

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.

I, David W Barnes
Name of the Holding Company Director and Official
President
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.

David W Barnes
Signature of Holding Company Director and Official
2-26-13
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 1136447
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
Frankewing Bancshares, Inc.
Legal Title of Holding Company
PO Box 1
(Mailing Address of the Holding Company) Street / P.O. Box
Frankewing TN 38459
City State Zip Code
2324 Hwy 64, Frankewing TN 38459
Physical location (if different from mailing address)

Person to whom questions about this report should be directed:
Jeffrey G Stewart EVP/Cashier
Name Title
931-363-1796
Area Code / Phone Number / Extension
931-424-9629
Area Code / FAX Number
jstewart@bank-of-frankewing.com
E-mail Address

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

Revised

ANNUAL REPORT OF BANK HOLDING COMPANIES
REPORTING FORM FR Y-6
AS OF DECEMBER 31, 2012
FRANKEWING BANCSHARES, INC., FRANKEWING, TENNESSEE

Report Item 1: The Annual Report to Shareholders is included with the FR Y-6 report.

Report Item 2: Organizational Chart

Frankewing Bancshares, Inc. is a one bank holding company with its main office in Frankewing, Tennessee. The state of incorporation is Tennessee.

Frankewing Bancshares, Inc. owns 100% of the voting stock of the Bank of Frankewing of Frankewing, Tennessee.

Frankewing Bancshares, Inc. does not own 5% or more of any class of stock of any corporation other than that of the Bank of Frankewing.

Report Item 2b: Domestic Branch Listing

Bank of Frankewing (Main Office)
June/1993
2324 Hwy 64
Frankewing, Giles County, TN, USA 38459
Full Service

Bank of Frankewing (Pulaski Branch)
May 2000
1671 W College Street
Pulaski, Giles County, TN, USA 38478
Full Service

Bank of Frankewing (Lawrenceburg Branch)
June 2005
1200 N Locust Ave
Lawrenceburg, Lawrence County, TN, USA, 38464
Full Service

Report Item 3: See the attached list of shareholders.

Frankewing Bancshares, Inc. has only one class of stock which is 381,570 shares of common stock with one vote per share.

Report Item 4: See the attached list of officers and directors.

**FR Y-6 REPORT ITEM 3
FRANKEWING BANCSHARES, INC.
SHAREHOLDERS WITH 5% OF TOTAL STOCK**

SHAREHOLDER	COUNTRY OF CITIZENSHIP	SHARES	PERCENTAGE
BETTY HOPKINS PULASKI TN 38478	USA	37,530	9.836%
MEADE C HOPKINS PULASKI TN 38478	USA	44,460	11.652 %
EARL WAKEFIELD PULASKI, TN 38478	USA	42,095	11.032%
KATHLEEN WAKEFIELD PULASKI , TN 38478	USA	28,652	7.508%

Part II: NONE

REPORT ITEM 4: DIRECTORS AND OFFICERS

Name, City, State, Country	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries (include names of subsidiaries)	Title & Position with other Businesses (include names of other businesses)	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	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.
David W. Barnes Petersburg TN USA	N/A	Director	Director & President (Bank of Frankewing)	N/A	1.494%	None	N/A
John Bryan, Jr. Dellrose TN USA	Retired	Director	Director (Bank of Frankewing)	President – Bryan Grain Inc.	1.322%	None	Bryan Grain, Inc. (100%)
Wade Edde Pulaski TN USA	Retired	Director	Director (Bank of Frankewing)	N/A	.262%	None	N/A
Meade C Hopkins Pulaski TN USA	N/A	Director/ Chairman	Director & CEO (Bank of Frankewing)	N/A	11.652%	None	N/A
Garry Littleton Lynnville TN USA	Sales – Col Littleton Ltd Inc	Director	Director (Bank of Frankewing)	N/A	.026%	None	Col Littleton Ltd, Inc. (100%)
Gerald Martin Pulaski TN USA	Auto Repair- Gerald’s Auto Body, LLC	Director	Director(Bank of Frankewing)	N/A	.524%	None	Gerald’s Auto Body, LLC (100%)
Mike Mayfield Pulaski TN USA	Director of Farm Credit Services in Giles County	Director	Director (Bank of Frankewing)	N/A	.122%	None	N/A
Earl Wakefield Pulaski TN USA	Retired	Director	Director (Bank of Frankewing)	N/A	11.032%	None	N/A