

Board of Governors of the Federal Reserve System



Annual Report of Bank 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)). 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, 2012
 Month / Day / Year

I, Charles S. Bowles, Jr.
 Name of the Bank Holding Company Director and Official
President/CEO
 Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address
Port City Holding Company, Inc.
 Legal Title of Bank Holding Company
Post Office Box 1070
 (Mailing Address of the Bank Holding Company) Street / P.O. Box
Bainbridge GA 39818
 City State Zip Code
400 West Shotwell Street, Bainbridge, Georgia 39819
 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:
Chris New CFO
 Name Title
229-248-3644
 Area Code / Phone Number / Extension

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.

Area Code / FAX Number
cnew@firstportcity.com
 E-mail Address
firstportcity.com
 Address (URL) for the Bank Holding Company's web page

[Signature]
 Signature of Bank Holding Company Director and Official
03/25/2013
 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 1082601
 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

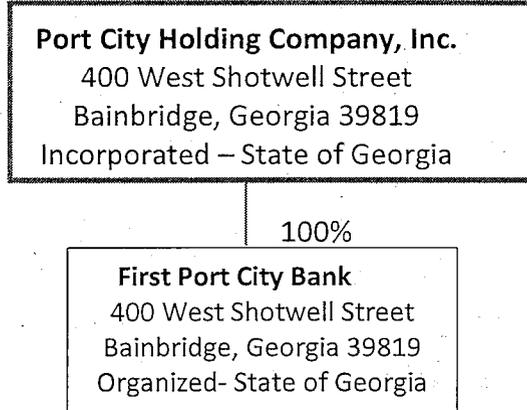
Form FR Y-6

Port City Holding Company, Inc.
400 West Shotwell Street
Bainbridge, Georgia 39819
Fiscal Year ending December 31, 2012

Report Item

1) The bank holding company prepares an annual report for its stockholders. Two copies will be submitted when final versions are received.

2a) Organizational chart



2b) No changes

3) 1-Securities Holders

1a,b

Name, City, State & Country

Sharber Investments LLP
 Jerry D. Sharber
 James E. Sharber, Jr.
 James E. Sharber, Managing
 General Partner
 Bainbridge, Georgia USA

Charles R. Rozier
 Georgia-Florida Investments, Ltd
 Pewsum Investments, LTD
 Bainbridge, Georgia USA

Alec Loyd Poitevint II
 Doreen Stiles Poitevint
 Bainbridge, Georgia, USA

1c

Number and percentage of shares

27,645 shares (14.58%) common stock

13,374 shares (7.05%) common stock

11,986 shares (6.32%) common stock

2-None

Reused

Results: A list of branches for your depository institution: FIRST PORT CITY BANK (ID_RSSD: 262237). This depository institution is held by PORT CITY HOLDING COMPANY, INC. (1082601) of BAINBRIDGE, GA. The data are as of 03/31/2013. 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.

Data Action	Effective Date	Branch		Zip							FDIC UNINUM*	Office Number*	Head Office		Comments
		Branch Service Type	ID_RSSD*	Popular Name	Street Address	City	State	Code	County	Country			Head Office	ID_RSSD*	
OK		Full Service (Head Office)	262237	FIRST PORT CITY BANK	400 WEST SHOTWELL STREET	BAINBRIDGE	GA	39819	DECATUR	UNITED STATES	15088	0	FIRST PORT CITY BANK	262237	
OK		Full Service	3386200	SOUTHSIDE BRANCH	1410 TALLAHASSEE HIGHWAY	BAINBRIDGE	GA	39819	DECATUR	UNITED STATES	445003	2	FIRST PORT CITY BANK	262237	

Report Item

4)

Name, City, State, Country	Principal Occupation	BHC Title	Bank Title	% BHC Stock	% Bank Stock	Other Company Affil.
Major H. Brannen Bainbridge, GA USA	Investment Advisor	Chairman	NA	.09	0	Warren & Brannen (50%) VP
Ted Martin Bainbridge, GA USA	Retired	Vice Chairman	NA	.82	0	None
Henry Metcalf Bainbridge, GA USA	Manu- facturing	Director	NA	1.68	0	NA
Bill Reynolds Bainbridge, GA USA	Insurance Advisor	Director	NA	1.17	0	Reynolds Jeffords Agency LLC (100%) Owner Vada Place LLC (40%) Member
Bill Burke Bainbridge, GA USA	CPA	Director	NA	.05	0	Burke, Worsham & Harrell, LLC (32%) Burke, Burke & Co. PC (40%) Pres. Betty Johnson 2005 trust (100%) Trustee Todd Johnson Trust (100%) Trustee Rebecca Di Stefano Insurance Trust (100%) Trustee
Tommy Dollar Bainbridge, GA USA	Farming	Director	NA	.22	0	Dollar Farm Products (100%) President
Matt Palmer Bainbridge, GA USA	Insurance Advisor	Director	NA	.04	0	The Palmer Agency, Inc. (100%) President
Jerry Sharber Bainbridge, GA USA	Retired	Director	NA	14.58	0	Jerry D. & J.E. Sharber Partnership (50%) partner
B. Thomas Conger Bainbridge GA, USA	Attorney	Director	NA	.99	0	Bainbridge Enterprises LLC (50%) Member Old School Enterprises LLC (50%) Member North Campus Enterprises LLC (100%)Member Conger Family Trust (100%) Trustee & Beneficiary B. Thomas Conger, Attorney at Law PC (100%) Pres. Pro Wash Investments LLC (100%) Member Bainbridge Ice Company LLC (50%) Member Three Dog Enterprises LLC (33 ¹ / ₃ %) Member
Charles S. Bowles, Jr. Bainbridge, GA USA	NA	President/CEO Director	President /CEO	.05	0	Charter Management Group, LLC (50%) Member Bainbridge Charter Management, Inc. (50%) Sec. /Treas. CDL, LLC (100%) Managing Member
Marvalynn W. Carroll Bainbridge GA, USA	NA	Director	SVP/ COO	.41	0	None
Jenny S. Herring Bainbridge, GA USA	NA	Secretary	AVP/ Secretary	.27	0	None

Name, City, State, Country	Principal Occupation	BHC Title	Bank Title	% BHC Stock	% Bank Stock	Other Company Affil.
L. Scott Ewing Bainbridge, GA USA	NA	NA	SVP/ Sr. Lender	.22	0	None
Christopher D. New Bainbridge, GA USA	NA	NA	SVP/ CFO	0	0	None