

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

FEB 20 RECD

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. E. Fennel Mauldin, Jr.

Name of the Holding Company Director and Official

Chairman/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.

Reporter's Name, Street, and Mailing Address

BanIndependent, 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)

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:

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

Signature of Holding Company Director and Official

Date of Signature

2/10/14

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?

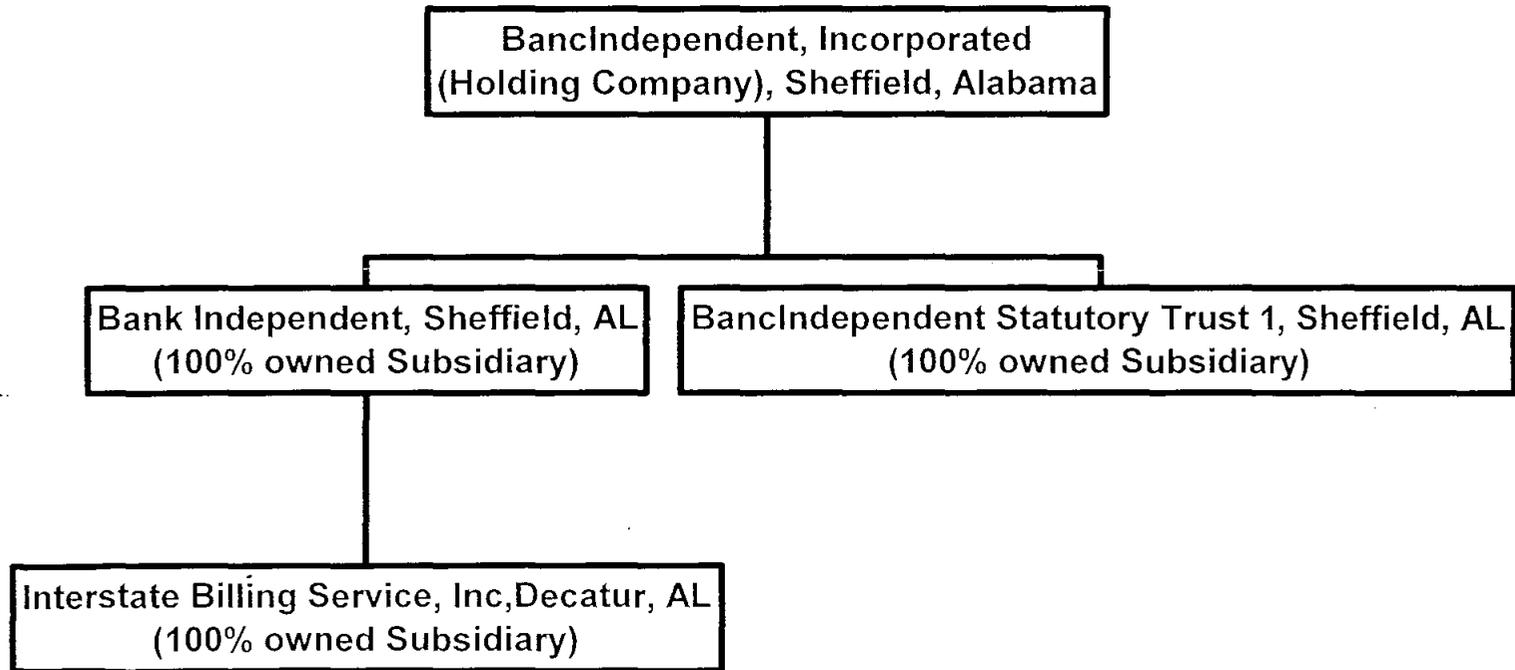
Yes Please identify the report items to which this request applies:

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

Banclndependent, Incorporated Organizational Chart 12/31/2013



* 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 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

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)	539032		BANK INDEPENDENT	710 SOUTH MONTGOMERY AVENUE	SHEFFIELD	AL	35660	COLBERT	UNITED STATES	10746	0	BANK INDEPENDENT		539032	
		Full Service	991836		ATHENS BRANCH	101 SOUTH CLINTON 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	8260 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 HIGHWAY 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	35661	COLBERT	UNITED STATES	238440	2	BANK INDEPENDENT		539032	
		Limited Service	242332		MUSCLE SHOALS OFFICE	1109 EAST AVALON AVENUE	MUSCLE SHOALS	AL	35661	COLBERT	UNITED STATES	365018	11	BANK INDEPENDENT		539032	
		Full Service	594835		RED BAY BRANCH	117 4TH 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	20 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	

