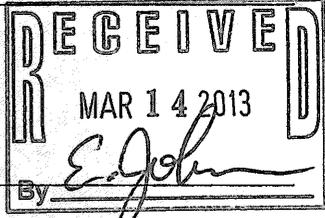


Board of Governors of the Federal Reserve System



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, E. Fennel Mauldin, Jr.
 Name of the Holding Company Director and Official
Chairman/CEO
 Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address
BankIndependent, Incorporated
 Legal Title of Holding Company
P. O. Box 5000
 (Mailing Address of the Holding Company) Street / P.O. Box
Sheffield AL 35660
 City State Zip Code
426 Veterans Drive, Florence, AL 35630
 Physical location (if different from mailing address)

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:
Lori Hall Assistant Comptroller
 Name Title
256-386-5021
 Area Code / Phone Number / Extension
256-260-1131
 Area Code / FAX Number
lhall@bibank.com
 E-mail Address
www.bibank.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]
 Signature of Holding Company Director and Official
 Date of Signature: 3/11/13

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 1082209
 C.I. _____

Does the reporter request confidential treatment for any portion of this submission?

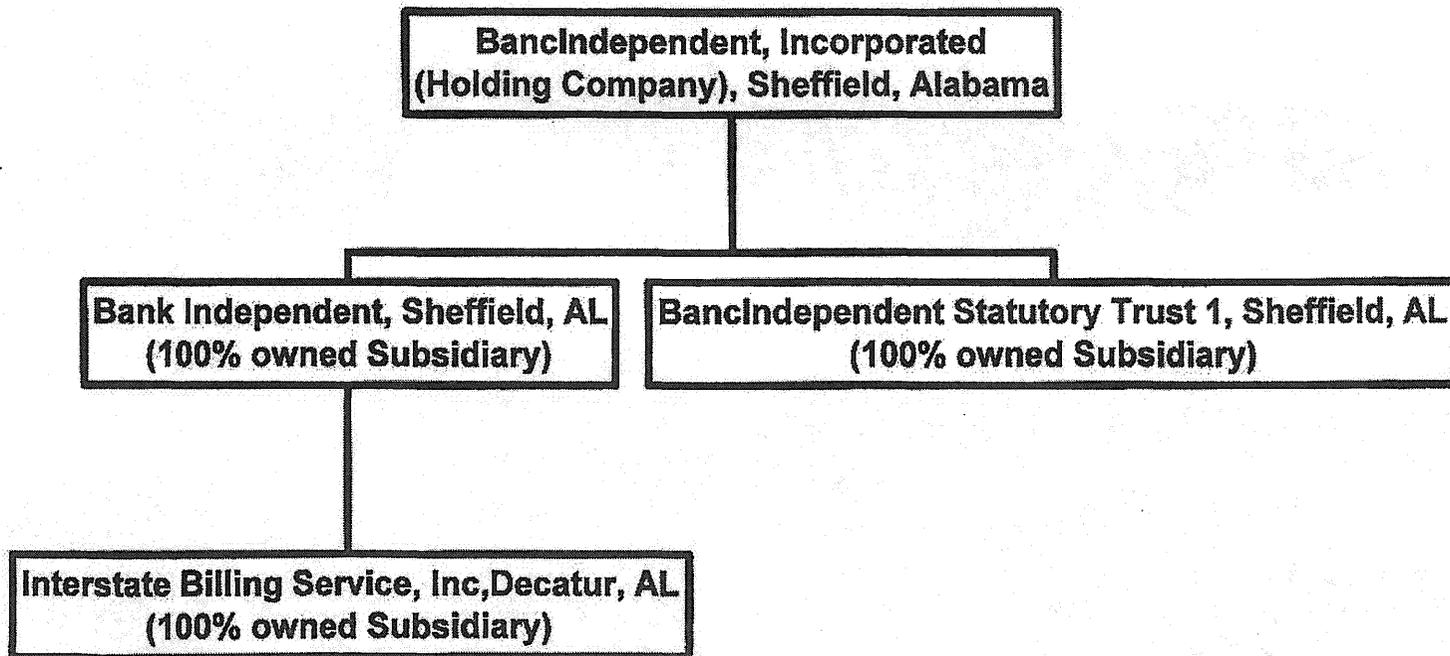
Yes Please identify the report items to which this request applies:

