

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, **Jim H. Davis**

Reporter's Name, Street, and Mailing Address

Valley Bancshares Inc.

Legal Title of Holding Company

P. O. Box 1234

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

Russellville

AL

35653-1234

City

State

Zip Code

15565 Hwy. 43; Russellville, AL 35653

Physical location (if different from mailing address)

Name of the Holding Company Director and Official

President & CEO

Title of the Holding Company Director and Official

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.

Person to whom questions about this report should be directed:

Wanda H. Baker

Vice President/Cashier

Name

Title

256-332-3600

Area Code / Phone Number / Extension

256-332-3938

Area Code / FAX Number

wbaker@valleystate.com

E-mail Address

www.valleystate.com

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

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.

Signature of Holding Company Director and Official

01/29/2013

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

1493609

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 4-22-13

Form FRY-6

Valley Bancshares, Inc.

15565 Hwy. 43

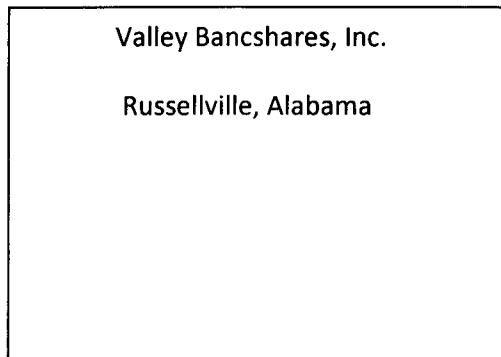
Russellville, AL 35653

Fiscal Year Ended December 31, 2012

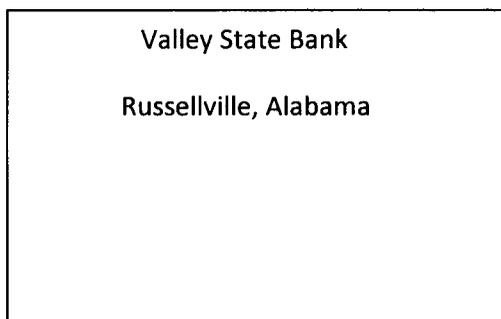
Report Item:

1. The BHC does not prepare an annual report for its shareholders
2. Organization Chart:

All entities are incorporated in Alabama.



100%



1493



Emailing: exceldownload.htm
 Wanda Baker
 to:
 structure1
 01/29/2013 03:47 PM
 Cc:
 wbaker
 Hide Details
 From: "Wanda Baker" <wbain@valleystate.com>
 To: <structure1@atl.frb.org>,
 Cc: <wbaker@valleystate.com>

Results: A list of branches for your depository institution: VALLEY STATE BANK (ID_RSSD: 595337).
 This depository institution is held by VALLEY BANCSHARES, INC. (1493609) of RUSSELLVILLE, AL.
 The data are as of 12/31/2012. Data reflects information that was received and processed through 01/06/2013.

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
Correct		Full Service (Head Office)	595337	VALLEY STATE BANK	15565 HIGHWAY 43	RUSSELLVILLE	AL	35653	FRANKLIN	UNITED
Correct		Full Service	3617034	4TH AVENUE BRANCH	527 4TH AVENUE SOUTHEAST	RED BAY	AL	35582	FRANKLIN	UNITED
Correct		Limited Service	2078478	LITTLEVILLE BRANCH	HIGHWAY 43, ROUTE 7	RUSSELLVILLE	AL	35653	FRANKLIN	UNITED
Correct		Limited Service	3068690	NORTH JACKSON BRANCH	308 NORTH JACKSON AVENUE	RUSSELLVILLE	AL	35653	FRANKLIN	UNITED
Correct		Limited Service	3342653	WALMART BRANCH, THE	13675 HIGHWAY 43	RUSSELLVILLE	AL	35653	FRANKLIN	UNITED

1493609

Revised 4/22/13

Report Item 3: Shareholders

Current shareholders with ownership, control or holdings of 5% or more with power to vote as of 12/31/12:

Name & Address	Country of Citizenship or Incorporation	Number & % of each class of voting securities
Ila Scott Revocable Trust 6/26/02 Russellville, AL	USA	15,400 shares – 10.32% Common stock
Danny Gist Russellville, AL	USA	7,460 shares – 5.00% Common stock
Jerry James Russellville, AL	USA	13,133 shares – 8.80% Common stock
Rogers Investments, LP Russellville, AL	USA	65,800 shares – 44.13% Common stock

Shareholders not listed that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ended 12/31/12:

Name & Address	Country of Citizenship or Incorporation	Number & % of each class of voting securities
NONE		

Report Item 4: Insiders
Valley State Bank
Form FRY-6
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Name & Address	Principal occupation if other than with BHC	Title & Position with Bank Holding Co.	Title & Position with Valley State Bank	Title & Position with other businesses (name)	% of voting shares in BHC	% of voting shares in Subsidiaries	Names of other companies (includes Partnerships) if 25% or more of voting Securities are held (list companies & % of voting securities)
Danny Gist Russellville, AL; USA	Executive	Director	Director	General Southern Ind. Inc. President G & G Steel Inc. – President Franklin Mfg. – President Warrior River Steel – Pres. Tuscumbia Limited LLC – Mgr.	5%	NA	General Southern Ind. Inc. – 100% G & G Steel Inc. – 100% Franklin Mfg. – 100% Warrior River Steel – 27% Tuscumbia Limited LLC – 100%
Joe M. Tucker Russellville, AL; USA	CPA	Director	Director	Joe M. Tucker, CPA – Owner	0.17%	NA	Joe M. Tucker, CPA – 100%
Raymond Grissom Russellville, AL; USA	Retired	Director	Director Vice-Chairman		0.20%	NA	
Ila Scott Rev. Trust 6/26/02 Ila Scott, Trustee Russellville, AL; USA	Trust	NA	NA	NA	10.32%	NA	Scott Equipment Co. Inc. – 100%
Rogers Investments, LP Russellville, AL; USA	NA	NA	NA	NA	44.13%	NA	NA
Robert I. Rogers, Jr. Russellville, AL; USA	Attorney	Director Chairman	Director Chairman	See Attached	2.49%	NA	See Attached
Greg Trapp Russellville, AL; USA	Self-Employed	Director	Director	Fleet Partners – President	0.67%	NA	Fleet Partners – 60%
Jim H. Davis Golden, MS; USA	NA	Director President/CEO	Director President/CEO	Ridgecrest Funeral Homes Inc. President	0.27%	NA	Ridgecrest Funeral Homes Inc. – 100%

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Attachment to Item 4, (3) (c) and 4 (c)

<u>Name</u>	<u>% Ownership</u>	<u>No. Shares</u>
Rockwood Farms, Inc.	28% Shareholder	277 shares
Rogers Investments, LP	24% Co-Manager	495 Units
Rogers Family Partnership, LP	1% General Partner	
Rogers Family Holdings, LLC	50% Partner	
Bedford, Rogers & Bowling, P.C.	50% Shareholder	500 shares
M & R Timberlands	50% Partner	
NAB Inc.	20% Shareholder	
OPC LLC/Franklin Pharmacy, LLC	6.5% Member	

All companies are located in the city of Russellville, county of Franklin, state of Alabama, and country of USA.