

Board of Governors of the Federal Reserve System



Annual Report of Bank Holding Companies—FR Y-6

1085938

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, Patricia A. Nelson

Name of the Bank Holding Company Director and Official

**Chairman**

Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

**The Weatherford Foundation of Red Bay, Alabama, Inc.**

Legal Title of Bank Holding Company

P.O. Box 449

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

Red Bay Alabama 35582

City State Zip Code

200 4<sup>th</sup> Avenue SW

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.

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.

Person to whom questions about this report should be directed:

Ruth C. Ginn, Secretary

Name Title

(256) 356-5623

Area Code / Phone Number / Extension

(256) 356-5646

Area Code / FAX Number

ruthginn@communityspiritbank.com

E-mail Address

N/A

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

Signature of Bank Holding Company Director and Official

03/19/2012

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 1085938

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 Bank Holding Companies

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

**Independent Bancshares, Inc.**  
**Employee Stock Ownership Plan #3587294**  
**(An ESOP Holding Company)**

Legal Title of Subsidiary Bank Holding Company

P.O. Box 449

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

Red Bay Alabama 35582

City State Zip Code

200 4<sup>th</sup> Avenue SW

Physical location (if different from mailing address)

Legal Title of Subsidiary Bank Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

**Independent Bancshares, Inc. #1023341**  
**(A Subsidiary of WF)**

Legal Title of Subsidiary Bank Holding Company

P.O. Box 449

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

Red Bay Alabama 35582

City State Zip Code

200 4<sup>th</sup> Avenue SW

Physical location (if different from mailing address)

Legal Title of Subsidiary Bank Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

**Spirit Bancshares, Inc. #2735940**  
**(A Subsidiary of IB, Inc.)**

Legal Title of Subsidiary Bank Holding Company

P.O. Box 430

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

Belmont Mississippi 38827

City State Zip Code

342 2<sup>nd</sup> Street

Physical location (if different from mailing address)

Legal Title of Subsidiary Bank Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Bank Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Bank Holding Company

