

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.

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2012

Month / Day / Year

I, **Ronald L. Thigpen**

Reporter's Name, Street, and Mailing Address

Southeastern Bank Financial Corporation

Name of the Holding Company Director and Official

Legal Title of Holding Company

EVP and COO

P O Box 15367

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.

Augusta **GA** **30919**

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.

3530 Wheeler Road

Physical location (# different from mailing address)

Ronald L. Thigpen
Signature of Holding Company Director and Official

Person to whom questions about this report should be directed:

Nancy Sheahan **Accounting Manager**

Name Title

706-739-1363

Area Code / Phone Number / Extension

706-739-1359

Area Code / FAX Number

nsheahan@georgiabankandtrust.com

E-mail Address

11/3/26/13
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

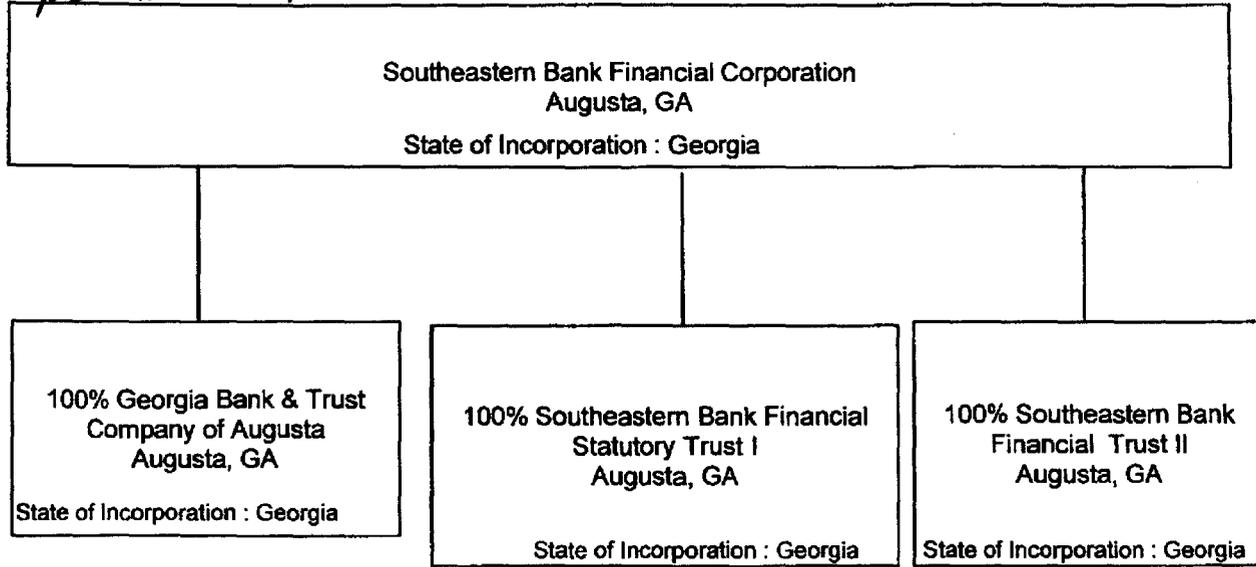
Does the reporter request confidential treatment for any portion of this submission?
 Yes Please identify the report items to which this request applies:
 In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.
 The information for which confidential treatment is sought is being submitted separately labeled "Confidential."
 No

For Federal Reserve Bank Use Only
RSSD ID _____
C.I. _____

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

Report Item #1 - Form 10K filed with Securities + Exchange Commission

Report item #2:



