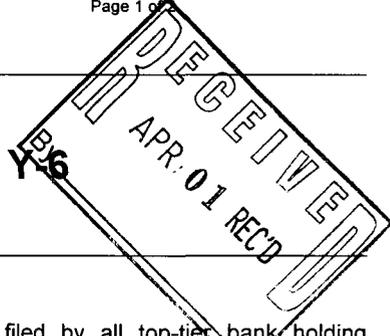


Board of Governors of the Federal Reserve System



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

1. B. K. Goodwin, III  
 Name of the Holding Company Director and Official  
Chairman, C.E.O. and President  
 Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

First Fed Bancorp, Inc Employee Stock Ownership Plan  
 Legal Title of Holding Company  
1630 4th Avenue North  
 (Mailing Address of the Holding Company) Street / P.O. Box  
Bessemer AL 35020  
 City State Zip Code

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.

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:

Graham Clifton Controller  
 Name Title

(205) 428-8472  
 Area Code / Phone Number / Extension

(205) 428-8652  
 Area Code / FAX Number

gclifton@ffbalabama.com  
 E-mail Address

www.ffbalabama.com  
 Address (URL) for the Holding Company's web page

B. K. Goodwin III  
 Signature of Holding Company Director and Official

3/28/13  
 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 3340556  
 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:  
Item 4 (Exhibit G)

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 Holding Companies

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

First Fed Bancorp, Inc.  
Legal Title of Subsidiary Holding Company

1630 4th Avenue North  
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

Bessemer      AL      35020  
City                      State                      Zip Code

\_\_\_\_\_  
Physical location (if different from mailing address)

\_\_\_\_\_  
Legal Title of Subsidiary Holding Company

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

\_\_\_\_\_  
City                      State                      Zip Code

\_\_\_\_\_  
Physical location (if different from mailing address)

\_\_\_\_\_  
Legal Title of Subsidiary Holding Company

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

\_\_\_\_\_  
City                      State                      Zip Code

\_\_\_\_\_  
Physical location (if different from mailing address)

\_\_\_\_\_  
Legal Title of Subsidiary Holding Company

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

\_\_\_\_\_  
City                      State                      Zip Code

\_\_\_\_\_  
Physical location (if different from mailing address)

\_\_\_\_\_  
Legal Title of Subsidiary Holding Company

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

\_\_\_\_\_  
City                      State                      Zip Code

\_\_\_\_\_  
Physical location (if different from mailing address)

\_\_\_\_\_  
Legal Title of Subsidiary Holding Company

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

\_\_\_\_\_  
City                      State                      Zip Code

\_\_\_\_\_  
Physical location (if different from mailing address)

\_\_\_\_\_  
Legal Title of Subsidiary Holding Company

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

\_\_\_\_\_  
City                      State                      Zip Code

\_\_\_\_\_  
Physical location (if different from mailing address)

\_\_\_\_\_  
Legal Title of Subsidiary Holding Company

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

\_\_\_\_\_  
City                      State                      Zip Code

\_\_\_\_\_  
Physical location (if different from mailing address)

