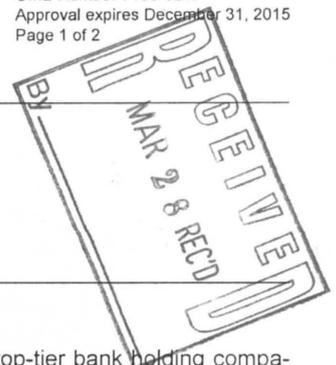


Board of Governors of the Federal Reserve System



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):

**March 26, 2013**

Month / Day / Year

I, D. Phil Polhill

Reporter's Name, Street, and Mailing Address

The Queensborough Company

Name of the Holding Company Director and Official

Chief Financial Officer

Legal Title of Holding Company

113 East Broad Street

Title of the Holding Company Director and Official

(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.

Louisville GA 30434

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:

Lacie Cobb Controller

Name Title

4786255041

Area Code / Phone Number / Extension

4786252014

Area Code / FAX Number

lcobb@qnbtrust.com

E-mail Address

*D. Phil Polhill*

Signature of Holding Company Director and Official

3-26-13

Date of Signature

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 1130904, 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

GP

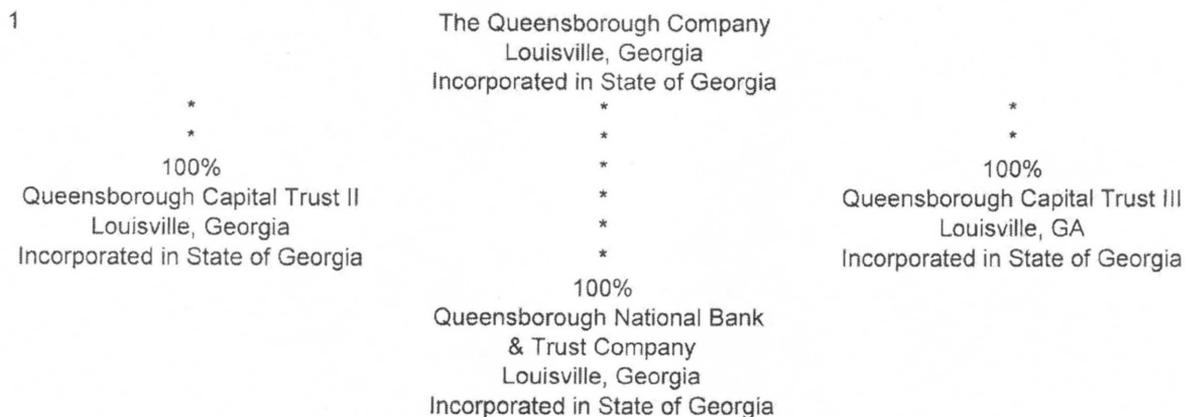
Revised

**Annual Report of Bank Holding Companies FR Y-6**  
**The Queensborough Company**  
**December 31, 2012**

**Report Item 1: Annual Report to Shareholders**

1. See attachment in email.

**Report Item 2 a: Organization Chart**



**Report Item 2 b: Domestic Branch Listing**

See attached.

**Report Item 3: Shareholders (all common shares)**

1a	1b	1c
J. Wayne Battle Rebecca Battle Wadley, GA	USA	75,235 5.95%
Lillian A. Easterlin and Estate of William Easterlin, Jr. Louisville, GA	USA	185,444 14.40%
William F. Easterlin, III Louisville, GA	USA	76,228 6.03%
Robert Brian Lewis Wrens, GA	USA	67,949 5.63%

2b

There were no shareholders that owned 5% or more during the fiscal year that do not at year-end.

**Results:** A list of branches for your depository institution: QUEENSBOROUGH NATIONAL BANK & TRUST COMPANY (ID\_RSSD: 960935). This depository institution is held by QUEENSBOROUGH COMPANY, THE (1130904) of LOUISVILLE, GA. The data are as of 12/31/2012. Data reflects information that was received and processed through 02/24/2013.

