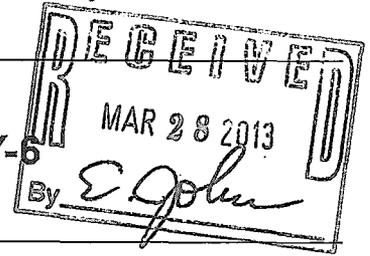


Board of Governors of the Federal Reserve System



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, **Greg Faison**

Name of the Holding Company Director and Official

**President and 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

**FEB Bancshares, Inc.**

Legal Title of Holding Company

**P.O. Box 99**

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

**Louisville**

**AL**

**36048**

City

State

Zip Code

**1920 Main Street**

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:

**Blair Osmer**

**Vice President**

Name

Title

**334-266-5321**

Area Code / Phone Number / Extension

**334-266-5744**

Area Code / FAX Number

**bosmer@febala.com**

E-mail Address

**N/A**

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

*Greg Faison*  
 Signature of Holding Company Director and Official

**3-25-13**  
 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  
 C.I.

**3438051**

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

Form FR Y-6

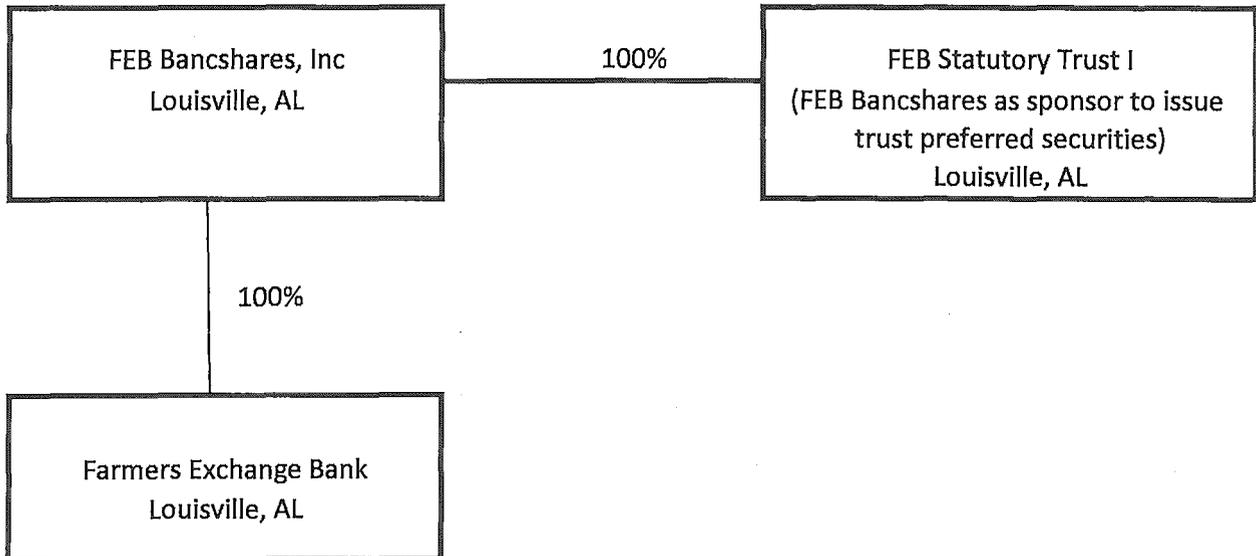
FEB Bancshares, Inc.  
Louisville, Alabama  
Fiscal Year Ending December 31, 2012

Item 1: N/A

Item 2.a:

Organizational Chart

\* All Entities are Incorporated in Alabama



Form FR Y6  
 FEB Bancshares, Inc.  
 Louisville, Alabama  
 Fiscal Year Ending December 31, 2012

Results: A list of branches for your depository institution: FARMERS EXCHANGE BANK (ID\_RSSD: 449430).  
 This depository institution is held by FEB BANCSHARES, INC. (3438051) of LOUISVILLE, AL.  
 The data are as of 12/31/2012. Data reflects information that was received and processed through 02/24/2013.

**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 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)	449430	FARMERS EXCHANGE BANK	MAIN STREET	LOUISVILLE	AL	36048	BARBOUR	UNITED STATES	10995	0	FARMERS EXCHANGE BANK	449430	
OK		Full Service	3729807	BREWTON BRANCH	226 SAINT JOSEPH AVENUE	BREWTON	AL	36426	ESCAMBIA	UNITED STATES	473827	3	FARMERS EXCHANGE BANK	449430	
OK		Full Service	2005081	CLAYTON BRANCH	201 EUFAULA AVENUE	CLAYTON	AL	36016	BARBOUR	UNITED STATES	239519	1	FARMERS EXCHANGE BANK	449430	
OK		Full Service	3673432	NORTH EUFAULA AVENUE BRANCH	101 NORTH EUFAULA AVENUE	EUFAULA	AL	36027	BARBOUR	UNITED STATES	469466	2	FARMERS EXCHANGE BANK	449430	

Form FR Y-6  
 FEB Bancshares, Inc.  
 Fiscal Year Ending December 31, 2012

**Report Item 3 (1):**

**Current shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2012**

<u>Name</u>	<u>City</u>	<u>State</u>	<u>Citizenship</u>	<u># shares</u>	<u>% owned</u>	<u>Position</u>
Slawson, Jr. Guice	Montgomery	AL	USA	35,499	31.37%	Chairman of the Board
Slawson Joe Stinson	Montgomery	AL	USA	35,499	31.37%	Director
Slawson William Edgar	Montgomery	AL	USA	35,499	31.37%	Director

**Note:** All shares issued and outstanding of the BHC are common stock

**Report Item 3 (2): None.**

**Report Item 4: Insiders**

**Current shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2012**

<u>Name</u>	<u>City</u>	<u>State</u>	<u>Citizenship</u>	<u>BHC % Owned</u>	<u>Bank Sub % owned</u>	<u>Position</u>	<u>Principal Occupation if other than with BHC</u>
Adams Dennis	Brewton	AL	USA	0.18%	0.00%	Director	President/CEO Timberline Homes 60% owner
Slawson, Jr. Guice	Montgomery	AL	USA	31.37%	0.00%	Chairman of the Board	Secretary, Slawson Manufacturing Company, Inc. 33.333% owner
Slawson Joe Stinson	Montgomery	AL	USA	31.37%	0.00%	Director	Vice President, Slawson Manufacturing Company, Inc. 33.333% owner
Slawson William Edgar	Montgomery	AL	USA	31.37%	0.00%	Director	President, Slawson Manufacturing Company, Inc. 33.333% owner
Bowdoin Gary D.	Louisville	AL	USA	0.02%	0.00%	Director	President and 100% Owner Price Bros Transport Co., Inc., Louisville, AL
Grant, Jr. Edwin P.	Louisville	AL	USA	0.07%	0.00%	Director	Retired
Faison Greg	Eufaula	AL	USA	3.05%	0.00%	President and CEO	
Stokes William B.	Brewton	AL	USA	0.04%	0.00%	Director	Attorney: Stokes & Stokes, P.C. 100% Brewton, AL

**Note:** Positions held are with FEB Bancshares, Inc and are the same positions held with the bank subsidiary.

**Note:** The subsidiary bank (Farmers Exchange Bank) is 100% owned by the bank holding company, FEB Bancshares, Inc.