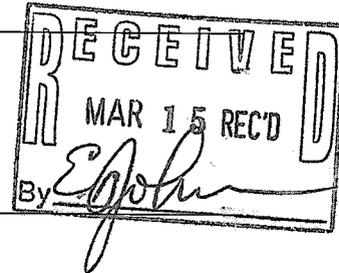


Board of Governors of the Federal Reserve System



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):

~~3/11/13~~ 12-31-12
 Month / Day / Year

1. David P. Downs, Director

Name of the Holding Company Director and Official

Director

Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

Central State Bancorporation
 Legal Title of Holding Company

P.O. box 180

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

Galera, AT 35040
 City State Zip Code

11025 Highway 25

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:

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

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

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

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 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

Revised

4-7-13

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

Attachment to Form FR Y-6

Calendar Year Ending December 31, 2012

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.) Incorporated in Alabama
- 2) **Central State Bank**, Calera, Alabama (Central State Bank has 5000 shares outstanding.) Incorporated in Alabama
- 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

Revised 5-8-13

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

Report Item 3:

Stephen D. Cowart 624 Shares (8.8%)
Calera, Alabama 35040
USA

David P. Downs 1889 Shares (26.6%)
Calera, Alabama 35040
USA

Dorothy Downs Schroeder 922 Shares (13.0%)
Calera, Alabama 35040
USA

William M. Schroeder, Sr. 533 Shares (7.5%)
Calera, Alabama 35040
USA

**William M. Schroeder Sr. or
Dorothy Downs Schroeder** 363 Shares (5.1%)
Calera, Alabama 35040
USA

William M. Schroeder, Jr. 489 Shares (6.9%)
Calera, Alabama 35040
USA

Shane D. Schroeder 364 Shares (5.1%)
Calera, Alabama 35040
USA

Shanda S. Watts 489 Shares (6.9%)
Hoover, Alabama 35040
USA

Report Item #3 part 2: None

Report Item 4:
See Attached

Revised 5-8-13

Central State Bancorporation
 Calera, Alabama
 As of 12/31/2012

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	15.6%**	N/A	N/A
David P. Downs Calera, AL	N/A	Director & Secretary	Executive Vice President (Central State Bank)	N/A	26.6% ✓	N/A	N/A
Shane D. Schroeder Calera, AL	N/A	Director	Sr. Vice President (Central State Bank)	N/A	5.1% ✓	N/A	N/A
Shanda S. Watts Calera, AL	N/A	Director	Vice President (Central State Bank)	N/A	6.9% ✓	N/A	N/A
William M. Schroeder, Jr. Calera, AL	N/A	Director	Sr. Vice President (Central State Bank)	N/A	6.9% ✓	N/A	N/A

**This represents shares held individually, plus 1/2 of the shares held jointly.