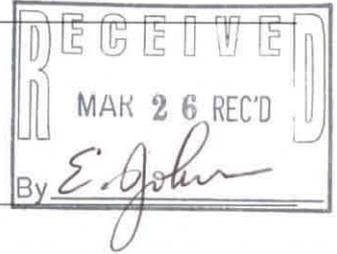


Board of Governors of the Federal Reserve System



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.

I, Joseph F. Quinlan, Jr

Name of the Holding Company Director and Official

Chairman

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.

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.

Joseph F. Quinlan  
Signature of Holding Company Director and Official  
03/25/2013

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 1086131  
C.I. \_\_\_\_\_

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2012

Month / Day / Year

Reporter's Name, Street, and Mailing Address

First National Bankers Bankshares, Inc

Legal Title of Holding Company

P O Drawer 80579

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

Baton Rouge

LA

70898-0579

City

State

Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Carolyn C. Dyer

SVP & CFO

Name

Title

225-231-5024

Area Code / Phone Number / Extension

225-952-0824

Area Code / FAX Number

cdyer@bankers-bank.com

E-mail Address

bankers-bank.com

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

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

ANNUAL REPORT OF BANK HOLDING COMPANIES

FRY-6

First National Bankers Bankshares, Inc.  
(ID RSSD 1086131)

December 31, 2012

Report Item 1 Bank Holding Company Financial Statements

- A. The Holding Company does not file Form 10-K with the Securities & Exchange Commission.
- B. Enclosed are two copies of the independent auditor's report for the years ended December 2012 & 2011 as prepared by Postlethwaite & Netterville. They are provided in lieu of an annual report.

Report Item 2a Organizational Chart

Attached is an organizational chart reflecting the holding company's **direct** holdings in domestic companies in which it directly controls greater than 5 percent of the shares of any class of voting securities.

Report Item 2b Domestic Branch Listing

The most recent Branch Report, as updated and provided to the Federal Reserve Bank, was submitted early via email on March 22, 2013.

Report Item 3 Shareholders

- (1) As of December 31, 2012, no shareholder of record, directly or indirectly owns, controls or holds with power to vote 5% or more of any class of voting securities of the bank holding company.
- (2) No shareholder of record, directly or indirectly owned, controlled or held with power to vote 5% or more of any class of voting securities of the bank holding company during the fiscal year 2012.

Report Item 4 Directors and Officers

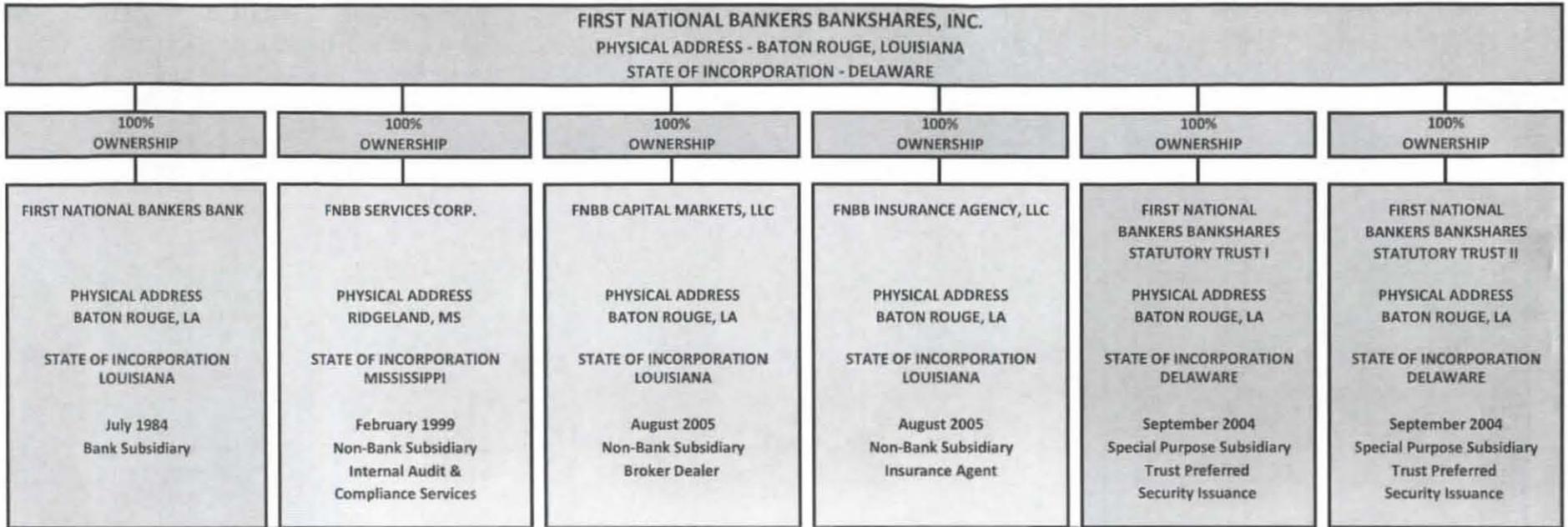
Attached is a list of the holding company's directors.

Confirmation

  
Joseph F. Quinlan, Jr., Chairman of the Board  
March 25, 2013

Revised

### ORGANIZATIONAL CHART



**Results:** A list of branches for your depository institution: FIRST NATIONAL BANKERS BANK (ID\_RSSD: 734538). This depository institution is held by FIRST NATIONAL BANKERS BANKSHARES, INC. (1086131) of BATON ROUGE, LA. 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.

