

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, 2013
Month / Day / Year

I, **Cornelius P. Holland, III**

Reporter's Name, Street, and Mailing Address
Southeastern Banking Corporation

Name of the Holding Company Director and Official
President and Chief Executive Officer, Director

Legal Title of Holding Company
1010 North Way / P.O. Box 455

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.

Darien **GA** **31305**
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:

Donald J. "Jay" Torbert, Jr. **Treasurer**

Name Title

912-261-3225

Area Code / Phone Number / Extension

912-264-8380

Area Code / FAX Number

jay.torbert@southeasternbank.com

E-mail Address

www.southeasternbank.com

Address (URL) for the Holding Company's web page

Signature of Holding Company Director and Official

03/25/2014

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 **1082058**
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

For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

N/A

Legal Title of Subsidiary Holding Company

(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City State Zip Code

Physical location (if different from mailing address)

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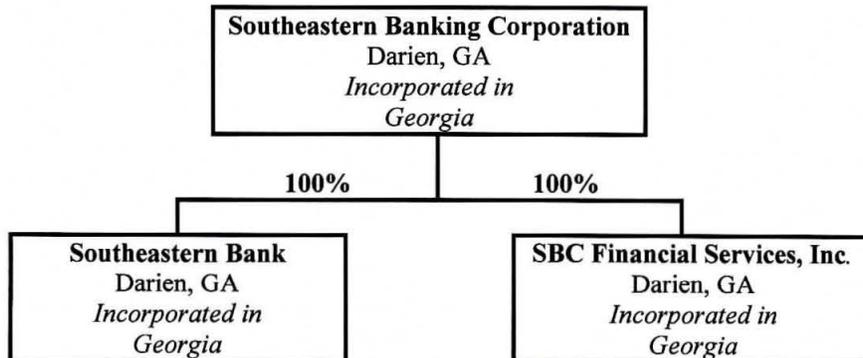
Form FR Y-6

SOUTHEASTERN BANKING CORPORATION
1010 North Way Street, P. O. Box 455
Darien, Georgia 31305
Fiscal Year Ending December 31, 2013

Item 1: Annual Report to Shareholders

The Company prepares an annual report for its shareholders, but it is **no longer** registered with the Securities and Exchange Commission ("SEC"). The Company deregistered its stock with the SEC effective July 30, 2012. The Company's 2013 Annual Report is not available as of the submission date of this Form FR Y-6. The Company will forward copies of its 2013 Annual Report as soon as practicable (but no later than April 30, 2014) under separate cover to the Federal Reserve Bank of Atlanta.

Item 2a: Organization Chart



Item 2b: Domestic Branch Listing

The Company's list of domestic branches was submitted via email to the Federal Reserve Bank of Atlanta at structure3@atl.frb.org on March 6, 2014. A copy of the branch list is also included as an attachment to this Form FR Y-6.

Results: A list of branches for your depository institution: SOUTHEASTERN BANK (ID_RSSD: 210238).
 This depository institution is held by SOUTHEASTERN BANKING CORPORATION (1082058) of DARIEN, GA.
 The data are as of 12/31/2013. Data reflects information that was received and processed through 04/07/2014.