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

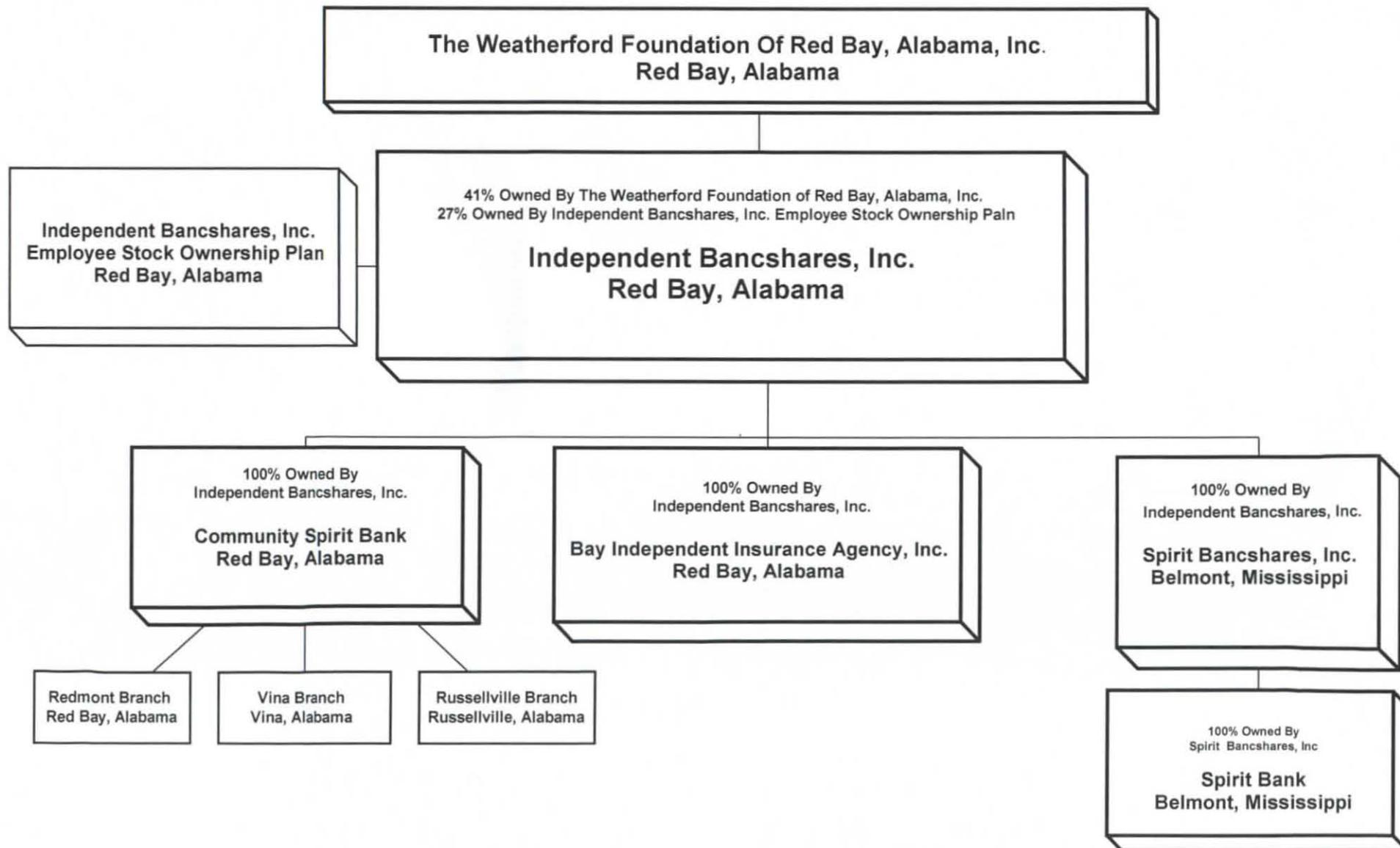
City State Zip Code

Physical location (if different from mailing address)

Form FR Y-6  
THE WEATHERFORD FOUNDATION OF RED BAY, ALABAMA, INC.  
RED BAY, ALABAMA  
Fiscal Year Ending December 31, 2011

Report Item

- 1: The BHC does prepare an Annual Report for it's shareholders; however, it is not available at this time, and will be forwarded to the District Federal Reserve Bank as soon as possible.
- 2a: Organizational Chart
- 2b: Domestic Branch Listing Submitted via email on 03/19/2012.



**Form FR Y-6**  
**The Weatherford Foundation of Red Bay, Alabama, Inc.**  
**Top Tier Holding Company**  
December 31, 2011

**Report Item 3: Shareholders**

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

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-11			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 12-31-11		
(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name & Address (City, State, Country)	(2) (b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Billy M. Bolton Red Bay, AL USA	USA	20% Voting Power*	None		
Patricia A. Nelson Red Bay, AL USA	USA	20% Voting Power*			
Ruth Ginn Red Bay, AL USA	USA	20% Voting Power*			
Tammy Montgomery Red Bay, AL USA	USA	20% Voting Power*			
Bradley M. Bolton Red Bay, AL USA	USA	20% Voting Power*			

\*No actual shares of stock issued for this company.

**Form FR Y-6**  
**Independent Bancshares, Inc. Employee Stock Ownership Plan**  
 December 31, 2011

**Report Item 3: Shareholders**

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

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-11			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 12-31-11		
(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Billy M. Bolton Red Bay, AL USA	USA	50% Voting Power	None		
Tammy Montgomery Red Bay, AL USA	USA	50% Voting Power			

**Form FR Y-6  
Independent Bancshares, Inc.**

(Owned 41.54% by The Weatherford Foundation of Red Bay, Alabama, Inc. and 27.17% by Independent Bancshares, Inc, ESOP)  
December 31, 2011

