

Revised

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, John C Seay, President / CEO
Name of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address
First Security Bankshares, Inc.
Legal Title of Holding Company

President / CEO
Title of the Holding Company Director and Official

12461 Augusta Road / PO Box 765
(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.

Lavonia GA 30553
City State Zip Code

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.

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

John C Seay
Signature of Holding Company Director and Official

Jonathan N Mansfield VP
Name Title

March 12, 2013
Date of Signature

706 - 356-4444 2130
Area Code / Phone Number / Extension

706-356-2519
Area Code / FAX Number

jmansfield@northeastgabank.com
E-mail Address

http://www.northeastgabank.com
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

For Federal Reserve Bank Use Only
RSSD ID _____
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. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

PREVIOUS

REPORT ITEM 1: The Bank Holding Company prepares an annual Report for its Shareholders. Two copies are enclosed.

REPORT ITEM 2a: ORGANIZATION CHART

FIRST SECURITY BANKSHARES, INC.
ORGANIZATIONAL CHART

December 31, 2012

FIRST SECURITY BANKSHARES, INC.
LAVONIA, GEORGIA / USA
INCORPORATED IN GEORGIA
ORGANIZED: January 3, 1984
SHARES AUTHORIZED: 1,000,000
SHARES OUTSTANDING: 38,166

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NORTHEAST GEORGIA BANK**
LAVONIA, GA. 30553 /USA
INCORPORATED IN GEORGIA

Acquired: January 3, 1984
ORGANIZED: September 30, 1940
SHARES AUTHORIZED: 1,000,000
SHARES OUTSTANDING: 133,000

**= WHOLLY OWNED SUBSIDIARIES
100% OF OUTSTANDING STOCK OWNED

REPORT ITEM 2b: Domestic Branch Listing

Submitted by E-Mail March 11, 2013 @ 11:15 AM

Result: A list of branches for your depository institution: NORTHEAST GEORGIA BANK, FD, RSSD, 888831.
 This depository institution is held by FIRST SECURITY BANKSHARES, INC. (1085572) of LAYTONIA, GA.
 The data are as of 12/31/2012. Data reflects information that was received and processed through 02/7/2013.

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://x10online.federalreserve.gov>.

* FDIC UNIFORM, 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 UNIFORM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	888831	NORTHEAST GEORGIA BANK	12461 AUGUSTA ROAD	LAYTONIA	GA	30253	FRANKLIN	UNITED STATES	10018		1	NORTHEAST GEORGIA BANK	888831
OK		Full Service	10854	BRASELTON BRANCH	5045 HIGHWAY 53	BRASELTON	GA	30517	JACKSON	UNITED STATES	11233		4	NORTHEAST GEORGIA BANK	888831
OK		Full Service	122067	COMMERCE BRANCH	9535 LAVONIA ROAD	COMMERCE	GA	30521	FRANKLIN	UNITED STATES	23523		3	NORTHEAST GEORGIA BANK	888831
OK		Full Service	373257	FREEDOM BANK BRANCH	30990 HWY 441 SOUTH	COMMERCE	GA	30529	JACKSON	UNITED STATES	423490		13	NORTHEAST GEORGIA BANK	888831
OK		Full Service	3917668	FREEDOM BANK BRANCH	9165 MAVYVILLE ROAD	COMMERCE	GA	30635	ELBERT	UNITED STATES	365563		15	NORTHEAST GEORGIA BANK	888831
OK		Full Service	2602763	ELBERTON BRANCH	916 ELBERT STREET EXTENSION	ELBERTON	GA	30635	ELBERT	UNITED STATES	215255		6	NORTHEAST GEORGIA BANK	888831
OK		Full Service	566935	HARTWELL BRANCH	331 EAST FRANKLIN ST	HARTWELL	GA	30643	HART	UNITED STATES	12350		8	NORTHEAST GEORGIA BANK	888831
OK		Limited Service	3380583	HARTWELL WAL-MART BRANCH OFFICE	1572 ANDERSON HWY	HARTWELL	GA	30643	HART	UNITED STATES	419076		12	NORTHEAST GEORGIA BANK	888831
OK		Full Service	2498843	QUALITY FOODS OFFICE	1028 BENSON STREET	HARTWELL	GA	30643	HART	UNITED STATES	245417		11	NORTHEAST GEORGIA BANK	888831
OK		Full Service	3391969	HOKER BRANCH	185 OAK STREET	HOKER	GA	30547	BANKS	UNITED STATES	445008		17	NORTHEAST GEORGIA BANK	888831
OK	12/31/2012	Full Service	3663241	JEFFERSON BRANCH OFFICE	1775 OLD PENNINGBASS ROAD	JEFFERSON	GA	30549	JACKSON	UNITED STATES	478483		14	NORTHEAST GEORGIA BANK	888831
OK		Full Service	2232138	DILLS SUPERMARKET OFFICE	12280 AUGUSTA ROAD	LAYTONIA	GA	30553	FRANKLIN	UNITED STATES	235754		5	NORTHEAST GEORGIA BANK	888831
OK		Full Service	949435	ROYTON BRANCH	155 FRANKLIN SPRINGS STREET	ROYTON	GA	30667	FRANKLIN	UNITED STATES	215152		2	NORTHEAST GEORGIA BANK	888831
OK		Full Service	2813322	TOCCOA BRANCH	565 STEPHENS CIRCLE	TOCCOA	GA	30577	STEPHENS	UNITED STATES	235356		7	NORTHEAST GEORGIA BANK	888831

REPORT ITEM 3-1

FIRST SECURITY BANKSHARES, INC.

