

Board of Governors of the Federal Reserve System



# 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.

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.

I, Robert H. Bennett, III

Name of the Bank Holding Company Director and Official

President and CEO

Title of the Bank Holding Company Director and Official

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.

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.

Robert H. Bennett, III  
Signature of Bank Holding Company Director and Official

3/8/2012  
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 3438051  
C.I. \_\_\_\_\_

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.

Date of Report (top-tier bank holding company's fiscal year-end):

December 31, 2011

Month / Day / Year

Reporter's Name, Street, and Mailing Address

FEB Bancshares, Inc.

Legal Title of Bank Holding Company

P. O. Box 99

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

Louisville

AL

36048

City

State

Zip Code

1920 Main Street

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

James J. Esry

Executive Vice President

Name

Title

334-687-1685

Area Code / Phone Number / Extension

334-687-1689

Area Code / FAX Number

jesry@febala.com

E-mail Address

NA

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

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)	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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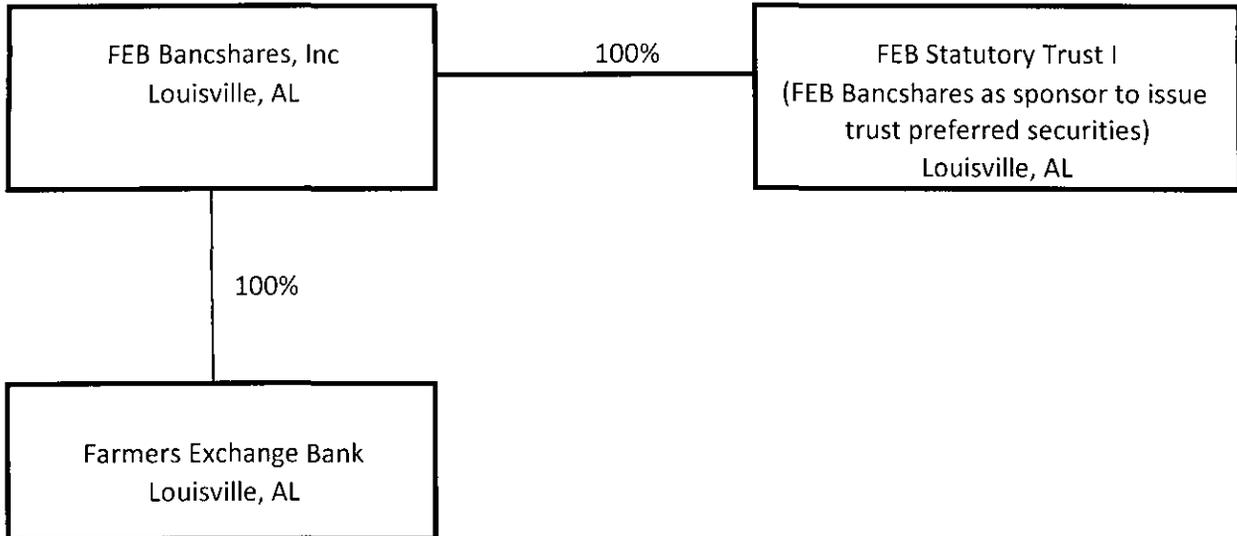
Form FR Y-6

FEB Bancshares, Inc.  
Louisville, Alabama  
Fiscal Year Ending December 31, 2011

Item 1: N/A

Item 2.a:

Organizational Chart



Form FR Y-6  
 FEB Bancshares, Inc.  
 Fiscal Year Ending December 31, 2011

**Report Item 3 (1):**

**Current shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2011**

<u>Name</u>	<u>City</u>	<u>State</u>	<u>Citizenship</u>	<u># shares</u>	<u>% owned</u>	<u>Position</u>
Bennett	Robert H. Jr. (spouse of Marilyn D.)	Louisville	AL USA	990	14.87%	Chairman of the Board
Bennett	Marilyn D. (spouse of Robert H. Jr.)	Louisville	AL USA	65 ↑	0.98%	
Bennett	Robert H. Jr. and Marilyn D. (jointly owned)	Louisville	AL USA	250	3.76%	
Bennett	Robert H. III	Louisville	AL USA	1256 ↑	18.87%	President, CEO & Director
Frederick	Carol B.	Montgomery	AL USA	515	7.74%	
Frederick	Carol B. custodian for Anna G. Frederick UTMA	Montgomery	AL USA	10	0.15%	
Frederick	Carol B. custodian for Beebe R. Frederick III, UTMA	Montgomery	AL USA	10	0.15%	
Givhan	Lynne B.	Safford	AL USA	355	5.33%	
Simpson	Beth B.	Birmingham	AL USA	295	4.43%	

**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 12-31-2011**

<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	↓ 3.04%	0.00%	Director	President/CEO Timberline Homes 60% owner
Bennett	Robert H. Jr.	Louisville	AL USA	18.63%	0.00%	Chairman of the Board	NA
Bennett	Robert H. III (a)	Louisville	AL USA	↑ 18.87%	0.00%	President, CEO & Director	NA
Bowdoin	Gary D.	Louisville	AL USA	↓ 0.30%	0.00%	Director	President and 100% Owner Price Bros Transport Co., Inc., Louisville, AL
Grant	Edwin P. Jr.	Louisville	AL USA	↓ 1.20%	0.00%	Director	Retired
Shipman	George A. (Deceased 12/16/2011)	Troy	AL USA	↓ 3.05%	0.00%	Director	CPA and Partner of Haisten, Shipman & Wiggins P. C. 33% owner, Troy, AL
Stokes	William B.	Brewton	AL USA	↓ 0.75%	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.

**(a)** Mr. Bennett III is also a director and less than 5% shareholder of the following Non-affiliated banks: Bank of Vernon, Vernon, AL and GulfSouth Private Bank, Destin, FL

Form FR Y6  
 FEB Bancshares, Inc.  
 Louisville, Alabama  
 Fiscal Year Ending December 31, 2011

**Results:** A list of branches for your depository institution: FARMERS EXCHANGE BANK (ID\_RSSD: 449430).  
 This depository institution is held by FEB BANCSHARES, INC. (3428051) of LOUISVILLE, AL.  
 The data are as of 12/31/2011. Data reflects information that was received and processed through 01/05/2012.

**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 STRFET	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	