**Report Item 3: Shareholders**

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

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-11			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 12-31-11		
(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Billy M. Bolton Red Bay, AL USA	USA	350 Shares .86% Common Stock 20% Voting Power for H/C	None		
Bobby Canup Tremont, MS USA	USA	1,782 Shares 4.37% Common Stock 20% Voting Power for H/C			
Marc Dempsey Florence, AL USA	USA	577 Shares 1.42% Common Stock 20% Voting Power for H/C			
Patricia A. Nelson Red Bay, AL USA	USA	1,029 Shares 2.52% Common Stock 20% Voting Power for H/C			
David Tiffin Red Bay, AL USA	USA	1,345 Shares 3.30% Common Stock 20% Voting Power for H/C			
Employee Stock Ownership Plan Red Bay, AL USA	USA	11,074 Shares 27.17% Common Stock			
The Weatherford Foundation of Red Bay, Alabama, Inc. Red Bay, AL USA	USA	16,934 Shares 41.54% Common Stock			

**Form FR Y-6**  
**Spirit Bancshares, Inc.,**  
**(Owned 100% by Independent Bancshares, Inc.)**  
 December 31, 2011

**Report Item 3: Shareholders**

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

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-11

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 12-31-11

(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Billy M. Bolton Red Bay, AL USA	USA	20.00% Voting Power	None		
Bobby Canup Tremont, MS USA	USA	20.00% Voting Power			
Marc Dempsey Florence, AL USA	USA	20.00% Voting Power			
Patricia A. Nelson Red Bay, AL USA	USA	20.00% Voting Power			
David Tiffin Red Bay, AL USA	USA	20.00% Voting Power			
Independent Bancshares, Inc. Red Bay, AL USA	USA	500 Shares 100% Ownership (Common Stock)			

**Form FR Y-6**  
**The Weatherford Foundation of Red Bay, Alabama, Inc.**  
**Top Tier Holding Company**  
December 31, 2011

**Report Item 4: Directors and Officers**

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

(1) Names & Address (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)(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 held (List names of companies and percentage of voting securities held)												
Patricia A. Nelson Red Bay, AL USA	Retired Banker Dir/Vice-Ch/Sec to Bd Community Spirit Bank	Chairperson Trustee	V-Ch/Dir/Sec.to Bd, IB,Inc.  Chair/Dir/Sec. to Bd., SB.Inc. V-Pres/Dir of BIIA,Inc. V-Ch/Dir/Sec. to Bd,CSB Chair/Dir/Sec. To Bd, SB	Owner, Pat's Arboretum Inn	20% Voting Power	2.52% of IB,Inc. (Common Stk) 20.00% Vot Power,IB,Inc. 20.00% Vot Power, SB,Inc. 33.33% Vot Power, BIIA,Inc. 16.67% Vot Power, CSB 20.00% Vot Power, SB	100% - Pat's Arboretum Inn												
Billy M. Bolton Red Bay, AL USA	Director/Chairman Community Spirit Bank	Vice-Chairman Trustee	Chm/Pres/Dir, IB,Inc.  Pres/Dir., SB,Inc. Pres/Dir., BIIA,Inc. Chm/Dir, CSB President/CEO/Director, SB Trustee, ESOP	N/A	20% Voting Power	.86% of IB,Inc. (Common Stk) 20.00% Vot Power,IB,Inc. 20.00% Vot Power, SB,Inc. 33.33% Vot Power, BIIA,Inc. 16.67% Vot Power, CSB 20.00% Vot Power, SB 50.00% Vot Power, ESOP	N/A												
Ruth C. Ginn Red Bay, AL USA	VP-Adm/Audit Manager/Purch. Officer Community Spirit Bank	Secretary/Treasurer Trustee	VP/Adm/Audit Manager/Purchasing Officer of CSB	N/A	20% Voting Power	N/A	N/A												
Tammy Montgomery Red Bay, AL USA	VP/COO/Dir. Of Human Resource Community Spirit Bank	Trustee	VP/COO/Director of Human Resource of CSB Trustee, ESOP	N/A	20% Voting Power	.49% of IB,Inc. (Common Stk)  50.00% Vot Power, ESOP	N/A												
Bradley M. Bolton Red Bay, AL USA	Pres/CEO/Sen. Lender/ Community Spirit Bank	Trustee	President/CEO Senior Lender of Community Spirit Bank	Partner, M & B Properties	20% Voting Power	.49% of IB,Inc. (Common Stk)	50% - M & B Properties, Partnership												
<p>Note: The following abbreviations are used for the Holding Companies and Subsidiaries:</p> <table style="width: 100%; border: none;"> <tr> <td style="width: 50%;">(WF)</td> <td>The Weatherford Foundation of Red Bay, Alabama, Inc.</td> </tr> <tr> <td>(IB,Inc.)</td> <td>Independent Bancshares, Inc.</td> </tr> <tr> <td>(SB,Inc.)</td> <td>Spirit Bancshares, Inc.</td> </tr> <tr> <td>(CSB)</td> <td>Community Spirit Bank</td> </tr> <tr> <td>(SB)</td> <td>Spirit Bank</td> </tr> <tr> <td>(BIIA,Inc.)</td> <td>Bay Independent Insurance Agency, Inc.</td> </tr> </table>								(WF)	The Weatherford Foundation of Red Bay, Alabama, Inc.	(IB,Inc.)	Independent Bancshares, Inc.	(SB,Inc.)	Spirit Bancshares, Inc.	(CSB)	Community Spirit Bank	(SB)	Spirit Bank	(BIIA,Inc.)	Bay Independent Insurance Agency, Inc.
(WF)	The Weatherford Foundation of Red Bay, Alabama, Inc.																		
(IB,Inc.)	Independent Bancshares, Inc.																		
(SB,Inc.)	Spirit Bancshares, Inc.																		
(CSB)	Community Spirit Bank																		
(SB)	Spirit Bank																		
(BIIA,Inc.)	Bay Independent Insurance Agency, Inc.																		