<b>Data Action</b>	<b>Branch Service Type</b>	<b>Branch ID_RSSD*</b>	<b>Popular Name</b>	<b>Street Address</b>	<b>City</b>	<b>State</b>	<b>Zip Code</b>
ok	Full Service (Head Office)	734538	FIRST NATIONAL BANKERS BANK	7813 OFFICE PARK BOULEVARD	BATON ROUGE	LA	70809
ok	Full Service	3278387	ALABAMA BRANCH	600 UNIVERSITY PARK PLACE, SUITE 380	HOMEWOOD	AL	35209
ok	Full Service	1451636	ARKANSAS BRANCH	325 WEST CAPITOL, SUITE 300	LITTLE ROCK	AR	72201

ok	Full Service	2951683	MISSISSIPPI BRANCH	300 CONCOURSE BOULEVARD, SUITE 100	RIDGELAND	MS	39157
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Report Item 4

DIRECTORS OF FIRST NATIONAL BANKERS BANKSHARES, INC.

2012

NAME AND ADDRESS Item (1)	TITLE AT BHC Item (3) a	TITLE AT BANK Item (3) b	OTHER POSITIONS Item (2) & (3) c	SECURITIES HELD Item (4) a
Odean Busby PriorityOne Bank Magee, MS 39111	Director	Director FNBB	Chairman/President/CEO PriorityOne Bank	10 Shares of First National Bankers Bankshares, Inc. Common Stock (.0035%)
Martin Carpenter First National Banking Company Ash Flat, AR 72513	Director	Director FNBB	Chairman/CEO First National Banking Company	10 Shares of First National Bankers Bankshares, Inc. Common Stock (.0035%)
Russell Carothers The Citizens Bank of Winfield Winfield, AL 35594	Director	Director FNBB	Chairman/CEO The Citizens Bank of Winfield	10 Shares of First National Bankers Bankshares, Inc. Common Stock (.0035%)
Albert C. Christman Guaranty Bank & Trust Co. Delhi, LA 71232-0008	Director	Director FNBB	President/CEO/Director Guaranty Bank & Trust Co.	10 Shares of First National Bankers Bankshares, Inc. Common Stock (.0035%)
Michael L. Creed The Highlands Bank Jackson, LA 70748-0248	Director	Director FNBB	President/CEO/Director The Highlands Bank	10 Shares of First National Bankers Bankshares, Inc. Common Stock (.0035%)
Royce L. Cumbest Merchants & Marine Bank Pascagoula, MS 39568-0729	Director	Director FNBB	Chairman/President/CEO Merchants & Marine Bank	10 Shares of First National Bankers Bankshares, Inc. Common Stock (.0035%)
B. K. Goodwin, III First Financial Bank Bessemer, AL 35020	Director	Director FNBB	Chairman/President/CEO First Financial Bank	10 Shares of First National Bankers Bankshares, Inc. Common Stock (.0035%)
Drake Mills Community Trust Bank Choudrant, LA 71227-0100	Director	Director FNBB	President/CEO/Director Community Trust Bank	10 Shares of First National Bankers Bankshares, Inc. Common Stock (.0035%)
Rodney Mortimer Bank of Kilmichael Kilmichael, MS	Director	Director FNBB	Chairman Bank of Kilmichael	10 Shares of First National Bankers Bankshares, Inc. Common Stock (.0035%)
J. Randall Prather First Natl Bank of Louisiana, Crowley Crowley, LA 70526-5002	Director	Director FNBB	Chairman/President/CEO First Natl Bank of Louisiana, Crowley	10 Shares of First National Bankers Bankshares, Inc. Common Stock (.0035%)
Joseph F. Quinlan, Jr. First National Bankers Bankshares, Inc Baton Rouge, LA 70898-0579	Chairman	Chairman FNBB		10 Shares of First National Bankers Bankshares, Inc. Common Stock (.0035%)
Joseph F. Quinlan, III First National Bankers Bankshares, Inc Baton Rouge, LA 70898-0579	Director	President/CEO FNBB		10 Shares of First National Bankers Bankshares, Inc. Common Stock (.0035%)
Michael B. Riche' Community Bank Raceland, La 70394-0248	Director	Director FNBB	President/CEO/Director Community Bank	10 Shares of First National Bankers Bankshares, Inc. Common Stock (.0035%)
Stephen Stafford First National Bank in Green Forest Ash Flat, AR 72513	Director	Director FNBB	Chairman/President/CEO First National Bank in Green Forest	10 Shares of First National Bankers Bankshares, Inc. Common Stock (.0035%)
Dennis Upchurch CB&S Bank Russellville, AL	Director	Director FNBB	President & CEO CB&S Bank	10 Shares of First National Bankers Bankshares, Inc. Common Stock (.0035%)

**DIRECTORS OF FIRST NATIONAL BANKERS BANKSHARES, INC.**

**2012**

<b>NAME AND ADDRESS</b> <b>Item (1)</b>	<b>TITLE AT BHC</b> <b>Item (3) a</b>	<b>TITLE AT BANK</b> <b>Item (3) b</b>	<b>OTHER POSITIONS</b> <b>Item (2) &amp; (3) c</b>	<b>SECURITIES HELD</b> <b>Item (4) a</b>
William H. Walker, III Franklin State Bank & Trust Co Winnsboro, LA 71295-0940	Director	Director FNBB	President/CEO Franklin State Bank & Trust Co	10 Shares of First National Bankers Bankshares, Inc. Common Stock (.0035%)
William Wright Southern Bancorp Bank Arkadelphia, AR	Director	Director FNBB	President/CEO Southern Bancorp Bank	10 Shares of First National Bankers Bankshares, Inc. Common Stock (.0035%)

**Item (4) b** N/A

**Item (4) c** No director has ownership of any other business or company.