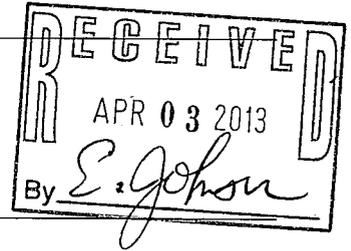


RECEIVED

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, William D. Lanford

Reporter's Name, Street, and Mailing Address

First State Bancshares of Blakely, Inc.

Name of the Holding Company Director and Official

Legal Title of Holding Company

CEO

P.O. Box 528

Title of the Holding Company Director and Official

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

I 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.

Blakely GA 39823  
City State Zip Code

10959 Columbia Highway

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:

Ron Hutchins CPA  
Name Title

229-723-3456

Area Code / Phone Number / Extension

229-723-3951

Area Code / FAX Number

ron@hcbh.net

E-mail Address

William D. Lanford  
Signature of Holding Company Director and Official

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

3/29/13  
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 1139840  
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

Form FRY-6

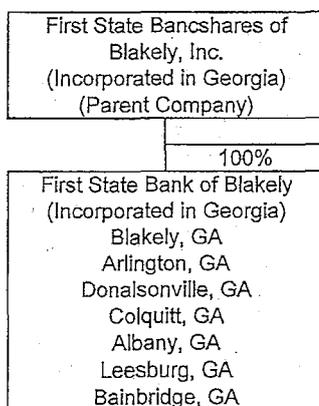
FIRST STATE BANCSHARES OF BLAKELY, INC.  
P. O. Box 528  
Blakely, GA 39823  
Year Ending December 31, 2012

Report Item

1. The bank holding company does not file Form 10K with the Securities and Exchange Commission.

An annual report to shareholders is not prepared.

2a. Organizational Chart:



2b.	<u>Branch</u>	<u>Date Opened</u>	<u>Address</u>	<u>County</u>	<u>Type of branch</u>
	First State Bank of Blakely Main office	1903	2213 S Main St Blakely, GA 39823	Early	Full service
	First State Bank of Arlington	1995	17641 N Highland Ave Arlington, GA 39813	Calhoun	Full service
	First State Bank of Donalsonville	1997	200 South Morris Ave Donalsonville, GA 39845	Seminole	Full service
	First State Bank of Colquitt	1997	106 West Crawford St Colquitt, GA 39837	Miller	Full service
	First State Bank of Albany	1997	2101 N Slappy Blvd Albany, GA 31706	Dougherty	Full service
	First State Bank of Leesburg	2003	114 Walnut Ave South Leesburg, GA 31763	Lee	Full service
	First State Bank of Bainbridge	2010	1200 E. Shotwell St. Bainbridge, GA 39818	Decatur	Full service

Form FRY-6  
December 31, 2012  
Report Item 3  
**FIRST STATE BANCSHARES OF BLAKELY, ING.**  
**SECURITIES HOLDERS**

Following is a list of shareholders, of record, that directly or indirectly owns, controls or holds with power to vote 5 percent or more of any class of voting securities of the Company.

**Part (1):**

(1) (a) Name City, State, Country	(1) (b) Country of Citizenship	(1) (c) Number of Shares Owned	(1) (c) Percent of Total Outstanding Shares
Lucy Y. Boutin Charitable remainder trust Lexington, KY, USA	USA	3,359	6.60% Common
Blair M. Bynum Palm City, FL, USA	USA	5,556	10.92% Common
Michael H. Bynum Tampa, FL, USA	USA	5,607	11.02% Common
Meade M. Bynum Irrevocable 1994 and 2005 Trusts Mike Bynum, Trustee Tampa, FL, USA	USA	3,218	6.32% Common
Samuel G. Bynum Tampa, FL, USA	USA	5,556	10.92% Common
Trust A u/w S. G. Maddox c/o Mike Bynum Tampa, FL, USA	USA	7,226	14.20% Common

Part (2): N/A

FORM FRY-6  
December 31, 2012  
Report Item 4  
FIRST STATE BANCSHARES OF BLAKELY, INC.  
INSIDERS