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 4-16-13 2.0

BancIndependent, Incorporated Organizational Chart 12/31/2012



* All Entities are Incorporated in Alabama

Results: A list of branches for your depository institution: BANK INDEPENDENT (ID_RSSD: 539032).
 This depository institution is held by BANCINDEPENDENT INCORPORATED (1082209) of SHEFFIELD, AL.
 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
		Full Service (Head Office)	539032	BANK INDEPENDENT	710 SOUTH MONTGOMERY AVENUE	SHEFFIELD	AL	35660	COLBERT	UNITED STATES	10746	0	BANK INDEPENDENT	539032	
		Full Service	991836	ATHENS BRANCH	101 NORTH BEATY STREET	ATHENS	AL	35611	LIMESTONE	UNITED STATES	16922	21	BANK INDEPENDENT	539032	
		Full Service	3755851	ATHENS EAST BRANCH	22015 HIGHWAY 72 EAST	ATHENS	AL	35613	LIMESTONE	UNITED STATES	475969	28	BANK INDEPENDENT	539032	
		Full Service	244439	CHEROKEE BRANCH	HIGHWAY 72 WEST	CHEROKEE	AL	35616	COLBERT	UNITED STATES	238444	7	BANK INDEPENDENT	539032	
		Full Service	516435	COURTLAND BRANCH	360 ALABAMA STREET	COURTLAND	AL	35618	LAWRENCE	UNITED STATES	190050	30	BANK INDEPENDENT	539032	
		Full Service	1413474	DECATUR BRANCH	1425 BELTLINE ROAD SOUTHWEST	DECATUR	AL	35601	MORGAN	UNITED STATES	13270	24	BANK INDEPENDENT	539032	
		Full Service	3851986	DECATUR CROSSINGS BRANCH	2606 HIGHWAY 31	DECATUR	AL	35603	MORGAN	UNITED STATES	492701	35	BANK INDEPENDENT	539032	
		Full Service	2682491	DECATUR MAIN BRANCH	102 2ND AVENUE SE	DECATUR	AL	35601	MORGAN	UNITED STATES	220661	26	BANK INDEPENDENT	539032	
		Full Service	2222440	COX CREEK PLACE BRANCH	863 COX CREEK PKWY	FLORENCE	AL	35630	LAUDERDALE	UNITED STATES	238443	6	BANK INDEPENDENT	539032	
		Full Service	243937	DARBY PLACE BRANCH	1701 DARBY DR	FLORENCE	AL	35630	LAUDERDALE	UNITED STATES	238445	8	BANK INDEPENDENT	539032	
		Full Service	1867929	FLORENCE SQUARE BRANCH	2902 FLORENCE BOULEVARD	FLORENCE	AL	35630	LAUDERDALE	UNITED STATES	238446	9	BANK INDEPENDENT	539032	
		Full Service	304931	PINE STREET BRANCH	210 SOUTH PINE ST	FLORENCE	AL	35630	LAUDERDALE	UNITED STATES	15204	5	BANK INDEPENDENT	539032	