**Form FR Y-6**  
**Independent Bancshares, Inc. Employee Stock Ownership Plan**  
December 31, 2011

**Report Item 4: Directors and Officers**

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

(1) Names & Address (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)(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 held (List names of companies and percentage of voting securities held)
Billy M. Bolton Red Bay, AL USA	Chairman/Director Community Spirit Bank	Trustee	Chairman/Pres/Director, IB, Inc.  Pres/Director., SB, Inc. Pres/Director., BIIA, Inc. Chairman/Director, CSB President/CEO/Director, SB Vice-Chairman, Trustee, WF	N/A	50% Voting Power	.86% of IB, Inc. (Common Stk) 20.00% Vot Power, IB, Inc. 20.00% Vot Power, SB, Inc. 33.33% Vot Power, BIIA, Inc. 16.67% Vot Power, CSB 20.00% Vot Power, SB 20.00% Vot Power, WF	N/A
Tammy Montgomery Red Bay, AL USA	VP/COO/Dir of HR Community Spirit Bank	Trustee	V-Ch/Dir/Sec.to Bd., IB, Inc. Chairperson, Trustee, WF		50% Voting Power	.49% of IB, Inc. (Common Stk) 20.00% Vot Power, WF	N/A

**Form FR Y-6**  
**Independent Bancshares, Inc.**  
(Owned 41.54% by The Weatherford Foundation of Red Bay, Alabama, Inc.)  
(Owned 27.17% By Independent Bancshares, Inc. ESOP)  
December 31, 2011