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	USA	11,400	6.30%
MPEFM II LIMITED PARTNERSHIP EDWARD FENNEL MAULDIN, JR, LEONARD PREUIT MAULDIN AND/OR MACKE MAULDIN SHEFFIELD, ALABAMA	USA	71,630	39.60%
LEONARD PREUIT MAULDIN FLORENCE, ALABAMA	USA	15,686	8.67%
MACKE BUCHANAN MAULDIN FLORENCE, ALABAMA	USA	13,876	7.67%
EDWARD FENNEL MAULDIN, JR. LEIGHTON, ALABAMA	USA	4,864	2.69%

ITEM 3.2. SHAREHOLDERS
Not Applicable

ITEM 4. INSIDERS		SHARES OWNED, CONTROLLED OR VOTE		SHARES OWNED OR VOTED IN SUBSIDIARY	
NAME AND ADDRESS AND TITLE OR POSITION*	POSITION WITH OTHER BUSINESS	PRINCIPAL OCCUPATION	NUMBER	PERCENT	
EDWARD FENNEL MAULDIN, LEIGHTON, ALABAMA *CEO/CHAIRMAN AND DIRECTOR	JF 22% OWNER & GENERAL PARTNER MPEFM II, LP 11.2% OWNER MPEFM, LP 16.7% OWNER MPEFM, INC. 16.7% OWNER MPEFM II, INC. PARTNER & 33.3% OWNER SEAWATCH	BANKER	4,864	2.69%	N/A
MACKE B. MAULDIN FLORENCE, ALABAMA *PRESIDENT & DIRECTOR	GENERAL PARTNER & 18% OWNER OF MPEFM II, 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	7.67%	N/A
ROY S. STEVENS FLORENCE, ALABAMA *DIRECTOR	NONE	RETIRED EDUCATOR	2,814	1.56%	N/A
RONNIE FLIPPO FLORENCE, AL *DIRECTOR	PRESIDENT-R.G. FLIPPO & ASSOCIATES OWNS 100%	RETIRED CONSULTANT	2,555	1.41%	N/A
LEONARD PREUIT MAULDIN FLORENCE, AL *EXECUTIVE VICE PRESIDENT & DIRECTOR	GENERAL PARTNER & 17% OWNER MPEFM II LP 11.2% OWNER MPEFM, LP 16.7% OWNER MPEFM, INC. 16.7% OWNER MPEFM II, INC. PARTNER & 33.3% OWNER SEAWATCH	BANKER	15,686	8.67%	N/A
JOSEPH F. COBB FLORENCE, AL *DIRECTOR	NONE	RETIRED BANKER	2,050	1.13%	N/A
CHARLES SASSER SHEFFIELD, AL *DIRECTOR	NONE	RETIRED BANKER	790	0.44%	N/A
MPEFMII LIMITED PARTNERS ATTENTION: FENNEL MAULDIN SHEFFIELD, ALABAMA	NONE	LIMITED PARTNERSHIP	71,630	39.60%	N/A
RICHARD WARDLAW FLORENCE, AL *EXECUTIVE VICE PRESIDENT AND CFO	NONE	BANKER	500	0.28%	N/A
DON MILLER FLORENCE, AL *EXECUTIVE VICE PRESIDENT	NONE	BANKER	550	0.30%	N/A
JOANN BECK SHEFFIELD, AL *DIRECTOR	NONE	RETIRED BANKER	1043	0.58%	N/A
ALLAN NEILL FLORENCE, AL *DIRECTOR	EVP-SERVICE PARTNERS, LLC; BUSINESSMAN PRESIDENT-JOHNSON PRODUCTS, LLC; PRESIDENT & 100% OWNER-BIG RIVER TOWERS, INC.; PRESIDENT & 100% OWNER-ALLAN NEILL PROPERTIES, 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 45% OWNER-EMERGENCY MEDICAL SUPPLY PROFESSIONALS		600	0.32%	N/A

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