		Full Service	1216590	HARTSELLE BRANCH	902 HIGHWAY 31 NORTH	HARTSELLE	AL	35640	MORGAN	UNITED STATES	15885	22	BANK INDEPENDENT	539032	
		Full Service	2772374	KILLEN BRANCH	1081 HIGHWAY 72	KILLEN	AL	35645	LAUDERDALE	UNITED STATES	357392	10	BANK INDEPENDENT	539032	
		Full Service	243535	LEIGHTON BRANCH	8720 MAIN STREET	LEIGHTON	AL	35646	COLBERT	UNITED STATES	238439	1	BANK INDEPENDENT	539032	
		Full Service	1986923	LEXINGTON BRANCH	11250 HIGHWAY 101	LEXINGTON	AL	35648	LAUDERDALE	UNITED STATES	248448	23	BANK INDEPENDENT	539032	
		Full Service	555630	EAST LAWRENCE BRANCH	22899 ALABAMA HWY 24	MOULTON	AL	35650	LAWRENCE	UNITED STATES	190051	31	BANK INDEPENDENT	539032	
		Full Service	422639	MOULTON BRANCH	15259 COURT STREET	MOULTON	AL	35650	LAWRENCE	UNITED STATES	6137	20	BANK INDEPENDENT	539032	
		Full Service	3131307	AVALON AVENUE BRANCH	1109 EAST AVALON AVENUE	MUSCLE SHOALS	AL	35660	COLBERT	UNITED STATES	238440	2	BANK INDEPENDENT	539032	
		Limited Service	242332	MUSCLE SHOALS OFFICE	126 SOUTHGATE MALL	MUSCLE SHOALS	AL	35661	COLBERT	UNITED STATES	365018	11	BANK INDEPENDENT	539032	
		Full Service	594835	RED BAY BRANCH	117 FOURTH AVENUE SOUTH	RED BAY	AL	35582	FRANKLIN	UNITED STATES	220627	25	BANK INDEPENDENT	539032	
		Limited Service	3918188	RED BAY DRIVE THRU	305 4TH AVENUE, SW	RED BAY	AL	35582	FRANKLIN	UNITED STATES	Not Required	Not Required	BANK INDEPENDENT	539032	
		Full Service	2313638	ROGERSVILLE BRANCH	102 BANK STREET	ROGERSVILLE	AL	35652	LAUDERDALE	UNITED STATES	274597	13	BANK INDEPENDENT	539032	
		Full Service	532631	RUSSELVILLE DOWNTOWN BRANCH	401 NORTH JACKSON AVENUE	RUSSELLVILLE	AL	35653	FRANKLIN	UNITED STATES	9332	18	BANK INDEPENDENT	539032	
		Full Service	533834	VILLAGE SQUARE BRANCH	13566 HIGHWAY 43 SOUTH	RUSSELLVILLE	AL	35653	FRANKLIN	UNITED STATES	232398	19	BANK INDEPENDENT	539032	
		Limited Service	241438	JACKSON PLACE BRANCH	729 EAST SECOND STREET	SHEFFIELD	AL	35660	COLBERT	UNITED STATES	238442	4	BANK INDEPENDENT	539032	
		Full Service	241830	TUSCUMBIA OFFICE	119 NORTH MAIN ST	TUSCUMBIA	AL	35674	COLBERT	UNITED STATES	238441	3	BANK INDEPENDENT	539032	