**Report Item 4: Directors and Officers**

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

(1) Names & Address (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)(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 held (List names of companies and percentage of voting securities held)
Billy M. Bolton Red Bay, AL USA	Chairman/Director Community Spirit Bank	Chairman/President & Director	Vice-Chm/Trustee, WF Pres/Dir., SB, Inc. President/Dir. Of BIIA, Inc. Chairman/Director, CSB President/CEO/Director, SB Trustee, ESOP	N/A	.86% (Common Stk) 20% Voting Power	20.00% Vot. Power, WF 20.00% Vot Power, SB, Inc. 33.33% Vot Power, BIIA, Inc. 16.67% Vot Power, CSB 20.00% Vot Power, SB 50.00% Vot Power, ESOP	N/A
Patricia A. Nelson Red Bay, AL USA	Retired Banker Dir/Vice-Ch/Sec to Bd. Community Spirit Bank	Vice-Chair /Director & Sec. to Board	Chair/Trustee, WF Chair/Dir/Sec.ToBd., SB, Inc. V-Pres/Dir of BIIA, Inc. Director/V-Ch & Sec to Bd-CSB Chair/Dir/Sec. To Bd, SB	Owner, Pat's Arboretum Inn	2.52% (Common Stk) 20% Voting Power	20.00% Vot Power, WF 20.00% Vot Power, SB, Inc. 33.33% Vot Power, BIIA, Inc. 16.67% Vot Power, CSB 20.00% Vot Power, SB	100% - Pat's Arboretum Inn
Bobby Canup Tremont, MS USA	Retired Wholesale Florist	Director	Director of SB, Inc. Dir & Member Audit Committee-CSB Director/Audit Comm Member -SB	Director (Tremont Dev. Group, Inc.)	4.37% (Common Stk) 20% Voting Power	20.00% Vot Power, SB, Inc. 16.67% Vot Power, CSB 20.00% Vot Power, SB	N/A
Marc Dempsey Florence, AL USA	Civil Engineer	Director	V-Ch/Dir. Of SB, Inc. Dir & Member Audit Committee-CSB V-Ch/Dir./Audit Comm Member-SB	VP & Shareholder (Craig Construct.Co.) Partner (Craig Partners, LLC)	1.42% (Common Stk) 20% Voting Power	20.00% Vot Power, SB, Inc. 16.67% Vot Power, CSB 20.00% Vot Power, SB	45%-Craig Construction Company 50%-Craig Partners, LLC
David Tiffin Red Bay, AL USA	Building Supply Manager	Director	Director of SB, Inc. Dir/Chm Audit C/Member Ln C-CSB Dir/Chm Aud C/Member Ln C-SB	President (Tiffin Supply, Inc.) Vice-President (City Auto Parts, Inc)	3.30% (Common Stk) 20% Voting Power	20.00% Vot Power, SB, Inc. 16.67% Vot Power, CSB 20.00% Vot Power, SB	50%-Tiffin Supply, Inc. 50%-City Auto Parts, Inc.
Employee Stock Ownership Plan Red Bay, AL USA	ESOP	N/A	N/A	N/A	27.17% (Common Stk)	N/A	N/A
The Weatherford Foundation of Red Bay, Alabama, Inc. Red Bay, AL USA	Upper Tier Holding Company	N/A	N/A	N/A	41.54% (Common Stk)	N/A	N/A