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)	210238	SOUTHEASTERN BANK	1010 NORTH WAY	DARIEN	GA	31305	MCINTOSH	UNITED STATES	3870	0	SOUTHEASTERN BANK	210238	
OK		Full Service	1745830	CALLAHAN BRANCH	542238 US HWY 1	CALLAHAN	FL	32011	NASSAU	UNITED STATES	281161	17	SOUTHEASTERN BANK	210238	
OK		Full Service	314332	HILLIARD BRANCH	15885 COUNTY ROAD 108	HILLIARD	FL	32046	NASSAU	UNITED STATES	252524	16	SOUTHEASTERN BANK	210238	
OK		Full Service	1161980	YULEE BRANCH	463128 STATE ROAD 200	YULEE	FL	32097	NASSAU	UNITED STATES	38851	15	SOUTHEASTERN BANK	210238	
OK		Full Service	3306105	SCRANTON ROAD BRANCH OFFICE	15 TRADE STREET	BRUNSWICK	GA	31525	GLYNN	UNITED STATES	433245	20	SOUTHEASTERN BANK	210238	
OK		Full Service	317931	EULONIA BRANCH	15039 HWY 17	EULONIA	GA	31331	MCINTOSH	UNITED STATES	208010	1	SOUTHEASTERN BANK	210238	
OK		Full Service	352932	FOLKSTON BRANCH	4233 SECOND STREET NORTH	FOLKSTON	GA	31537	CHARLTON	UNITED STATES	10894	2	SOUTHEASTERN BANK	210238	
OK		Full Service	73330	HOBOKEN BRANCH	4604 MAIN STREET EAST	HOBOKEN	GA	31542	BRANTLEY	UNITED STATES	238814	4	SOUTHEASTERN BANK	210238	
OK		Full Service	614733	KINGSLAND BRANCH	1501 GA HWY 40 EAST	KINGSLAND	GA	31548	CAMDEN	UNITED STATES	238815	7	SOUTHEASTERN BANK	210238	
OK		Full Service	615235	NAHUNTA BRANCH	105 BACON STREET	NAHUNTA	GA	31553	BRANTLEY	UNITED STATES	238813	3	SOUTHEASTERN BANK	210238	
OK		Full Service	3017849	RICHMOND HILL BRANCH	2004 HIGHWAY 17	RICHMOND HILL	GA	31324	BRYAN	UNITED STATES	360503	19	SOUTHEASTERN BANK	210238	
OK		Full Service	1862157	SAINT MARYS BRANCH	2512 OSBORNE ROAD	SAINT MARYS	GA	31558	CAMDEN	UNITED STATES	287163	11	SOUTHEASTERN BANK	210238	
OK		Full Service	113731	WOODBINE BRANCH	414 BEDELL AVENUE	WOODBINE	GA	31569	CAMDEN	UNITED STATES	11004	5	SOUTHEASTERN BANK	210238	

Form FR Y-6

SOUTHEASTERN BANKING CORPORATION
 1010 North Way Street, P. O. Box 455
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 Fiscal Year Ending December 31, 2013

Item 3: Securities Holders

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

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending December 31, 2013:

(1)(a) Name, City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities
Alyson G. Beasley Crescent, GA, USA	USA	823,319 shares common stock (26.31%) ¹ 5,000 options to acquire shares of common stock (<1%) ²
William Downey St. Simons Island, GA, USA	USA	182,514 shares common stock (5.83%)

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

Securities holders 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 December 31, 2013:

(2)(a) Name, City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
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None.

¹ Ms. Beasley's beneficial ownership includes various shares held in a fiduciary capacity as Executrix or Trustee.

² Ms. Beasley received option grants for 5,000 shares of common stock in 2009. At December 31, 2013, all 5,000 options were vested and exercisable.

SOUTHEASTERN BANKING CORPORATION

1010 North Way Street, P. O. Box 455

Darien, Georgia 31305

Fiscal Year Ending December 31, 2013

Item 4: Insiders

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

Principal securities holders, directors, and executive officers of the Company as of the fiscal year ended December 31, 2012 are as follows:

(1) Name, 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 (include 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 ³	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (include partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Alyson G. Beasley Crescent, GA USA	N/A	Executive Vice President and Director	Executive Vice President, Chief Operations Officer, Assistant Corporate Secretary and Director (Southeastern Bank); Treasurer and Director (SBC Financial Services, Inc.)	N/A	25.98% (823,919 shares plus 5,000 options)	None	N/A
Albert P. Downey St. Simons Island, GA USA	Realtor	Director	Director (Southeastern Bank)	Vice President (Golden Isles Realty Company, St. Simons Island, GA)	0.19% (6,191 shares)	None	Golden Isles Realty Company (47.5%)

(Item 4 table continued on page 4)

³ Percentage ownership is based on 3,129,388 shares of common stock outstanding plus 59,250 stock options exercisable as of December 31, 2013.

