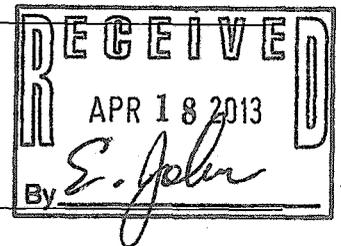


Board of Governors of the Federal Reserve System



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, **H. J. Hughes**
Name of the Holding Company Director and Official
President
Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address
First Hartford Bancshares, Inc
Legal Title of Holding Company
101 3rd Avenue / P O Box 129
(Mailing Address of the Holding Company) Street / P.O. Box
Hartford AL 36344
City State Zip Code

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.

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:
Marcia Solomon VP - Operations/Cashier
Name Title
334 588-2211
Area Code / Phone Number / Extension
3345882279
Area Code / FAX Number
msolomon@fnbhartford.com
E-mail Address

Signature of Holding Company Director and Official
[Signature]
01/31/2013
Date of Signature

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

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

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

For Federal Reserve Bank Use Only
RSSD ID **1084052**
C.I. _____

Revised 4-18-13

Form FR Y-6
Annual Report of Holding Companies
First Hartford Bancshares, Inc.
Hartford, Alabama
Fiscal Year Ending December 31, 2012

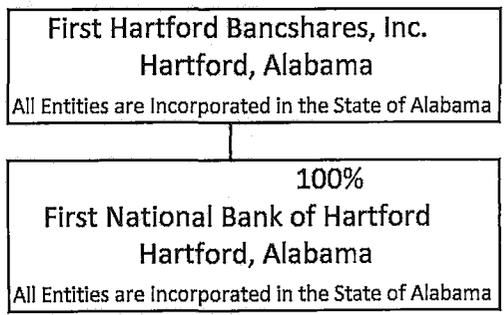
Report Item 1(a): Form 10-k filed with the Securities and Exchange Commission

First Hartford Bancshares, Inc. is not required to prepare from 10K with the SEC.

Report Item 1(b): Annual reports to shareholders

First Hartford Bancshares, Inc. does prepare an annual report for its shareholders. Enclosed are two copies of the annual report.

Report Item 2: Organizational Chart



Report Item 2(b): Domestic Branch Listing

First Hartford Bancshares, Inc. does not have any domestic branches.

Form FR Y-6
December 31, 2012

Report Item 3: Shareholders (1)(a)(b)(c) and (2)(a)(b)(c)					
Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-2012			Shareholders not listed in (3)(1)(a) through (3)(1)(c) that had ownership control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-2012		
(1)(a) Name & Address (City, State, Country)	(1)(b) Country or Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name & Address (City, State, Country)	(2)(b) Country and Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
John A. Hughes, Jr. Hartford, AL, USA	USA	524 12.53% Common Stock	None	None	None
Amy J. Hughes Birmingham, AL, USA	USA	457 10.93% Common Stock			
Henry J. Hughes Hartford, AL, USA	USA	415 9.93% Common Stock			
Mary H. Wesley Credit Shelter Trust Hartford, AL, USA H. J. Hughes Trustee	USA	314 7.52% Common Stock			
Bill C. Hughes Hartford, AL, USA	USA	278 6.65% Common Stock			
Ann Avery Pearson Fairhope, AL, USA	USA	237 5.67% Common Stock			
Jack Houston Avery Dothan, AL, USA	USA	236 5.64%			

Form FR Y-6
December 31, 2012

Report Item 4: Directors and Officers
(1) (2) (3)(a)(b)(c) and (4)(a)(b)(c)

(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (First National Bank of Hartford)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held. (List names of companies and percentage of voting securities held).
John A. Hughes, Jr Hartford, AL, USA	N/A	Chairman	Chairman Director	N/A	12.53%	None	N/A
Henry J. Hughes Hartford, AL, USA	N/A	President	President Director	N/A	10.93%	None	N/A
Bill C. Hughes Hartford, AL, USA	Insurance Agent	Director	Director	Sole Proprietor First Insurance Agency	6.65%	None	First Insurance Agency 100%
Frances N. Borland Birmingham, AL, USA	Homemaker	Director	Director	N/A	0.38%	None	N/A
William A. Hughes Tuscaloosa, AL, USA	Administration	Director	Director	Administrator University of Alabama	1.77%	None	N/A
Amy J. Hughes Birmingham, AL, USA	Implementation Manager	Director	Director	Implementation Manager Command Alkon, Inc.	10.93%	None	N/A
Patricia B. Guilford Hartford, AL, USA	Homemaker	Director	Director	N/A	4.78%	None	N/A
John Jackson Hughes Hartford, AL, USA	Banking	Director	Director	President Hughes & Associates, LLC dba Ameriprise Financial	0.86%	None	AMSA Holdings, LLC 100%

Form FR Y-6
December 31, 2012

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(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (First National Bank of Hartford)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held. (List names of companies and percentage of voting securities held).
Mark A. Payne Enterprise, AL, USA	Banking	N/A	Chief Executive Officer	N/A	0.10%	None	N/A
Jeffrey A. Sorrells Hartford, AL, USA	Banking	N/A	VP/Loan Officer	N/A	None	None	N/A
Mike Kinman Hartford, AL, USA	Banking	N/A	VP - Data Processing	N/A	None	None	N/A
Marcia A. Solomon Hartford, AL, USA	Banking	Secretary	Cashier Vice President Human Resources	N/A	None	None	N/A
Michael Langford Hartford, AL, USA	Banking	N/A	Vice President Loan Officer	N/A	0.14%	None	N/A
Mary H. Wesley Family Trust Hartford, AL, USA	N/A	N/A	N/A	N/A	7.52%	None	N/A
Susan K. Hughes Hartford, AL, USA	Banking	N/A	AVP - CD/IRAs	N/A	0.86%	None	N/A

Form FR Y-6
December 31, 2012

Report Item 4: Directors and Officers

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

(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (First National Bank of Hartford)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held. (List names of companies and percentage of voting securities held).
Robert Guilford Hartford, AL, USA	Banking	N/A	AV{P - Loan Officer Investment Officer	N/A	0.12%	None	N/A
Kade Sullivan Hartford, AL, USA	Banking	N/A	Compliance Officer BSA Officer Security Officer Internal Audit Manager	N/A	None	None	N/A
Mary Langford Hartford, AL, USA	Banking	N/A	Head Teller	N/A	0.14%	None	N/A
Rhoda Tomlinson Enterprise, AL, USA	Banking	N/A	Head Bookkeeper	N/A	None	None	N/A