

Revised 6-5-2014

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, 2013  
Month / Day / Year

Name of the Holding Company Director and Official

*Alan D. Bawchi*  
CHAIRMAN

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

Capstone Bancshares, Inc.

Legal Title of Holding Company

P.O. Box 1488

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

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:

Natasha Sutton Controller

205-469-2704  
Name Title Area Code / Phone Number / Extension

205-469-2730  
Area Code / FAX Number

natasha.sutton@capstonebankal.com  
E-mail Address

www.capstonebankal.com  
Address (URL) for the Holding Company's web page

Signature of Holding Company Director and Official

*Alan D. Bawchi*  
3-21-14

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 36827  
 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 Holding Companies

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

<p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical location (if different from mailing address)</p> <hr/>	<p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical location (if different from mailing address)</p> <hr/>
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**Capstone Bancshares, Inc.**  
**Report Item #1 - Annual Report to Shareholders**  
**Fiscal Year Ended December 31, 2013**

The Company's annual report to its shareholders will be submitted under separate cover when available.

Capstone Bancshares, Inc.  
Report Item #2a - Organization Chart  
Fiscal Year Ended December 31, 2013



Results: A list of branches for your depository institution: CAPSTONE BANK (ID\_RSSD: 450034).  
 This depository institution is held by CAPSTONE BANCSHARES, INC. (3681277) of TUSCALOOSA, 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)	450034	CAPSTONE BANK	2301 UNIVERSITY BOULEVARD	TUSCALOOSA	AL	35401	TUSCALOOSA	UNITED STATES	15898	0	CAPSTONE BANK	450034	
Ok		Full Service	481832	CHATOM BRANCH	16780 JORDON STREET	CHATOM	AL	36518	WASHINGTON	UNITED STATES	255230	2	CAPSTONE BANK	450034	
Ok		Full Service	2533632	JACKSON BRANCH	1600 COLLEGE AVENUE	JACKSON	AL	36545	CLARKE	UNITED STATES	516678	9	CAPSTONE BANK	450034	
Ok		Full Service	480639	LERROY BRANCH	27188 HIGHWAY 43	LERROY	AL	36548	WASHINGTON	UNITED STATES	255229	1	CAPSTONE BANK	450034	
Ok		Full Service	3794887	MCINTOSH BRANCH	158 COMMERCE STREET	MC INTOSH	AL	36553	WASHINGTON	UNITED STATES	480604	4	CAPSTONE BANK	450034	
Ok		Full Service	4106188	NORTHPORT BRANCH	2000 LURLEEN B. WALLACE BOULEVARD	NORTHPORT	AL	35476	TUSCALOOSA	UNITED STATES	506571	8	CAPSTONE BANK	450034	
Ok		Full Service	3812389	THOMASVILLE BRANCH	33009 HIGHWAY 43	THOMASVILLE	AL	36784	CLARKE	UNITED STATES	486603	7	CAPSTONE BANK	450034	
Ok		Full Service	3832051	INDIAN HILLS BRANCH	230 MCFARLAND CIRCLE NORTH	TUSCALOOSA	AL	35406	TUSCALOOSA	UNITED STATES	359256	6	CAPSTONE BANK	450034	

**Capstone Bancshares, Inc.**  
**Report Item #3 - Securities Holders**  
**Fiscal Year Ended December 31, 2013**

- Report Item 3.1** As of fiscal year end 2013, 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 2013, 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.

Report Item 4: Directors/Executive Officers/Principal Shareholders  
 (1; 2; 3a; 3b; 3c; 4a; 4b; 4c)

