Travis Camden, AL USA	Forester	Director	none	President (Wilco Timber Co.)	0.59%	none	Wilco Timber Company 50%
R.J. Browder Camden, AL USA	Wood Products Industry	Director	none	President (Browder Veneer)	1.61%	none	Browder Veneer 50% B&B Condo 50% Grand Caribbean Condo 100%
William Phillippi, Jr Camden, AL USA	Dentist	Director	none	Owner (W.R. Phillippi, DMD)	0.94%	none	W.R. Phillippi, DMD 100%
Johnson Family USA				aggregated total	14.95%	none	
A.L. Johnson, Jr.					5.7%		
William S. Johnson					4.4%		
Joanna Johnson					0.05%		
Anne Laure Smith					4.8%		