**EXHIBIT A**

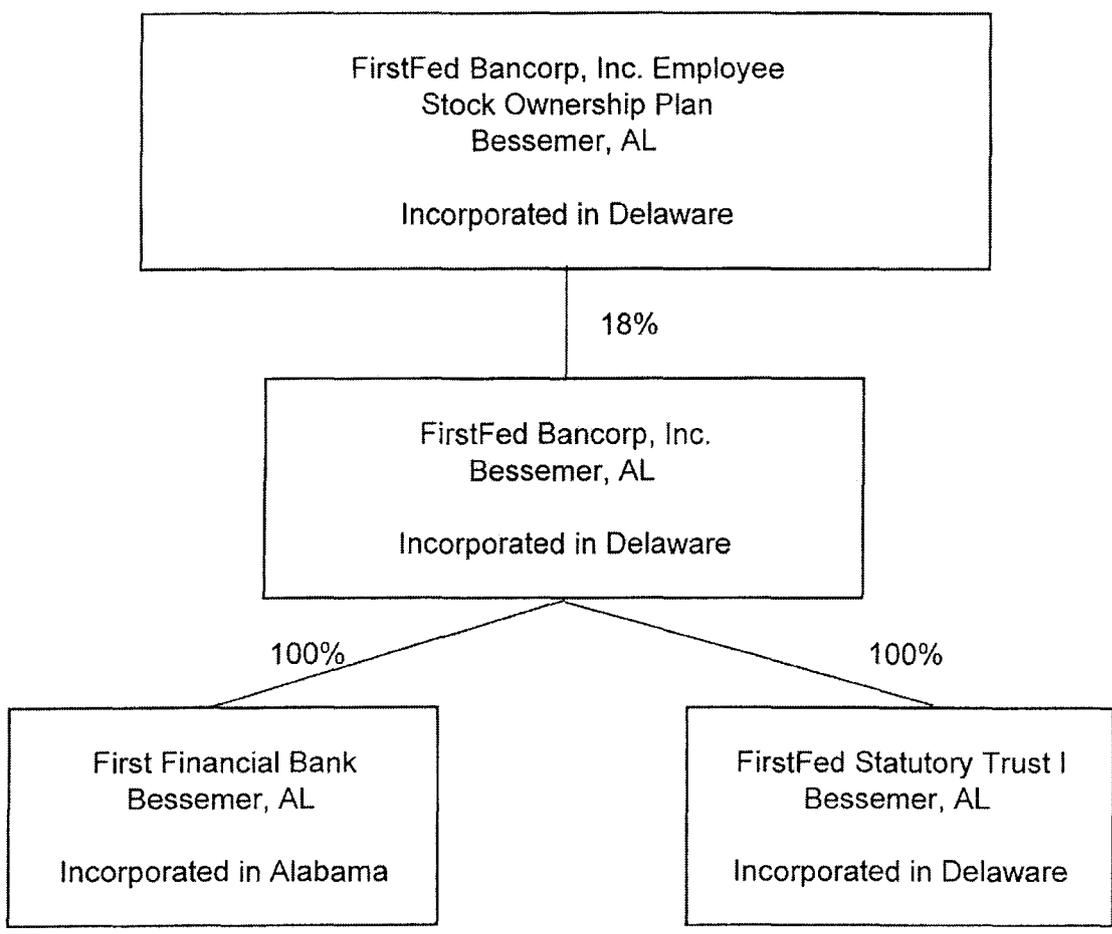
**ANNUAL REPORT TO SHAREHOLDERS**

**FIRSTFED BANCORP, INC.**

The Annual Report for the year ended December 31, 2012 has not been finalized at the time the FR Y-6 was submitted. Copies of this report will be forwarded to the Federal Reserve Bank of Atlanta once completed.

*Mursea*

**EXHIBIT B**  
**ORGANIZATION CHART**



## EXHIBIT C

### DOMESTIC BRANCH LISTING OF FIRST FINANCIAL BANK, RSSD: 292234 AS OF DECEMBER 31, 2012

Data Action	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*
OK	Full Service (Head Office)	292234	FIRST FINANCIAL BANK	1630 4TH STREET NORTH	BESSEMER	AL	35020	JEFFERSON	UNITED STATES	13241	0	FIRST FINANCIAL BANK	292234
OK	Full Service	266534	CENTREVILLE BRANCH	119 BIRMINGHAM ROAD	CENTREVILLE	AL	35042	BIBB	UNITED STATES	248333	1	FIRST FINANCIAL BANK	292234
OK	Full Service	3100376	HOOVER BRANCH	1604 MONTGOMERY HIGHWAY	HOOVER	AL	35216	JEFFERSON	UNITED STATES	277215	6	FIRST FINANCIAL BANK	292234
OK	Full Service	3100385	HUEYTOWN BRANCH	1243 HUEYTOWN ROAD	HUEYTOWN	AL	35023	JEFFERSON	UNITED STATES	277213	4	FIRST FINANCIAL BANK	292234
OK	Full Service	3448957	MCCALLA BRANCH	4790 EASTERN VALLEY ROAD	MCCALLA	AL	35111	JEFFERSON	UNITED STATES	451774	9	FIRST FINANCIAL BANK	292234
OK	Full Service	3100394	PELHAM BRANCH	3304 PELHAM PARKWAY	PELHAM	AL	35124	SHELBY	UNITED STATES	277214	5	FIRST FINANCIAL BANK	292234
OK	Full Service	3100406	VANCE BRANCH	18704 HIGHWAY 11 NORTH	VANCE	AL	35490	TUSCALOOSA	UNITED STATES	277216	7	FIRST FINANCIAL BANK	292234
OK	Full Service	134473	WEST BLOCTON BRANCH	1212 MAIN STREET	WEST BLCOTON	AL	35184	BIBB	UNITED STATES	42632	3	FIRST FINANCIAL BANK	292234
OK	Full Service	328030	WOODSTOCK BRANCH	28802 HWY 5	WOODSTOCK	AL	35188	BIBB	UNITED STATES	248334	2	FIRST FINANCIAL BANK	292234