Revised

Item 2b. submitted via e-mail on March 19, 2012

Data Action	Effective Date	Branch Service Type	Popular Name	Street Address	City	State	Zip Code	County	Country	Comments
OK		Full Service (Head Office)	GEORGIA BANK & TRUST COMPANY OF AUGUSTA	3530 WHEELER RD	AUGUSTA	GA	30909	RICHMOND	UNITED STATES	
OK		Full Service	COTTON EXCHANGE BRANCH OFFICE	32 EIGHTH STREET	AUGUSTA	GA	30901	RICHMOND	UNITED STATES	
CHANGE		Full Service	WASHINGTON ROAD OFFICE	3133 WASHINGTON ROAD	AUGUSTA	GA	30907	RICHMOND	UNITED STATES	Name Change
OK		Full Service	MEDICAL CENTER OFFICE	1530 WALTON WAY	AUGUSTA	GA	30904	RICHMOND	UNITED STATES	
OK		Full Service	SOUTHSIDE OFFICE	3111 PEACH ORCHARD RD	AUGUSTA	GA	30906	RICHMOND	UNITED STATES	
CHANGE		Full Service	EVANS EXPRESS BRANCH OFFICE	4440 WASHINGTON ROAD	EVANS	GA	30809	COLUMBIA	UNITED STATES	Address Correction
CHANGE		Full Service	EVANS OFFICE	627 RONALD REAGAN DRIVE	EVANS	GA	30809	COLUMBIA	UNITED STATES	Address Correction
OK		Full Service	FURY'S FERRY BRANCH OFFICE	409 FURY'S FERRY ROAD	MARTINEZ	GA	30907	COLUMBIA	UNITED STATES	
OK		Full Service	MARTINEZ OFFICE	4109 COLUMBIA ROAD	MARTINEZ	GA	30907	COLUMBIA	UNITED STATES	
OK		Full Service	LAURENS STREET BRANCH	149 LAURENS STREET, NW	AIKEN	SC	29801	AIKEN	UNITED STATES	
OK		Full Service	SOUTH AIKEN BRANCH	1001 PINE LOG ROAD	AIKEN	SC	29803	AIKEN	UNITED STATES	
OK		Full Service	NORTH AUGUSTA BRANCH	336 GEORGIA AVE	NORTH AUGUSTA	SC	29841	AIKEN	UNITED STATES	

Copy to Chris 5/7/13

Form FR Y-6
December 31, 2012

Report Item 3: Shareholders

(1)(a) (1)(b) (1)(c) (2)(a) (2)(b) (2)(c)

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-12			Shareholders not listed in (3)(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-12		
(1)(a) Name (City, State/Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name (City, State/Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of voting Securities
Robert W. Pollard, Jr. (including family members and Pollard Land Company) Appling, Georgia/USA	USA	577,626 – 8.65% Common Stock	None		
R. Daniel Blanton (including family members) Augusta, Georgia/USA	USA	552,182– 8.27% (includes 8,800 shares in exercisable options) Common Stock			
Levi A. Pollard (including family members) Appling, Georgia/USA	USA	506,991 – 7.59% Common Stock			
RWP, Sr. Enterprises, LLLP Appling, Georgia/USA	USA	1,017,742 – 15.24% Common Stock			

Form FR Y-6
December 31, 2012

Report Item 4: Insiders

(1) (2) (3)(a)(b)(c) and (4)(a)(b)(c)

(1) Names (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 (including names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) 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)
William J. Badger Evans, GA/USA	Lumber Company President	Director	Director, Georgia Bank & Trust Co.	President, Howard Lumber Co.	1.47%	N/A	Howard Lumber Co. 100% Augusta Sash & Door Co. 100%
R. Daniel Blanton Augusta, GA/USA	N/A	Director, President & CEO	Director, President & CEO, Georgia Bank & Trust Co.	N/A	8.27%	N/A	N/A
Warren A. Daniel Augusta, GA/USA	Insurance	Director	Director, Georgia Bank & Trust Co.	Financial Representative, The Northwestern Mutual Financial Network; President, Group & Benefits Consultants, Inc.	0.80%	N/A	Group & Benefits Consultants, Inc. 50%
Edward G. Meybohm Augusta, GA/USA	Realtor	Vice Chairman of the Board	Chairman of the Board, Georgia Bank & Trust Co.	President, Meybohm Realty, Inc.; President, Meybohm Realtors LLC; Partner, Riverwood LLC; Partner, Meybohm Commercial Properties LLC; Partner, Silver Bluff, LLC; Partner, Champions Retreat Golf Founders, LLC; Partner, MMD, LLC; Partner, Champions Retreat Golf Management, LLC;	4.37%	N/A	Meybohm Realty, Inc. 100% Meybohm Realtors, LLC 60% Riverwood Land, LLC 40% Meybohm Commercial Properties, LLC 70% Silver Bluff, LLC 60% MMD, LLC 50% Champions Retreat Golf Management, LLC 50% Canterbury Farms LLC 33-1/3% Lot 14 Founders Village 33-1/3% CSRA Development, LLC 33-1/3%