(1) Name, City State, Country	(2) Principal Occupation If Other Than With Bank Holding Company	(3)(a) Title & Position With Bank Holding Company	(3)(b) Title & Position With Subsidiaries	(3)(c) Title & Position With Other Businesses	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Direct & Indirect Subs of Bank Holding Company	(4) (c) Any Company Over 25% O/S Voting Securities
Samuel G. Bynum Tampa, FL, USA	Poultry/Egg Production	Director	Director	EVP Tampa Farm Services	10.92%	N/A	Tampa Farm Services 25%
William D. Lanford Columbia, AL, USA	President/CEO of First State Bank of Blakely	President/CEO Director	President/CEO of First State Bank Director	N/A	0.59%	N/A	N/A
Karen Cox Blakely, GA, USA	VP First State Bank of Blakely	Secretary	N/A	N/A	N/A	N/A	N/A
Ronald L. Collins Blakely, GA, USA	Retired	Director	Director	N/A	0.02%	N/A	N/A
Michael H. Bynum Tampa, FL, USA	Poultry/Egg Production	Director	Chairman/Director	President Tampa Farm Services	11.02%	N/A	Tampa Farm Services 25%
Phil Clinkscales Blakely, GA, USA	Retired	Director	Director	VP P&G Farms, Inc.	2.86%	N/A	P&G Farms, Inc. 50% C & C Farms 50%
James F. Hattaway III Blakely, GA, USA	Automobile Sales	Director	Director	President of Hattaway Motors, Inc.	3.91%	N/A	Hattaway Motors, Inc. 50% Hardrock Farms, LLC 100%
Robert E. McLendon Leary, GA, USA	Farmer	Director	Director	President Sunshine Warehouse, Inc. President Albany Cold Storage, Inc.	0.66%	N/A	Sunshine Warehouse, Inc. 100% Albany Cold Storage, Inc. 50%
Trust A u/w S. G. Maddox c/o Mike Bynum Tampa, FL, USA	N/A	N/A	N/A	N/A	14.22%	N/A	N/A

FORM FRY-6  
December 31, 2012  
Report Item 4  
**FIRST STATE BANCSHARES OF BLAKELY, INC.**  
**INSIDERS**

(1) Name, City State, Country	(2) Principal Occupation If Other Than With Bank Holding Company	(3)(a) Title & Position With Bank Holding Company	(3)(b) Title & Position With Subsidiaries	(3)(c) Title & Position With Other Businesses	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Direct & Indirect Subs of Bank Holding Company	(4 (c) Any Company Over 25% O/S Voting Securities
Nelson Hattaway Blakely, GA, USA	Farmer	Director	Director	Self-employed-- Hattaway Farms VP--Hattaway Motors, Inc.	4.62%	N/A	Hattaway Motors, Inc. 50% S.N.L. Farms 33%
Max M. Holman Blakely, GA, USA	Appraiser	Director	Director	Self-employed owner of Holman Appraisal Service	0.54%	N/A	Holman Appraisal Service 100%
Alex Howell, Jr. Blakely, GA, USA	Dentist	Director	Director	Dentist	0.33%	N/A	Alex Howell, Jr. DMD, PC 100%
Martin T. Howard, III Blakely, GA, USA	Manager	Director	Director	Pres.--Early Tractor, Inc.	0.06%	N/A	Early Tractor Co., Inc.--100%
Harold Still Ft. Gaines, GA, USA	Contractor	Director	Director	Pres.--Southern Ag. Com	0.98%	N/A	Southern Ag. Com--100%
Ike Newberry Arlington, GA, USA	Retired	Director	Director	N/A	0.16%	N/A	N/A
Blair M. Bynum Palm City, FL, USA	Poultry/egg Production	N/A	N/A	Exec. VP Tampa Farm Services	10.92%	N/A	Tampa Farm Services 25%
Jimmy Loyless Woodstock, GA	Bank Consulting	Director	Director	Self-employed owner of Sycamore Tree Consulting	N/A	N/A	N/A