



FR Y-6
OMB Number 7100-0297
Approval expires December 31, 2014
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Board of Governors of the Federal Reserve System



Annual Report of Bank Holding Companies—FR Y-6

2600730

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)). 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 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). 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 Bank Holding Companies* must be signed by one director of the top-tier bank holding company. This individual should also be a senior official of the top-tier bank holding company. In the event that the top-tier bank 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 bank holding company's fiscal year-end):
December 31, 2011
Month / Day / Year

I, William G. Bond,
Name of the Bank Holding Company Director and Official
President, CEO, and Director
Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address
Frontier National Corporation
Legal Title of Bank Holding Company
P.O. Box 414
(Mailing Address of the Bank Holding Company) Street / P.O. Box
Chelsea AL 35043
City State Zip Code
16863 Highway 280, Chelsea, AL 35043
Physical location (if different from mailing address)

attest that the *Annual Report of Bank Holding Companies* (including the supporting attachments) for this report date have 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.

Person to whom questions about this report should be directed:
Jonathan A. Tavares Corporate Secretary
Name Title
205-380-0037
Area Code / Phone Number / Extension
205-380-0036
Area Code / FAX Number
jon.tavares@frontiernational.com
E-mail Address
www.frontierbank.net
Address (URL) for the Bank Holding Company's web page

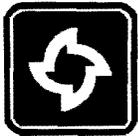
With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release 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.

William G. Bond
Signature of Bank Holding Company Director and Official
3/29/12
Date of Signature

For bank 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



**FRONTIER
NATIONAL
CORPORATION**

Post Office Box 414
16863 Highway 280
Chelsea, AL 35043

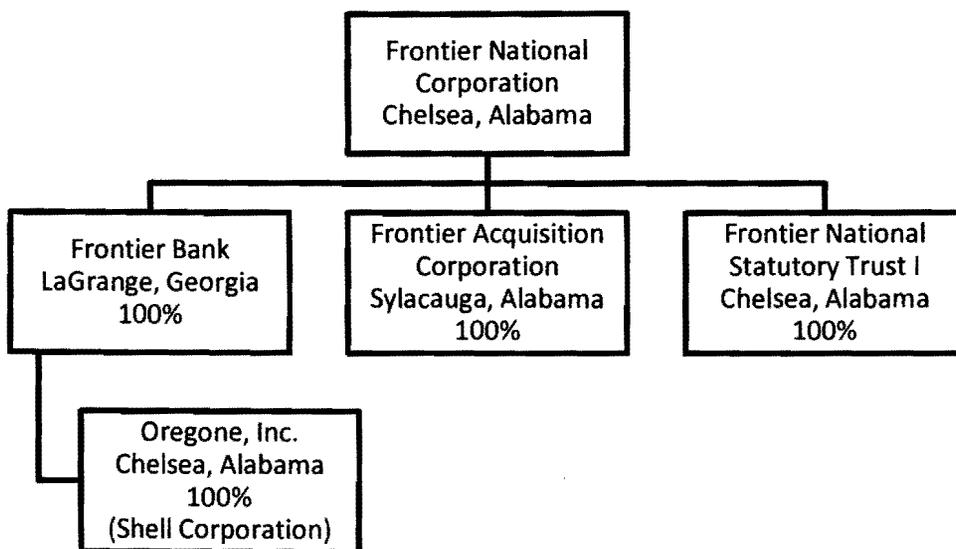
205-380-0065 Office
205-380-0036 Fax

**FORM FR Y-6
For Fiscal Year Ending
December 31, 2011**

Report Item 1: Annual Report to Shareholder

The bank holding company prepares an annual report for its shareholders. The annual report is not prepared. A copy of the report will be provided once it is completed.

Report Item 2a: Organizational Chart



Report Item 2b: Domestic Branch Listing

Branch listing submitted via electronic mail on Monday, March 26, 2012. A hard copy of the branch listing is attached to this form.

Results: A list of branches for your BHC: **FRONTIER NATIONAL CORPORATION (2600730) of CHELSEA, AL.**
The data are as of **06/30/2012**. Data reflects information that was received and processed through 07/05/2012.

