

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, Julian Brackin

Reporter's Name, Street, and Mailing Address

Capstone Bancshares, Inc

Name of the Holding Company Director and Official

Legal Title of Holding Company

Chairman of the Board

P.O. Box 1488

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.

Tuscaloosa AL 35403
City State Zip Code

2301 University Blvd.

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:

Richard Langford

CFO

Name

Title

205-469-2305

Area Code / Phone Number / Extension

205-469-2330

Area Code / FAX Number

richard.langford@capstonebankal.com

E-mail Address

www.capstonebankal.com

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

Signature of Holding Company Director and Official

04/19/2013

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 3681277
C.I. _____

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

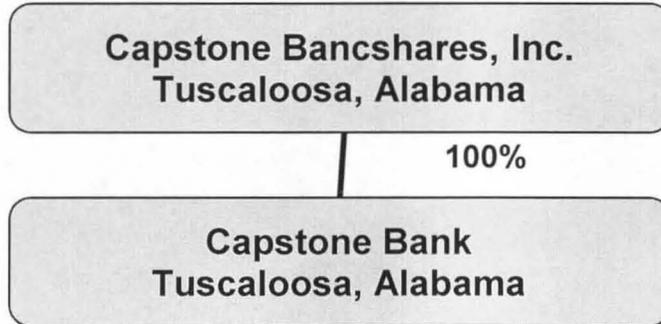
Yes Please identify the report items to which this request applies:

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

**Capstone Bancshares, Inc.
Report Item #2a - Organization Chart
Fiscal Year Ended December 31, 2012**



Results: A list of branches for your depository institution: CARSTONE BANK (ID: RSSD: 450034).
 This depository institution is held by CARSTONE BANKS-48ES, INC. (3883272) of TUSCALOOSA, AL.
 The data are as of 03/31/2013. Data reflects information that was received and processed through 04/10/2013.

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 emailing 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 UNIFORM, 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 UNIFORM*	Office Number*	Head Office	Head Office ID, RSSD*	Comments
OK	12/31/2012	Full Service (Head Office)	450034	CARSTONE BANK	2301 LINN/BERTY BOLLIVARD	TUSCALOOSA	AL	35401	TUSCALOOSA	UNITED STATES	13898		4	CARSTONE BANK	450034
OK	12/31/2012	Full Service	493882	CHATON BRANCH	16780 OREGON STREET	CHATON	AL	36518	WASHINGTON	UNITED STATES	35230		2	CARSTONE BANK	450034
OK	12/31/2012	Full Service	253632	JACKSON BRANCH	1600 COLLEGE AVENUE	JACKSON	AL	36548	CLABE	UNITED STATES	Not Required			CARSTONE BANK	450034
OK	12/31/2012	Full Service	480639	LEBOY BRANCH	27188 HIGHWAY 43	LEBOY	AL	36529	WASHINGTON	UNITED STATES	25229		1	CARSTONE BANK	450034
OK	12/31/2012	Full Service	379482	MONTOSH BRANCH	158 COMMERCE STREET	MC INTOSH	AL	36553	WASHINGTON	UNITED STATES	48064		4	CARSTONE BANK	450034
OK	12/31/2012	Full Service	410618	MONTFORT BRANCH	2090 UPRILEN WALLACE BOULEVARD	MONTFORT	AL	36476	TUSCALOOSA	UNITED STATES	59657		8	CARSTONE BANK	450034
OK	12/31/2012	Full Service	3812389	THOMASVILLE BRANCH	33099 HIGHWAY 43	THOMASVILLE	AL	36284	CLABE	UNITED STATES	48660		7	CARSTONE BANK	450034
OK	12/31/2012	Full Service	382205	INDIAN HILLS BRANCH	1230 MCFARLAND CIR/LE NORTH	TUSCALOOSA	AL	35406	TUSCALOOSA	UNITED STATES	35226		6	CARSTONE BANK	450034

Capstone Bancshares, Inc.
Report Item #3 - Securities Holders
Fiscal Year Ended December 31, 2012

- Report Item 3.1** As of fiscal year end 2012, Capstone Bancshares, Inc. had no security holder of record that directly or indirectly owned, controlled or held power to vote 5 percent or more of any class of voting securities of the bank holding company.
- Report Item 3.2** During fiscal year 2012, Capstone Bancshares, Inc. had no security holder that owned or controlled 5 percent or more of any class of voting securities of the bank holding company.