**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 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
OK		Full Service (Head Office)	960935	QUEENSBOROUGH NATIONAL BANK & TRUST COMPANY	113 EAST BROAD STREET	LOUISVILLE	GA	30434	JEFFERSON	UNITED STATES	1410	0	QUEENSBOROUGH NATIONAL BANK & TRUST COMPANY	960935	
OK		Full Service	3448096	ENTERPRISE MILL BRANCH	1450 GREENE STREET, SUITE 150	AUGUSTA	GA	30901	RICHMOND	UNITED STATES	457561	27	QUEENSBOROUGH NATIONAL BANK & TRUST COMPANY	960935	
OK		Full Service	3939437	WALTON WAY EXTENSION BRANCH	3617 WALTON WAY EXTENSION	AUGUSTA	GA	30909	RICHMOND	UNITED STATES	493088	29	QUEENSBOROUGH NATIONAL BANK & TRUST COMPANY	960935	
OK		Full Service	3266366	EVANS BRANCH	4321 WASHINGTON ROAD	EVANS	GA	30809	COLUMBIA	UNITED STATES	428082	24	QUEENSBOROUGH NATIONAL BANK & TRUST COMPANY	960935	
OK		Full Service	3144473	GROVETOWN BRANCH	5049 WRIGHTSBORO ROAD	GROVETOWN	GA	30813	COLUMBIA	UNITED STATES	364690	22	QUEENSBOROUGH NATIONAL BANK & TRUST COMPANY	960935	
OK		Full Service	3228225	TOBACCO ROAD BRANCH	2524 TOBACCO ROAD	HEPHZIBAH	GA	30815	RICHMOND	UNITED STATES	425177	23	QUEENSBOROUGH NATIONAL BANK & TRUST COMPANY	960935	
OK		Full Service	1189779	US 1 BY-PASS BRANCH	HWY 24 AND US 1	LOUISVILLE	GA	30434	JEFFERSON	UNITED STATES	191682	3	QUEENSBOROUGH NATIONAL BANK & TRUST COMPANY	960935	
OK		Full Service	3441903	FURY'S FERRY BRANCH	421 FURY'S FERRY ROAD	MARTINEZ	GA	30907	COLUMBIA	UNITED STATES	451637	25	QUEENSBOROUGH NATIONAL BANK & TRUST COMPANY	960935	
OK		Full Service	2998222	MARTINEZ BRANCH	4226 COLUMBIA ROAD	MARTINEZ	GA	30907	COLUMBIA	UNITED STATES	357880	18	QUEENSBOROUGH NATIONAL BANK & TRUST COMPANY	960935	
OK		Full Service	3034891	METTER BRANCH	24-28 NORTH BROAD STREET	METTER	GA	30439	CANDLER	UNITED STATES	360547	20	QUEENSBOROUGH NATIONAL BANK & TRUST COMPANY	960935	
OK		Full Service	799331	MIDVILLE BRANCH	JONES STREET	MIDVILLE	GA	30441	BURKE	UNITED STATES	10455	2	QUEENSBOROUGH NATIONAL BANK & TRUST COMPANY	960935	
OK		Full Service	615936	MILLEN BRANCH	311 EAST WINTHROP AVENUE	MILLEN	GA	30442	JENKINS	UNITED STATES	14797	14	QUEENSBOROUGH NATIONAL BANK & TRUST COMPANY	960935	
OK		Full Service	435639	SANDERSVILLE BRANCH	202 NORTH HARRIS STREET	SANDERSVILLE	GA	31082	WASHINGTON	UNITED STATES	191687	8	QUEENSBOROUGH NATIONAL BANK & TRUST COMPANY	960935	
OK		Full Service	3732816	SAVANNAH BRANCH	216 WEST HIGHWAY 80	SAVANNAH	GA	31408	CHATHAM	UNITED STATES	493087	28	QUEENSBOROUGH NATIONAL BANK & TRUST COMPANY	960935	
OK		Full Service	3732825	STATESBORO BRANCH	120 SOUTH ZETTEROWER AVE	STATESBORO	GA	30458	BULLOCH	UNITED STATES	191690	11	QUEENSBOROUGH NATIONAL BANK & TRUST COMPANY	960935	
OK		Full Service	2764744	SWAINSBORO DIVISION BRANCH	648 SOUTH MAIN STREET	SWAINSBORO	GA	30401	EMANUEL	UNITED STATES	191692	13	QUEENSBOROUGH NATIONAL BANK & TRUST COMPANY	960935	
OK		Full Service	2803250	SYLVANIA BRANCH	301 MIMS ROAD	SYLVANIA	GA	30467	SCREVEN	UNITED STATES	191689	10	QUEENSBOROUGH NATIONAL BANK & TRUST COMPANY	960935	
OK		Full Service	2387134	TENNILLE BRANCH	206 NORTH MAIN STREET	TENNILLE	GA	31089	WASHINGTON	UNITED STATES	191688	9	QUEENSBOROUGH NATIONAL BANK & TRUST COMPANY	960935	
OK		Full Service	2739902	THOMSON DIVISION BRANCH	549 WEST HILL BRANCH	THOMSON	GA	30824	WASHINGTON	UNITED STATES	359978	19	QUEENSBOROUGH NATIONAL BANK & TRUST COMPANY	960935	
OK		Full Service	509035	WADLEY BRANCH	116 MAIN ST	WADLEY	GA	30477	JEFFERSON	UNITED STATES	156	16	QUEENSBOROUGH NATIONAL BANK & TRUST COMPANY	960935	
OK		Full Service	1408685	WAYNESBORO BRANCH	721 LIBERTY ST	WAYNESBORO	GA	30830	BURKE	UNITED STATES	191683	4	QUEENSBOROUGH NATIONAL BANK & TRUST COMPANY	960935	
OK		Full Service	1837566	WRENS FACILITY	INTERSECTION OF US 18 AND 221	WRENS	GA	30833	JEFFERSON	UNITED STATES	191684	5	QUEENSBOROUGH NATIONAL BANK & TRUST COMPANY	960935	

