

**COPY**

Board of Governors of the Federal Reserve System

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# Annual Report of Bank 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)). 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 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). 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 Bank Holding Companies* must be signed by one director of the top-tier bank holding company. This individual should also be a senior official of the top-tier bank holding company. In the event that the top-tier bank 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 bank holding company's fiscal year-end):

Month / Day / Year

I, David P Downs

Reporter's Name, Street, and Mailing Address

Central State Bancorporation

Name of the Bank Holding Company Director and Official

Legal Title of Bank Holding Company

Director

P.O. Box 180

Title of the Bank Holding Company Director and Official

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

attest that the *Annual Report of Bank Holding Companies* (including the supporting attachments) for this report date have 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.

Calera AL 35040

City State Zip Code

11025 Highway 25, Calera, AL 35040

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:

Gene Holder CFO

Name Title

205-668-3578

Area Code / Phone Number / Extension

205-668-2037

Area Code / FAX Number

gene@centralstatebank.com

E-mail Address

centralstatebank.com

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

Signature of Bank Holding Company Director and Official

Date of Signature

For bank 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 1084593  
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 Bank Holding Companies

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

Legal Title of Subsidiary Bank Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

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City State Zip Code

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City State Zip Code

Physical location (if different from mailing address)

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

City State Zip Code

Physical location (if different from mailing address)

Central State Bancorporation  
P.O. Box 180  
Calera, Alabama 35040

Attachment to Form FR Y-6

Calendar Year Ending December 31, 2011

Report Item 1a: N/A

Report Item 1b: N/A

Report item 2A: 1) **Central State Bancorporation**, Calera, Alabama (Central State Bancorporation owns 100% of Outstanding Central State Bank Stock.)  
2) **Central State Bank**, Calera, Alabama (Central State Bank has 5000 shares outstanding.)  
3) N/A

Supplement:

A) N/A  
B) N/A  
C) N/A  
D) N/A

Report item 2B:

Main Office  
Opened 1916  
11025 Highway 25  
Shelby County  
Calera, AL 35040 USA  
Full Service Facility

Airport Office  
Opened 1998  
57 Highway 87  
Shelby County  
Calera, AL 35040 USA  
Full Service Facility

Pelham Office  
Opened 2005  
3145 Pelham Parkway  
Shelby County  
Pelham, AL 35124 USA  
Full Service Facility

Limestone Office  
Opened 2009  
71 Limestone Parkway  
Shelby County  
Calera, AL 35040 USA  
Full Service Facility

Report Item 3:

<b>Stephen D. Cowart</b> Calera, Alabama 35040 USA	624 Shares (8.7%)
<b>David P. Downs</b> Calera, Alabama 35040 USA	1889 Shares (26.3%)
<b>Dorothy Downs Schroeder</b> Calera, Alabama 35040 USA	1822 Shares (25.3%)
<b>William M. Schroeder, Sr.</b> Calera, Alabama 35040 USA	533 Shares (7.4%)
<b>William M. Schroeder Sr. or Dorothy Downs Schroeder</b> Calera, Alabama 35040 USA	387 Shares (5.4%)

Report Item #3 part 2:       None

Report Item 4:

**See Attached**

Central State Bancorporation  
 Calera, Alabama  
 As of 12/31/2011

Report Item #4 Detail

(1) Name & Address, City, State, Country	(2) principal Occupation, if other than with Bank Holding Company	(3) (a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (Including names of subsidiaries)	(3)(c) Title & Position with other businesses (including names of other businesses)	(4)(a) Percentage of voting shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (including names of Subsidiaries)	(4)(c) List names of other companies (including partnerships) if 25% or more of voting securities are held (List names of companies & % of voting securities held)
William M. Schroeder, Sr. Calera, AL	N/A	Director & Chairman	President & CEO (Central State Bank)	N/A	10.1%**	N/A	N/A
Dorothy D. Schroeder Calera, AL	N/A	Director & Vice Chairman	Cashier & Vice President (Central State Bank)	N/A	28.0%**	N/A	N/A
David P. Downs Calera, AL	N/A	Director & Secretary	Executive Vice President (Central State Bank)	N/A	26.3%	N/A	N/A
Shane D. Schroeder Calera, AL	N/A	Director	Sr. Vice President (Central State Bank)	N/A	0.8%	N/A	N/A
Shanda S. Watts Calera, AL	N/A	Director	Vice President (Central State Bank)	N/A	1.5%	N/A	N/A
William M. Schroeder, Jr. Calera, AL	N/A	Director	Sr. Vice President (Central State Bank)	N/A	2.5%	N/A	N/A

\*\*This represents shares held individually, plus 1/3 of the shares held jointly.