Form FR Y-6
 CAPSTONE BANCSHARES, INC
 3681277
 12/31/2012

Report Item 4: Directors/Executive Officers/Principal Shareholders
 [1; 2; 3.a; 3.b; 3.c; 4.a; 4.b; 4.c]

1. Name & Address	2. Principal Occupation if Other than with Bank Holding Co.	3.a Title & Position with Bank Holding Company	3.b Title & Position with Subsidiaries (include name(s) of Subsidiaries)	3.c Title & Position with Other Businesses (include name(s) of other businesses)	4.a Percentage of Voting Shares in Bank Holding Co.	4.b Percentage of Voting Shares in Subsidiaries (include name(s) of Subsidiaries)	4.c List Names of Other Companies (Include partnerships) if 25% or More of Voting Securities are Held (list names of companies & percentage of voting securities held)
1) William D. Moody Elberta, AL USA	Private Investor	Director	Director Capstone Bank	Alpha Development Group, Inc. Managing Member, Beta Development Group Managing Partner, Wolf Bay Associates Limited Partner, Best Storage Kingsville, LP Member, B&R Associates, LLC Member, River Village Associates, LLC General Partner, M&M Investment Co.	1.91%	N/A	Alpha Development Group, Inc. - 100% Beta Development Group - 100% Wolf Bay Associates - 100% Best Storage Kingsville, LP - 24.5% B&R Associates, LLC - 50% River Village Associates, LLC - 50% M&M Investment Co. - 50%
2) Sue Robertson Tuscaloosa, AL USA	Retired	Director	Director Capstone Bank	N/A	1.15%	N/A	L&S Mini Storage, LLC - 50% Ledbetter Farms, Inc. - 50% Billy Beef, Inc. - 50%
3) Julian B. Brackin Foley, AL USA	Attorney	Chairman of the Board Director	Director Capstone Bank	President, Brackin, McGriff & Johnson, P.C.	1.91%	N/A	N/A
4) Robert C. Thurber Magnolia Springs, AL USA	Retired	Director	Director Capstone Bank	Retired	1.15%	N/A	Retired
5) Jerry Swindle Tuscaloosa, AL USA	Contractor	Director	Director Capstone Bank	President, Tuscaloosa Acoustical Systems President, JLS Sales, Inc Manager, Prospera, LLC	1.15%	N/A	Tuscaloosa Acoustical Systems - 75% JLS Sales, Inc. - 75% Prospera, LLC - 100%
6) Brent Reilly Tuscaloosa, AL USA	Publishing	Director	Director Capstone Bank	President, Randall-Reilly Publishing	1.15%	N/A	N/A
7) Gray Skipper Grove Hill, AL USA	Forest Products	Director	Director Capstone Bank	VP, Scotch Plywood Co., Inc Managing Partner, Skipper Holdings, LLC Managing Partner, KEJ, LLC	1.13%	N/A	Skipper Holdings, LLC - 25% KEJ, LLC - 50%
8) Terry Saban Tuscaloosa, AL USA	Realtor	Director	Director Capstone Bank	Managing Member, TLS, LLC Managing Member, Kenilworth Manor, LLC Managing Member, Shore Lane Sanctuary, LLC	0.23%	N/A	N/A
9) Robert Prince Tuscaloosa, AL USA	Attorney-at-law	Director	Director Capstone Bank	CEO/President, Prince-Glover Law Manager & Partner, Cypress Point, LLC	0.69%	N/A	Prince-Glover Law - 100% Cypress Point, LLC - 50%
10) Randall Billingsley Mobile, AL USA	Contractor	Director	Director Capstone Bank	President, R.J. Billingsley, Inc. Owner, Mobile Asphalt Co., LLC President, Black Bayou, Inc. Member, BR549, LLC Member, R&J, LLC Member, South Malbis, LLC Member, South Highland Development Partners, LLC Member, J&M Properties, LLC Member, Billingsley & Merritt, LLC Member, Boe Road Property, LLC Member, Mobile Bay Air, LLC Member, Green Roof Recycling, LLC	1.73%	N/A	R.J. Billingsley, Inc. - 67% Mobile Asphalt Co., LLC - 67% Black Bayou, Inc. - 50% BR549, LLC - 50% R&J, LLC - 100% South Malbis, LLC - 25% South Highland Development Partners, LLC - 50% J&M Properties, LLC - 50% Billingsley & Merritt, LLC - 50% Boe Road Property, LLC - 33% Mobile Bay Air, LLC - 67% Green Roof Recycling, LLC 33.3%
11) Richard Ellis, Jr.	Realtor	Director	Director	Cornerstone Management	0.01%	N/A	Cornerstone Management - 50%