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.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
		Full Service (Head Office)	255136	FRONTIER BANK	401 VERNON STREET	LA GRANGE	GA	30240	TROUP	UNITED STATES	10602	0	FRONTIER BANK	255136	
		Full Service	3114104	AUBURN BRANCH	1678 SOUTH COLLEGE STREET	AUBURN	AL	36832	LEE	UNITED STATES	360236	13	FRONTIER BANK	255136	
		Full Service	2458128	CHELSEA BRANCH	16863 HIGHWAY 280	CHELSEA	AL	35043	SHELBY	UNITED STATES	238729	10	FRONTIER BANK	255136	
		Full Service	1193459	CHILDERSBURG BRANCH	120 8TH AVENUE SOUTHWEST	CHILDERSBURG	AL	35044	TALLADEGA	UNITED STATES	238726	9	FRONTIER BANK	255136	
		Full Service	3489446	PELHAM BRANCH	2723 PELHAM PARKWAY	PELHAM	AL	35124	SHELBY	UNITED STATES	455403	15	FRONTIER BANK	255136	
		Full Service	2383985	SYLACAUGA BRANCH	135 JAMES PAYTON BLVD	SYLACAUGA	AL	35150	TALLADEGA	UNITED STATES	361328	8	FRONTIER BANK	255136	
		Full Service	3155527	SYLACAUGA BRANCH	43 NORTH BROADWAY	SYLACAUGA	AL	35150	TALLADEGA	UNITED STATES	1852	4	FRONTIER BANK	255136	
		Full Service	569637	VALLEY BRANCH	3216 20TH AVENUE	VALLEY	AL	36854	CHAMBERS	UNITED STATES	238068	12	FRONTIER BANK	255136	
		Full Service	417532	VINCENT BRANCH	42828 HWY 25	VINCENT	AL	35178	SHELBY	UNITED STATES	249550	11	FRONTIER BANK	255136	

Report Item 3: Securities Holders

(1) Current securities holders with ownership, control, or holdings of 5% or more with power to vote as of fiscal year ending December 31, 2011

(a) Name, city, and state/country	(b) Country of Citizenship or Incorporation	(c) Number and percentage of each class of voting securities
CM/FS Reeves Investments, L.P.*, The Charles M. Reeves, Jr. Credit Shelter Trust U/W Charles M. Reeves, Jr. Item V*, Frances S. Reeves* West Point, GA	USA	1,030,224 / 1,234,353** (28.22% / 33.81%) Common Stock
Harry I. Brown, Sr. Family LLC; Harry I. Brown, Sr. Sylacauga, AL	USA	332,699 (9.11%) Common stock 7,000 (0.19%) Options on common stock
Townson Investments, LLC*; Steven R. Townson & Debra D. Townson* Hoover, AL	USA	204,129 / 1,234,353** (5.59% / 33.81%) Common stock 20,000 (0.55%) Options on common stock

* Subject to a voting agreement

** Number of shares and percentages are reported as shares owned by the securities holder / collective shares subject to voting agreement

(2) Securities holders not listed in 3(1) that had ownership, control, or holdings of 5% or more with power to vote during the fiscal year ending December 31, 2011

(a) Name, city, and state/country	(b) Country of Citizenship or Incorporation	(c) Number and percentage of each class of voting securities
None	N/A	N/A