5% OR MORE SHAREHOLDERS

December 31, 2012

NAME AND ADDRESS	COUNTRY	SHARES OWNED	PERCENT
CHARLES BENNETT TRUST	USA	1,289.0	3.38%
GENEVA BENNETT	USA	1,476.0	3.87%
TOCCOA, GA 30577		-----	-----
		2,765.0	7.24%
MARY PATSY GILBERT	USA	4,969.0	13.02%
HW WHITWORTH IRRV TRUST	USA	2,946.0	7.72%
LAVONIA, GA 30553		-----	-----
		7,915.0	20.74%
CAROLINE LOUISE KELLY	USA	588.0	1.54%
LEIGH W KELLY	USA	2,040.0	5.35%
MATTHEW THOMAS KELLY	USA	588.0	1.54%
WESLEY WILLIAM KELLY	USA	588.0	1.54%
THOMAS F KELLY	USA	267.0	0.70%
CONYERS, GA 30208		-----	-----
		4,071.0	10.67%
JANIECE M. WHITE	USA	2,000.0	5.24%
ANDERSON, SC 29621			
BARRY S WHITWORTH	USA	1,861.0	4.88%
SARAH ELIZABETH WHITWORTH	USA	450.0	1.18%
STEVEN JARRETT WHITWORTH	USA	468.0	1.23%
LAURA J WHITWORTH	USA	233.0	0.61%
TOCCOA, GA 30577		-----	-----
		3,012.0	7.89%
RACHEL M WHITWORTH	USA	1,205.0	3.16%
SHURATT WHITWORTH	USA	5,540.0	14.52%
HW WHITWORTH IRR TRUST	USA	3,329.0	8.72%
LAVONIA, GA. 30553		-----	-----
		10,074.0	26.40%

REPORT ITEM 3-2:

NONE

REPORT ITEM 4: DIRECTORS & OFFICERS

FIRST SECURITY BANKSHARES, INC.
 OFFICERS AND DIRECTORS
 December 31, 2012

Item 4-(1) NAME AND ADDRESS (CITY, STATE, COUNTRY)	Item 4-(2) PRINCIPAL OCCUPATION	Item 4-(3a) TITLE AND POSITION WITH: FIRST SECURITY BANKSHARES, INC.	Item 4-(3b) NORTHEAST GA. BANK	Item 4-(3c) TITLE/POSITION: OUTSIDE CONCERNS	ITEM: 4-(4a) OWNERSHIP FIRST SECURITY BANKSHARES, INC. PERCENT	ITEM: 4-(4b) OWNERSHIP OF SUBS OF BANK HOLD COMPANY	ITEM: 4-(4c) OWNERSHIP OF OTHER BUSINESS INTEREST OVER 25% OWNERSHIP COMPANY	#SHARES	PERCENT
SHURATT WHITWORTH LAVONIA, GA. 30553(USA)	INSURANCE AGENT	CHAIRMAN	CHAIRMAN	SECT/TREAS. FRANKLIN INSURANCE AGENCY	23.24%	NONE	FRANKLIN INS CO	21,000	100%
GROOMS JOHNSON HARTWELL, GA 30643(USA)	RETIRED	DIRECTOR	DIRECTOR	RETIRED	0.039%	NONE	NONE	0	0%
JOHN C. SEAY HARTWELL, GA. 30643(USA)	BANKING	PRESIDENT/CEO DIRECTOR	PRESIDENT/CEO DIRECTOR	NONE	0.419%	NONE	NONE	0	0%
BARRY WHITWORTH TOCCOA, GA 30553(USA)	INSURANCE AGENT	DIRECTOR	DIRECTOR	PRESIDENT, FRANKLIN INSURANCE AGENCY	7.89%	NONE	NONE	0	0%
GERALD VOYLES CARNESVILLE, GA 30521(USA)	RETIRED	DIRECTOR	DIRECTOR	NONE	0.26%	NONE	NONE	0	0%
RICHARD A BASINGER, JR COMER, GA 30605 (USA)	BANKING	DIRECTOR	EVP / DIRECTOR	NONE	0.000%	NONE	NONE	0	0%
MARY PATSY GILBERT LAVONIA, GA 30553 (USA)	RETIRED	PRINCIPAL SHAREHOLDER	NONE	NONE	20.74%	NONE	NONE	0	0%
BOBBY LEE VAUGHN ELBERTON, GA 30635 (USA)	BANKING	DIRECTOR	SVP / DIRECTOR	NONE	0.013%	NONE	NONE	0	0%