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(1) Name, 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 (include 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	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (include partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
William Downey St. Simons Island, GA USA	Retired	N/A ⁵	N/A	Secretary (Wymberly Development Company, Inc., St. Simons Island, GA); General Partner (DMP Partnership, St. Simons Island, GA); Manager (Downey Company, LLC, St. Simons Island, GA); General Partner (Downey Family Limited Partnership, St. Simons Island, GA)	5.72% (182,514 shares)	None	Wymberly Development Company (37.50%); Downey Family Limited Partnership (42.50%)
Jerry W. Harper St. Simons Island, GA USA	Certified Public Accountant	Director	Director (Southeastern Bank)	Certified Public Accountant (Schell & Hogan, LLP, St. Simons Island, GA)	0.06% (2,050 shares)	None	Palm Partners, LP (56.21% joint w/ spouse, 43.79% owned by trust in which he is trustee and remainder beneficiary)
Cornelius P. Holland, III St. Simons Island, GA USA	N/A	President and Chief Executive Officer, Director	President and Chief Executive Officer, Director (Southeastern Bank); President and Director (SBC Financial Services, Inc.)	N/A	1.09% (19,862 shares plus 15,000 options)	None	N/A

(Item 4 table continued on page 5)

⁴ Percentage ownership is based on 3,129,388 shares of common stock outstanding plus 59,250 stock options exercisable as of December 31, 2013.

⁵ Although William Downey is not a director or executive officer of the bank holding company, information is provided because he is considered a "principal securities holder" of the bank holding company.

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Fiscal Year Ending December 31, 2013

(1) Name, 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 (include 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 ⁶	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (include partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Alva J. Hopkins, III Folkston, GA USA	Timber Land Management	Director	Director (Southeastern Bank)	President and Director (Toledo Manufacturing Company); Secretary, Treasurer and Director (Gowen Timber Company, Inc., Folkston, GA); Director (Hopkins-Gowen Oil Company, Folkston, GA); Vice President (GTHD, Folkston, GA); Secretary, Treasurer and Director (Uptrend, Inc., Folkston, GA); President (Forest Landowners Association, Atlanta, GA)	1.55% (49,544 shares)	None	Gowen Timber Company, Inc. (25%); Uptrend, Inc. (25%)
John C. Houser St. Simons Island, GA USA	N/A	None	Executive Vice President (Southeastern Bank)	N/A	0.32% (100 shares plus 10,000 options)	None	N/A
R. Lanier Miles St. Simons Island, GA USA	Retired Bank Officer	Director	Director (Southeastern Bank)	N/A	0.06% (1,900 shares)	None	N/A

(Item 4 table continued on page 6)

⁶ Percentage ownership is based on 3,129,388 shares of common stock outstanding plus 59,250 stock options exercisable as of December 31, 2013.

SOUTHEASTERN BANKING CORPORATION

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Fiscal Year Ending December 31, 2013

(1) Name, 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 (include 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 ⁷	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (include partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Craig Root St. Marys, GA USA	Outdoor Advertising	Director	Director (Southeastern Bank)	President (Vista Outdoor Corp. D/B/A Vista Outdoor Advertising, St. Marys, GA); President (Satilla Planning, Inc., St. Marys, GA); Secretary-Treasurer (Satilla Business Services, Inc., St. Marys, GA)	1.15% (36,643 shares)	None	Vista Outdoor Corp. D/B/A Vista Outdoor Advertising (100%); Satilla Planning, Inc. (50% with remaining 50% owned by spouse); Satilla Business Services, Inc. (100% owned by spouse); Lake Meta, LLC (33.33%)
Donald J. Torbert, Jr. St. Simons Island, GA USA	N/A	Treasurer	Executive Vice President and Chief Financial Officer (Southeastern Bank)	N/A	0.07% (2,300 shares)	None	N/A
John E. Zoucks Darien, GA USA	Tele- communications Executive	Director	Director (Southeastern Bank)	Chief Operations Officer (Darien Telephone Company, Darien, GA)	0.03% (800 shares)	None	None

⁷ Percentage ownership is based on 3,129,388 shares of common stock outstanding plus 59,250 stock options exercisable as of December 31, 2013.