(1) Names (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 (including names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) 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)
				President, Meybohm Family Limited Partnership; Partner, Lot 14 Founders Village; Partner, CSRA Development, LLC; Partner, Arcadia Venture, LLC; Partner, CSRA Blue Sky, LLC; Partner, Meybohm Development Group Partner, Grovetown Center, LLC; Partner, Academy Center, LLC; Partner, Hidden Creek Equestrian, LLC; Partner, Champions Golf Properties, LLC; Partner, Edenfield Tract, LLC; Partner, Rhodes Farm, LLC Partner, Riverwood Towne Center, LLC Partner, Meybohm Riverwood, LLC Partner, Bridle Creek of Aiken, LLC Partner, Canterbury Farms, LLC Partner, Meybohm Scarborough Insurance, LLC Trustee, Lynn Meybohm Irrevocable Gift Trust Trustee, Edward G. Meybohm Sr. Irrevocable Gift Trust Partner, CSRA Blackstone			Arcadia Venture, LLC 40% CSRA Blue Sky, LLC 33-1/3% Meybohm Development Group 50% Grovetown Center, LLC 50%; Academy Center, LLC 50%; Champions Golf Properties, LLC 38%; Edenfield Tract, LLC 65%; Rhodes Farm, LLC 33 1/3% Riverwood Towne Center, LLC 50% Meybohm Riverwood, LLC 100% Meybohm Scarborough Insurance, LLC 100% CSRA Blackstone 33- 1/3%

(1) Names (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 (including names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) 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)
Robert W. Pollard, Jr. Appling, GA/USA	Lumber Company President	Chairman of the Board	Vice Chairman of the Board, Georgia Bank & Trust Co.	President & Board Chairman, Pollard Lumber Co; President & Board Chairman, Pollard Land Co. Inc.; EVP, Riverwood Land LLC; Board Chairman, Lexicor Medical Technology	8.65%	N/A	Riverwood Land LLC 40% Champions Retreat Golf Founders 30%
Randolph R. Smith, MD Augusta, GA/USA	Physician	Director	Director, Georgia Bank & Trust Co.	Partner, Augusta Plastic Surgery Assoc. PC	4.84%	N/A	N/A
Ronald L. Thigpen Augusta, GA/USA	N/A	Director, EVP & COO	Director, EVP & COO, Georgia Bank & Trust Co.; Administrator, Southeastern Bank Financial Statutory Trust I & Southeastern Bank Financial Trust II	N/A	1.05%	N/A	N/A
Darrell R. Rains Aiken, South Carolina/USA	N/A	Group VP & CFO	Group VP & CFO	N/A	0.33%	N/A	N/A
Larry S. Prather, Sr. Harlem, Georgia/USA	Construction	Director	Director, Georgia Bank & Trust Co.	Owner, Prather Construction; Euchee Creek Dev. Co.; Walker Hill LLC; Partner, Hidden Creek Equestrian, LLC; Partner Bridle Creek of Aiken, LLC	0.71%	N/A	Prather Construction Inc. 100%; Walker Hill LLC 50%; Hidden Creek & Bridle Creek, LLC 25%
John W. Trulock, Jr. Augusta, GA/USA	Insurance	Director	Director, Georgia Bank & Trust Co.	Partner, ECP Benefits, LLC	0.06%	N/A	N/A
Levi A. Pollard, V Appling, GA/USA	Lumber Company	N/A	N/A	Executive Vice President, Pollard Lumber Co.	7.59%	N/A	Pollard Lumber Co. 30% Pollard Land Co. 30%
RWP, Sr. Enterprises, LLLP	N/A	N/A	N/A	N/A	15.24%	N/A	N/A

(1) Names (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 (including names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) 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)
Appling, GA/USA							
W. Marshall Brown Augusta, Georgia/USA	Financial Consultant	Director	N/A	Financial Consultant, UBS Financial Services	0.11%	N/A	N/A
Patrick Cunning Aiken, South Carolina/USA	Real Estate Developer	Director	Chairman of the Board, Southern Bank and Trust	CEO, Sidewood Development	0.10%	N/A	ARC Properties 33%