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	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)
Brackin, Julian B. Foley, AL USA	Attorney	Chairman of the Board Director	Director Capstone Bank	President, Brackin, McGriff & Johnson, P.C.	2.39%	N/A	N/A
Fitts, Lewis F. Tuscaloosa, AL USA	Retired	Co 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	3.57%		Compliant Systems and Design - 100% L.F. Fitts, LLC - 100% FW Tacoma, LLC - 50% L&F, LLC - 50% Fordland, LLC - 50%
Kuhn, Robert W., Jr. Tuscaloosa, AL USA	Banker	Secretary & Director	President, CEO & Director Capstone Bank	N/A	0.01%	N/A	N/A
Bumpers, Carol Chatom, AL USA	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	0.47%	N/A	CJS Properties, LLC - 88.58% C&C Properties, LLC - 50%
Campbell, Joe Albertville, AL USA	Retired	Director	Director Capstone Bank		2.35%		N/A
Corder, Brock Tuscaloosa, AL USA	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 Member, TBG II, LLC Member, TBG Restoration Specialists, LLC Member, Corder Family, LLC	0.06%	N/A	Builders Group Development, LLC - 25% Camden Lake, LLC - 25% Blackrock Properties, LLC - 50%
Ellis, Richard, Jr. Tuscaloosa, AL USA	Realtor	Director	Director Capstone Bank	Cornerstone Management Fertile Properties Easygoers Wishbone E R Investments City Shopping Center	0.01%	N/A	Cornerstone Management - 50% Fertile Properties - 50% Easygoers - 50% Wishbone - 50% E R Investments - 50% City Shopping Center 33%
Glover, Matt Tuscaloosa, AL USA	Attorney	Director	Director Capstone Bank		0.59%		
Moody, William D. 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. General Partner, M&M Moody Investments, LLC	2.39%	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% M&M Moody Investments, LLC - 50%
Murdock, John Tuscaloosa, AL USA	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%
Reddy, Adishesha B. Tuscaloosa, AL USA	Physician	Director	Director Capstone Bank	President, Gastrocare P.C. President, Gastroenterology Consultants, Inc. President, APNA Foundation (non-profit)	0.71%	N/A	Gastrocare, PC - 100% Gastroenterology Consultants, Inc. - 100% Reddy's & Induru, LLC - 33%
Reilly, Brent Tuscaloosa, AL USA	Publishing	Director	Director Capstone Bank	President, Randall-Reilly Publishing	1.18%	N/A	N/A
Robertson, Sue Tuscaloosa, AL USA	Retired	Director	Director Capstone Bank	N/A	1.18%	N/A	L&S Mini Storage, LLC - 50% Ledbetter Farms, Inc. - 50% Billy Beef, Inc. - 50%
Saban, Terry L. Tuscaloosa, AL USA	Realtor	Director	Director Capstone Bank	Managing Member, TLS, LLC Managing Member, Kenilworth Manor, LLC Managing Member, Shore Lane Sanctuary, LLC	0.24%	N/A	
Skipper, Thomas G. Grove Hill, AL USA	Forest Products	Director	Director Capstone Bank	VP, Scotch Plywood Co., Inc Managing Partner, Skipper Holdings, LLC Managing Partner, KEJ, LLC	1.15%	N/A	Skipper Holdings, LLC - 25% KEJ, LLC - 50%
Thurber, Robert C. Magnolia Springs, AL USA	Retired	Director	Director Capstone Bank	Board of Directors, Tyson Foods Board of Directors, Church Brothers, LLC	1.18%	N/A	
Tucker, Steven B.	Trucking	Director	Director	President, Barnett Transportation, Inc.	1.40%	N/A	Barnett Transportation, Inc. - 45.5%

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	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)
Tuscaloosa, AL USA			Capstone Bank	Member, BTI Investments, LLC Member, Trico Resources Co. LLC Member, BTI LLC Member, BTI Real Estate, LLC			BTI Investments, LLC - 50% Trico Resources Co. LLC - 40% BTI, LLC - 40% BTI Real Estate, LLC - 50%
Tutt, Walter V. Linden, AL USA	Real Estate	Director	Director Capstone Bank	Owner, Tuttlund, LLC	0.24%		Tuttlund, LLC - 100%
Wicks, J. Beau Tuscaloosa, AL USA	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	1.42%	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 - 50% WRJ, LLC - 33%
Randall Billingsley Mobile, AL USA	Contractor	Former Director <b>RESIGNED 5/2/2013</b>	Former Director Capstone Bank <b>RESIGNED 5/2/2013</b>	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%
Robert Prince Tuscaloosa, AL USA	Attorney-at-law	Former Director <b>RESIGNED 3/15/2013</b>	Former Director Capstone Bank <b>RESIGNED 3/15/2013</b>	CEO/President, Prince-Glover Law Manager & Partner, Cypress Point, LLC	0.69%	N/A	Prince-Glover Law - 100% Cypress Point, LLC - 50%
Richard H. Robinson Tuscaloosa, AL USA	Insurance Agent	Former Director <b>RESIGNED 8/14/2013</b>	Former Director Capstone Bank <b>RESIGNED 8/14/2013</b>	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%
Jerry Swindle Tuscaloosa, AL USA	Contractor	Former Director <b>RESIGNED 2/25/2013</b>	Former Director Capstone Bank <b>RESIGNED 2/25/2013</b>	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%