**EXHIBIT D**

**BENEFICIAL OWNERSHIP OF FIRSTFED BANCORP, INC.  
EMPLOYEE STOCK OWNERSHIP PLAN**

**Name and Address  
of Beneficial Owner**

**Provision for Voting**

The Trust Company of Sterne,  
Agee & Leach, Trustee for  
FirstFed Bancorp, Inc.  
Employee Stock Ownership  
Plan  
Birmingham, AL

Trustee votes based on participants' direction.

## EXHIBIT E

### BENEFICIAL OWNERS OF 5 PERCENT OR MORE OF FIRSTFED BANCORP, INC. COMMON STOCK

As of 12/31/2012:

<u>Name and Address of Beneficial Owner</u>	<u>Country of Citizenship</u>	<u>Number of Shares*</u>	<u>Percent of Common Stock*</u>
James E. Mulkin Bessemer, AL	USA	397,794	9.57%
Henry A. Parker Morris, AL	USA	366,451	8.82%
B. K. Goodwin, III Birmingham, AL	USA	233,589	5.62%
FirstFed Bancorp, Inc. Employee Stock Ownership Plan Birmingham, AL	USA	783,457	18.85%

\*Includes 24,453, 13,087, and 52,703 shares of common stock as to which Mr. Mulkin, Mr. Parker, and Mr. Goodwin, respectively, have the right to purchase pursuant to stock options.

There were no 5% or more owners during the year that did not own 5% as of the end of the year.

**EXHIBIT F**

**DIRECTORS AND EXECUTIVE OFFICERS OF FIRSTFED BANCORP, INC. ("BANCORP")**

Name & Address	Principal Occupation (other than with Bancorp)	Title & Position with Bancorp	Title & Position with Other Businesses	# of Shares of Bancorp Common Stock Owned or Controlled**	% of Shares of Bancorp Common Stock Owned or Controlled**
B. K. Goodwin, III Birmingham, AL	N/A	Chairman of the Board, C.E.O. and President of FirstFed Bancorp, Inc. and First Financial Bank.	Exhibit G	233,589	5.62%
James B. Koikos Bessemer, AL	Restaurant Owner	Director*	Exhibit G	203,475	4.90%
E. H. Moore, Jr. McCalla, AL	Trucking Company Owner	Director*	Exhibit G	166,468	4.01%
James E. Mulkin Bessemer, AL	Investments	Director*	Exhibit G	397,794	9.57%
G. Larry Russell McCalla, AL	Certified Public Accountant	Director*	Exhibit G	192,618	4.64%
Henry Parker Morris, AL	Manufacturing Company Owner	Director*	Exhibit G	366,451	8.82%
R. Shan Paden Bessemer, AL	Attorney	Director*	Exhibit G	100,500	2.42%
Lynn J. Joyce Birmingham, AL	N/A	Chief Financial Officer, Executive Vice President, Secretary and Treasurer of FirstFed Bancorp, Inc. and First Financial Bank.	Exhibit G	64,376	1.55%
Paul Province West Blocton, AL	N/A	Senior Vice President of FirstFed Bancorp, Inc. and First Financial Bank	Exhibit G	0	0.00%
<b>First Fed Bancorp Inc. ESOP</b>	<b>N/A</b>	<b>N/A</b>	<b>N/A</b>		<b>1890</b>

\*Directors of FirstFed Bancorp, Inc. and First Financial Bank.

\*\*Includes 52,703, 27,361, 27,361, 24,453, 27,361, 13,087 and 33,070 shares of common stock, as to which Directors Goodwin, Koikos, Moore, Mulkin, Russell, Parker and Ms. Joyce, respectively, have the right to purchase pursuant to stock options.

\* ESOP - NO insiders

**EXHIBIT G**

**(CONFIDENTIAL)**

**OWNERSHIP BY DIRECTORS AND EXECUTIVE OFFICERS  
OF 25% OR MORE OF VOTING SHARES  
OF OTHER BUSINESS COMPANIES**

Information for FR Y-6 Item 4 is bound separately in the accompanying Confidential Volume.