

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, Randall H Giles
 Name of the Holding Company Director and Official
President
 Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address
FNS Bancshares, Inc
 Legal Title of Holding Company
P O Box 130
 (Mailing Address of the Holding Company) Street / P.O. Box
Scottsboro AL 35768
 City State Zip Code
402 S Broad St Scottsboro, AL 35768
 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:
Steven G Beard VP Sec/Treas
 Name Title
256-259-6000 701
 Area Code / Phone Number / Extension
256-574-7309
 Area Code / FAX Number
sbeard@yourfnbbank.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.

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

Signature of Holding Company Director and Official
Randall H Giles
4-3-13
 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

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 Federal Reserve Bank Use Only
 RSSD ID 1137828
 C.I. _____

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FNS BANCSHARES, INC
SCOTTSBORO, ALABAMA

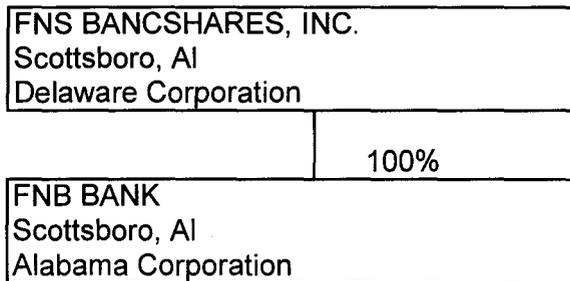
FISCAL YEAR ENDING DECEMBER 31, 2012

REPORT ITEM

1:A The BHC is not required to prepare form 10K with the SEC.

1:B Annual report to stockholders to follow

2 Organization Chart



✓pk

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*
Full Service (Head Office)	441434	FNB BANK	402 SOUTH BROAD	SCOTTSBORO	AL	35768	JACKSON	UNITED STATES	1846	0	FNB BANK	441434
Full Service	228233	BRIDGEPORT BRANCH	51616 U.S. HIGHWAY 277	BRIDGEPORT	AL	35740	JACKSON	UNITED STATES	194456	4	FNB BANK	441434
Full Service	122537	HENAGAR BRANCH	9290 ALABAMA HIGHWAY 40	HENAGAR	AL	35978	DEKALB	UNITED STATES	15650	6	FNB BANK	441434
Full Service	3772250	MORGAN CITY OFFICE	12214 UNION GROVE ROAD	MORGAN CITY	AL	35175	MORGAN	UNITED STATES	474208	11	FNB BANK	441434
Full Service	228934	PISGAH BRANCH	2399 COUNTY ROAD 58	PISGAH	AL	35765	JACKSON	UNITED STATES	194455	3	FNB BANK	441434
Limited Service	231635	FIVE POINTS DRIVE UP BRANCH	701 EAST LAUREL STREET	SCOTTSBORO	AL	35768	JACKSON	UNITED STATES	194457	5	FNB BANK	441434
Full Service	1404212	JACKSON SQUARE OFFICE	1535 SOUTH BROAD STREET	SCOTTSBORO	AL	35768	JACKSON	UNITED STATES	194460	9	FNB BANK	441434
Full Service	231233	SKYLINE BRANCH	21783 ALABAMA HIGHWAY 79	SCOTTSBORO	AL	35768	JACKSON	UNITED STATES	194458	7	FNB BANK	441434
Full Service	229838	SECTION BRANCH	4968 TAMMY LITTLE DRIVE	SECTION	AL	35771	JACKSON	UNITED STATES	194453	1	FNB BANK	441434
Full Service	229436	WOODVILLE BRANCH	29975 ALABAMA HIGHWAY 35	WOODVILLE	AL	35776	JACKSON	UNITED STATES	194454	2	FNB BANK	441434

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31-Dec-12

FNS BANCSHARES, INC

3: Shareholders

NAME	COUNTRY	SHARES	%
JOHN W GAY, JR TRUST J W GAY,III & MAURINE GAY CO-TRUSTEE SCOTTSBORO, AL/USA	USA	104980	10.65%
JOHN W GAY, III SCOTTSBORO, AL/USA	USA	78157	7.93%
CAROLYN G PONSFORD EL PASO, TX/USA	USA	71520	7.26%
Cheryl Sue Main Danville, IN/USA	USA	45382	4.60%
MAURINE G GAY TRUST JOHN W GAY, III TRUSTEE SCOTTSBORO, AL/USA	USA	45000	4.57%
MAURINE G GAY TRUST CAROLYN G PONSFORD TRUSTEE EL PASO, TX/USA	USA	45000	4.58%

ITEM 2: None

Part 2 does not apply

December 31, 2012

Item 4

FNS BANCSHARES
DIRECTORS AND EXECUTIVE OFFICERS

Name & Address	Occupation & Position With Other Business	Position with the Holding Co.	Position With Subsidiary	Title & Position with other business listed in 2	Percentage of Ownership BHC	Percentage of Ownership Sub	Ownership Other Companies
1 Steven G. Beard Scottsboro, AL 35768	Executive Vice President & CFO, FNB BANK Type Bus. - Commercial Bank	Secretary & Treasurer	Executive Vice President & CFO and Secretary of the Board, FNB BANK	N/A	0.00%	None	0%
2 Alan K Gay Atlanta, Ga 31126	CEO, ProBuild Systems Atlanta Ga Type Bus. - Software for Commodity builders	Director	Chairman, FNB Bank Director	CEO	1.84%	None	33% ProBuild Systems
3 John W. Gay III Scottsboro, AL 35769	Chairman, FNB BANK Type Bus. - Commercial Bank	Director Chairman	Vice Chairman, FNB BANK Board of Directors	N/A	23.15%	None	0%
4 Randall H. Giles Scottsboro, AL 35769	President & CEO, FNB BANK of Scottsboro Type Bus. - Commercial Bank	Director President	President & CEO and Director, FNB BANK	N/A	0.82%	None	0%
5 Hoyt E. Harbin III Scottsboro, AL 35768	President, Harbin Motor Co., Inc. Scottsboro Type Bus. - Auto Dealership	Director	Director, FNB BANK	President	0.28%	None	100% HARBIN MOTOR
6 Don Webb Scottsboro, AL 35768	General Agent, State Farm Insurance Co. Scottsboro Type Bus. - Insurance	Director	Director, FNB BANK	General Agent	0.11%	None	100% DON WEBB INS
7 Stephen J. Livingston Hollywood, AL 35752	President of Dicus Oil Co., Inc. Hollywood, AL Type Bus. - Petroleum Distributor	Director	Director, FNB BANK	President	0.29%	None	100% DICUS OIL, INC
8 Paul L. Storey Henagar, AL 35978	Owner/Operator of Storey Trucking Co. and Storey Farms Type Bus. - Trucking and Farming	Director	Director, FNB BANK	Owner	0.16%	None	100% STOREY TRUCKING STOREY FARMS
9 M. Paul Holland Scottsboro, Al 35768	Optometrist	Director	Director, FNB BANK	Owner	0.08%	None	100% Holland Optometry
10 V. H. Reddy Scottsboro, al 35768	Medical Doctor	Director	Director, FNB BANK	Owner	0.20%	None	100% V. H. Reddy M.D.
11 James Bergman Scottsboro, Al 35768	Investment Counselor	Director	Director, FNB Bank	Owner	0.11%	None	100% James Bergman Raymond James Investments