Report Item 4: Insiders

(1) Name, city, and state / country	(2) Principal occupation if other than with BHC	(3)(a) Title & Position with BHC	(3)(b) Title & Position with Subsidiaries (name of subsidiary)	(3)(c) Title & position with Other businesses (name of other business)	(4)(a) Percentage of voting shares in BHC	4(b) Percentage of voting shares in subsidiaries (name of subsidiary)	4(c) List of companies, including partnerships (Percentage of voting securities held, if more than 25% or more)
✓ CM/FS Reeves Investments, L.P.; The Charles M. Reeves, Jr., Credit Shelter Trust U/W/ Charles M. Reeves, Jr. Item V; Frances S. Reeves	N/A	N/A	N/A	N/A	28.22% / 33.81% *, **	None	N/A
✓ Harry I. Brown, Sr.*** Sylacauga, AL	N/A	Director Emeritus	Director Emeritus (Frontier Bank)	None	9.11% / 11.26%**	None	Harry I. Brown, Sr. Family, LLC (100%)
✓ Steven R. Townson**** Hoover, AL	N/A	President & Chief Executive Officer****	President & CEO (Frontier Bank) **** Chairman & CEO (Frontier Acquisition Corp.) **** Chairman, President & CEO **** (Frontier National Statutory Trust I)	None	5.59% / 33.81%*, **	None	Townson Investments, LLC (100%)
✓ Harry I. Brown, Jr.*** Sylacauga, AL	Financial Planner	None	None	Self-employed	2.15% / 11.26%**	None	Stewardship Investments, LLC (100%) Harry Brown & Co., LLC (100%)
✓ Barry D. Vaughn Sylacauga, AL	Attorney	Director	Director (Frontier Bank)	Partner (Proctor & Vaughn, LLC) Municipal Judge (Sylacauga, AL)	1.22%	None	Partner, Proctor & Vaughn, LLC (50%) Principal, DES Development, LLC (100%)
✓ Christopher N. Zodrow Auburn, AL	Attorney	Chairman	Chairman (Frontier Bank)	None	0.98%	None	N/A

(1) Name, city, and state / country	(2) Principal occupation if other than with BHC	(3)(a) Title & Position with BHC	(3)(b) Title & Position with Subsidiaries (name of subsidiary)	(3)(c) Title & position with Other businesses (name of other business)	(4)(a) Percentage of voting shares in BHC	4(b) Percentage of voting shares in subsidiaries (name of subsidiary)	4(c) List of companies, including partnerships (Percentage of voting securities held, if more than 25% or more)
✓ Don L. Machen Auburn, AL	Consultant Accountant	Director	Director (Frontier Bank)	Consultant (Machen, McChesney & Chastain)	0.73%	None	N/A
✓ Jerry L. Fielding Sylacauga, AL	State Senator & Attorney	Director	Director (Frontier Bank)	Senator (Alabama State Legislature) Attorney (Jerry L. Fielding, Attorney at Law)	0.61%	None	N/A
John N. Nicholson Birmingham, AL	N/A	Executive Vice President & Chief Credit Officer	Executive Vice President & Chief Credit Officer (Frontier Bank)	None	0.61%	None	N/A
Wanda P. Presley Talladega, AL	N/A	Executive Vice President & Chief Financial Officer	Executive Vice President, Chief Financial Officer, Chief Liquidity Officer	None	0.24%	None	N/A
John C. Sivley Helena, AL	N/A	N/A	Executive Vice President & Chief Lending Officer	Member (Chilatchee Creek Outfitters, LLC)	0.19%	None	Chilatchee Creek Outfitters, LLC (50%)
William G. Bond**** Birmingham, AL	N/A	Executive Vice President, and interim President & Chief Executive Officer during the medical leave of absence of Steven R. Townson****	Executive Vice President & Executive Officer in Charge**** (Frontier Bank)	None	0.03%	None	N/A

* Subject to a voting agreement

** Percentages are reported as shares owned by the securities holder / collective shares subject to voting agreement or attributed shares because of family relationship

*** Harry I. Brown, Sr. is the father of Harry I. Brown, Jr.

**** Steven R. Townson went on medical leave from Frontier National Corporation and all subsidiaries on November 17, 2011. William G. Bond was appointed Interim President & Chief Executive Officer of Frontier National Corporation and Executive Officer in Charge of Frontier Bank while Mr. Townson was on medical leave. Mr. Townson's employment with Frontier National Corporation and its subsidiaries was terminated on January 4, 2012 with Mr. Bond being appointed President, Chief Executive Officer, and Director of Frontier National Corporation and Frontier Bank in February & March 2012.