Form FR Y-6
CAPSTONE BANCSHARES, INC
 3681277
 12/31/2012

Report Item 4: Directors/Executive Officers/Principal Shareholders
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1. Name & Address	2. Principal Occupation if Other than with Bank Holding Co.	3.a Title & Position with Bank Holding Company	3.b Title & Position with Subsidiaries (include name(s) of Subsidiaries)	3.c Title & Position with Other Businesses (include name(s) of other businesses)	4.a Percentage of Voting Shares in Bank Holding Co.	4.b Percentage of Voting Shares in Subsidiaries (include name(s) of Subsidiaries)	4.c List Names of Other Companies (Include partnerships) if 25% or More of Voting Securities are Held (list names of companies & percentage of voting securities held)
			Capstone Bank	Fertile Properties Easygoers Wishbone E R Investments City Shopping Center			Fertile Properties - 50% Easygoers - 50% Wishbone - 50% E R Investments - 50% City Shopping Center 33%
12. Lewis F. Fitts Tuscaloosa, AL USA	Retired	Vice Chair of the Board Director	Director Capstone Bank	Manager, Compliant Systems and Design Manager - Trust, L.F. Fitts, LLC Partner, FW Tacoma, LLC Partner, L&F, LLC Partner, Fordland, LLC Manager, Misfitts, LLC	3.34%	N/A	Compliant Systems and Design - 100% L.F. Fitts, LLC - 100% FW Tacoma, LLC - 50% L&F, LLC - 50% Fordland, LLC - 50% Misfitts, LLC - 100%
13. Joe Campbell Albertville, AL USA	Insurance Agent	Director	Director Capstone Bank	Manager, Cotton States Insurance Co.	2.31%	N/A	N/A
14. John Murdock	Business Owner	N/A	Director Capstone Bank	President, Greek Resource Services, Inc. President, GRS Properties, LLC	0.02%	N/A	Greek Resource Services, Inc. - 100%
15. Adishesha B. Reddy Tuscaloosa, AL USA	Physician	Director	Director Capstone Bank	President, Gastrocare P.C. President, Gastroenterology Consultants, Inc. President, APNA Foundation (non-profit) Partner, CDT, LLC	1.15%	N/A	Gastrocare, PC - 100% Gastroenterology Consultants, Inc. - 100% Reddy's & Induru, LLC - 33% CDT, LLC - 30%
16. Richard H. Robinson Tuscaloosa, AL USA	Insurance Agent	Director	Director Capstone Bank	Vice President, The Insurance Center of Tuscaloosa, Inc. Member, WRJ, LLC Member, Druid City Investments, LLC	1.15%	N/A	WRJ, LLC - 33% Druid City Investments, LLC - 50%
17. Steven B. Tucker Tuscaloosa, AL USA	Trucking	Director	Director Capstone Bank	President, Barnett Transportation, Inc. Member, BTI Investments, LLC Member, Trico Resources Co. LLC Member, BTI LLC Member, BTI Real Estate, LLC	1.50%	N/A	Barnett Transportation, Inc. - 45.5% BTI Investments, LLC - 50% Trico Resources Co. LLC - 40% BTI, LLC - 40% BTI Real Estate, LLC - 50%
18. Brock Corder	Homebuilder	Director	Director Capstone Bank	President, The Builders Group Member, Camden Lake, LLC Member, Blackrock Properties Member, Corder Real Estate Member, Builders Group Development, LLC	0.06%	N/A	Camden Lake, LLC - 25% Builders Group Development, LLC - 25%
19. Robert W. Kuhn Tuscaloosa, AL USA	Banker	Assistant Secretary & Director	President & Director Capstone Bank	N/A	0.01%	N/A	N/A
20. Beau Wicks	Trucking	Director	Director Capstone Bank	Owner, Southeast Logistics, Inc. Owner, Southeast Logistics of Georgia Member, Southeast Logistics, LLC Member, Annex Freight Brokerage Owner, Houndstooth Transportation, Inc. Owner, Houndstooth Logistics, Inc. Member Houndstooth Leasing, Inc. Owner, C Cross Transportation, Inc. Owner, Wicks Transportation, Inc. Owner, Wicks Properties, LLC Member, WRJ, LLC	0.23%	N/A	Southeast Logistics, Inc. - 100% Southeast Logistics of Georgia - 100% Southeast Logistics, LLC - 50% Annex Freight Brokerage - 50% Houndstooth Transportation, Inc. - 100% Houndstooth Logistics, Inc. - 100% Houndstooth Leasing, Inc. - 50% C Cross Transportation, Inc. - 100% Wicks Transportation, Inc. - 100% Wicks Properties, LLC - 100% WRJ, LLC - 33%
21. Carol Bumpers	Certified Public Accountant	Director	Director Capstone Bank	Manager & Sec/Treas, Bumpers Oil Co., LLC Manager & Sec/Treas, Bumpers Management Co., LLC President & Manager, CJS Properties, LLC VP & Manager, C&C Properties, LLC	0.46%	N/A	CJS Properties, LLC - 88.58% C&C Properties, LLC - 50%