Revised 5-7-D

REPORT ITEMS

ITEM 1. ANNUAL REPORTS TO SHAREHOLDERS
IS NOT PREPARED

ITEM 2.A. ORGANIZATION CHART
SEE ATTACHMENT 1

ITEM 2.B. DOMESTIC BRANCH LISTING
SEE ATTACHMENT 2

ITEM 3.1. SHAREHOLDERS

NAME AND ADDRESS	COUNTRY OR CITIZENSHIP	NUMBER	SHARES HELD PERCENT
CLAUDE EDWARD FELTON LEIGHTON, ALABAMA 35646	USA	11,400	6.17%
MPEFM II LIMITED PARTNERSHIP EDWARD FENNEL MAULDIN, JR, LEONARD PREUIT MAULDIN AND/OR MACKE MAULDIN SHEFFIELD, ALABAMA 35660	USA	71,630	38.77%
LEONARD PREUIT MAULDIN FLORENCE, ALABAMA 35630	USA	15,636	8.46%
MACKE BUCHANAN MAULDIN FLORENCE, ALABAMA 35630	USA	13,876	7.51%
EDWARD FENNEL MAULDIN, JR. LEIGHTON, ALABAMA 35646	USA	8,724	4.72%

ITEM 3.2. SHAREHOLDERS
Not Applicable

ITEM 4. INSIDERS

NAME AND ADDRESS AND TITLE OR POSITION*	POSITION WITH OTHER BUSINESS	PRINCIPAL OCCUPATION	SHARES OWNED, CONTROLLED OR VOTED		SHARES OWNED OR VOTED IN SUBSIDIARY
			NUMBER	PERCENT	
EDWARD FENNEL MAULDIN, JR LEIGHTON, ALABAMA *CEO/CHAIRMAN AND DIRECTOR	22% OWNER & GENERAL PARTNER OF MPEFM II, LP PARTNER OF MMMJ LP 11.2% OWNER MPEFM, LP 16.7% OWNER MPEFM, INC. 16.7% OWNER MPEFM II, INC. PARTNER&33.3% OWNER SEAWATCH	BANKER	8,724	4.72%	N/A
MACKE B. MAULDIN FLORENCE, ALABAMA *PRESIDENT & DIRECTOR	GENERAL PARTNER & 18% OWNER OF MPEFM II, LP, MANAGING PARTNER MMMJ LP 11.2% OWNER MPEFM, LP 16.7% OWNER MPEFM, INC. 16.7% OWNER MPEFM II, INC. MANAGING PARTNER&33.3% OWNER SEAWATCH	BANKER	13,876	7.51%	N/A
ROY S. STEVENS FLORENCE, ALABAMA *DIRECTOR	NONE	RETIRED EDUCATOR	2,764	1.50%	N/A
RONNIE FLIPPO FLORENCE, AL 35630 *DIRECTOR	PRESIDENT-R.G. FLIPPO & ASSOCIATES OWNS 100%	LEGISLATIVE CONSULTANT	2,505	1.36%	N/A
LEONARD PREUIT MAULDIN FLORENCE, AL 35672 *EXECUTIVE VICE PRESIDENT & DIRECTOR	GENERAL PARTNER & 17% OWNER OF MPEFM II LP PARTNER MMMJ LP 11.2% OWNER MPEFM, LP 16.7% OWNER MPEFM, INC. 16.7% OWNER MPEFM II, INC. PARTNER&33.3% OWNER SEAWATCH	BANKER	15,636	8.46%	N/A
JOSEPH F. COBB FLORENCE, AL 35660 *DIRECTOR	NONE	RETIRED BANKER	2,000	1.08%	N/A
CHARLES SASSER SHEFFIELD, AL 35630 *DIRECTOR	NONE	RETIRED BANKER	790	0.43%	N/A
MPEFMII LIMITED PARTNERSHIP ATTENTION: FENNEL MAULDIN SHEFFIELD, ALABAMA 35660	NONE	LIMITED PARTNERSHIP	71,630	38.77%	N/A
RICHARD WARDLAW FLORENCE, AL 35674 *EXECUTIVE VICE PRESIDENT AND CFO	NONE	BANKER	416	0.23%	N/A
JOANN BECK SHEFFIELD, AL 35660 *DIRECTOR	NONE	RETIRED BANKER	1043	0.56%	N/A
ALLAN NEILL FLORENCE, AL 35674 *DIRECTOR	EVP-SERVICE PARTNERS, LLC; PRESIDENT-JOHNSON PRODUCTS, LLC; PRESIDENT & 100% OWNER-BIG RIVER TOWERS, INC.; PRESIDENT & 100% OWNER-ALLAN NEILL PROPERTIES, INC.; PRESIDENT & 100% OWNER-PINNACLE SITES, INC.; PRESIDENT & 50% OWNER-A&H AIRCRAFT SALES, INC.; GENERAL PARTNER & 1% OWNER-NEILL LIMITED PARTNERSHIP; SECRETARY & 50% OWNER-A&D HOLDINGS, INC.; PRESIDENT & 50% OWNER-N&P PROPERTIES, LLC	BUSINESSMAN	600	0.32%	N/A

*TITLE OR POSITION FOR OFFICERS AND DIRECTORS MEANS TITLE OR POSITION WITH BOTH BANCINDEPENDENT INCORPORATED AND BANK INDEPENDENT.