**Form FR Y-6**  
**Spirit Bancshares, Inc.**  
**(Owned 100% by Independent Bancshares, Inc.)**  
December 31, 2011

**Report Item 4: Directors and Officers**

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

(1) Names & Address (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)(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 held (List names of companies and percentage of voting securities held)
Patricia A. Nelson Red Bay, AL USA	Retired Banker Dir/Vice-Ch & Sec-Bd Community Spirit Bank	Chair /Director/ Sec. to Board	Chair/Trustee, WF V-Chair/Dir/Sec to Bd,IB,Inc.  V-Pres/Dir of BIIA, Inc. V-Ch/Dir/SectoBd/, CSB Chair/Dir/Sec. To Bd, SB	Owner, Pat's Arboretum Inn	20% Voting Power	20.00% Vot Power, WF 2.52% IB, Inc.(Common Stk) 20.00% Vot Power, IB, Inc. 33.33% Vot Power, BIIA, Inc. 16.67% Vot Power, CSB 20.00% Vot Power, SB	100% - Pat's Arboretum Inn
Marc Dempsey Florence, AL USA	Civil Engineer	Vice-Chairman/ Director	Director, IB, Inc.  Dir/Member Audit Committee-CSB V-Ch/Dir/Member Audit Comm-SB	VP & Shareholder (Craig Construct. Co) Partner (Craig Partners, LLC)	20% Voting Power	1.42% IB, Inc.(Common Stk) .20.00% Vot Power, IB, Inc. 16.67% Vot Power, CSB 20.00% Vot Power, SB	45%-Craig Construction Company 50%-Craig Partners, LLC
Billy M. Bolton Red Bay, AL USA	Chairman/Director Community Spirit Bank	President/Director	Vice-Chm/Trustee, WF Chairman/Pres/Dir., IB, Inc.  President/Dir. Of BIIA, Inc. Chm/Dir, CSB President/CEO/Director, SB Trustee, ESOP	N/A	20% Voting Power	20.00% Vot. Power, WF .86% IB, Inc. (Common Stk) 20.00% Vot Power, IB, Inc. 33.33% Vot Power, BIIA, Inc. 16.67% Vot Power, CSB 20.00% Vot Power, SB 50.00% Vot Power, ESOP	N/A
Bobby Canup Tremont, MS USA	Retired Wholesale Florist	Director	Director of IB, Inc.  Dir/Member Audit Committee- CSB Dir/Member Audit Committee- SB	Director (Tremont Develop. Group, Inc.)	20% Voting Power	4.37% IB, Inc. (Common Stk) 20.00% Vot Power, IB, Inc. 16.67% Vot Power, CSB 20.00% Vot Power, SB	N/A
David Tiffin Red Bay, AL USA	Building Supply Manager	Director	Director of IB, Inc.  Dir/Chm Audit C./Member LnC-CSB Dir/Chm Audit C./Member LnC- SB	President (Tiffin Supply, Inc.) Vice-President (City Auto Parts, Inc.)	20% Voting Power	3.30% IB, Inc. (Common Stk) 20.00% Vot Power, IB, Inc. 16.67% Vot Power, CSB 20.00% Vot Power, SB	50%-Tiffin Supply, Inc.  50% -City Auto Parts, Inc.
Independent Bancshares, Inc. Red Bay, AL USA	One Bank Holding Company	N/A	N/A	N/A	100% (Common Stk)	N/A	Bay Independent Ins. Agency, Inc. - 100% Stock Ownership Community SpiritBank- 100% Stock Ownership

**Results:** A list of branches for your depository institution: COMMUNITY SPIRIT BANK (ID\_RSSD: 470032).  
 This depository institution is held by WEATHERFORD FOUNDATION OF RED BAY, ALABAMA, INC., THE (1085938) of RED BAY, AL.  
 The data are as of 12/31/2011. Data reflects information that was received and processed through 01/05/2012.

#### 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

**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**

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.

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 UNINJM, Office Number and ID\_RSSD columns are for reference only. Verification of these values is not required.

Data Action	Branch Service Type	Branch ID / RSSD*	Popular Name	Street Address	City	State	Zip Code	County
OK	Full Service (Head Office)	470032	COMMUNITY SPIRIT BANK	1200 4TH AVENUE SW	RED BAY	AL	35582	FRANKLIN
OK	Limited Service	562133	REDMONT BRANCH	11107 4TH STREET NW	RED BAY	AL	35582	FRANKLIN
OK	Full Service	2708128	RUSSELLVILLE BRANCH	14009 HIGHWAY 43	RUSSELLVILLE	AL	35653	FRANKLIN
OK	Limited Service	500630	VINA BRANCH	7141 HIGHWAY 19	VINA	AL	35593	FRANKLIN

**Results:** A list of branches for your depository institution: SPIRIT BANK (ID\_RSSD: 2735959).

This depository institution is held by WEATHERFORD FOUNDATION OF RED BAY, ALABAMA, INC., THE (1085938) of RED BAY, AL.

The data are as of 12/31/2011. Data reflects information that was received and processed through 01/05/2012

**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	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)	2735959	SPIRIT BANK	342 SECOND STREET	BELMONT	MS	38827	WASHINGO	UNITED STATES	61980	0	SPIRIT BANK	2735959	