Report Item 4: Insiders

Revised

1	2	3a	3b	3c	4a	4b	4c
Lillian A. Easterlin and Estate of William Easterlin, Jr. Louisville, GA USA	Retired	Principal Shareholder	N/A	N/A	14.4	N/A	None
Louisa Abbot Savannah, GA USA	Superior Ct. Judge	Director	N/A	N/A	0.18	N/A	None
Jeremiah Ashcroft Dawsonville, GA USA	College President	Director	N/A	President, Southern Catholic College	0.19	N/A	None
W.F. Easterlin, III Louisville, GA USA	N/A	Chairman, CEO, Director	President, CEO, Director, Queensborough National Bank & Trust Co.	CEO and Director Louisville Storage & Loan Co.	6.03	N/A	None
Tommy Jones Augusta, Ga USA	CPA Public Accounting	Director	Director Queensborough National Bank & Trust Co.	Managing Director Jones, Jones, Davis and Associates, CPA, PC	0.95	N/A	40%- Jones, Jones, Davis and Associates, CPA, PC
1	2	3a	3b	3c	4a	4b	4c
Olin R. Jackson Bartow, GA USA	Retired Farmer	Director	Director, Queensborough National Bank & Trust Co.	Director Louisville Storage & Loan & Ogeechee Leasing Co.	1.35	N/A	None
Sam S. Pennington Matthews, GA USA	Farmer	Director	Director Queensborough National Bank & Trust Co.	President Pennington Farms, Inc.	0.56	N/A	100% Pennington Farms, Inc.
D. Phillips Polhill Louisville, GA USA	N/A	CFO, VP Director	CFO, VP, Director Queensborough National Bank & Trust Co.	Director, CFO Louisville Storage & Loan Co., Inc.	0.66	N/A	None
Edith W. Pundt Wadley, GA USA	N/A	Director	Sr.VP Queensborough National Bank & Trust Co.	N/A	2.77	N/A	None
Julie Evans Louisville, GA USA	NA	Corporate Secretary	N/A	N/A	0.01	N/A	N/A

**Note:**

This list includes directors, insiders and principal shareholders of the Holding Company. It does not include Bank Subsidiary directors and executive officers.