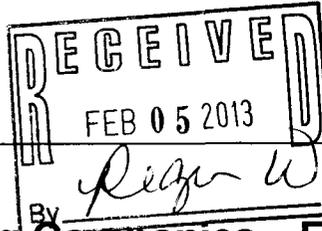


Board of Governors of the Federal Reserve System



# 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, **Robert Decker**

Reporter's Name, Street, and Mailing Address

**First Bancorporation of Geraldine, Inc.**

Name of the Holding Company Director and Official

Legal Title of Holding Company

**Chairman of Board**

**P.O. Box 187**

Title of the Holding Company Director and Official

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

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.

**Geraldine** **AL** **35974-0187**

City State Zip Code

**40956 Alabama Highway 75**

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:

**Elaine Gilbert** **Vice-President**

Name Title

**2586-659-2175**

Area Code / Phone Number / Extension

**256-659-4882**

Area Code / FAX Number

**egilbertlibertybank@charter.net**

E-mail Address

**N/A**

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

Signature of Holding Company Director and Official

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 **1084753**  
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.

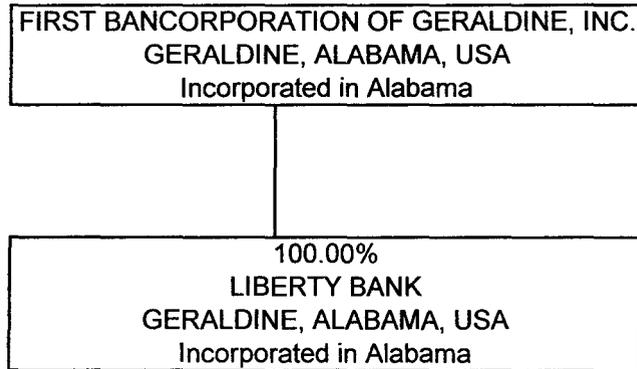
The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

**FIRST BANCORPORATION OF GERALDINE, INC.**

**ORGANIZATION CHART  
Report Item 2**

**December 31, 2012**



✓ OK Received 2-P  
4-10-13

**Results:** A list of branches for your depository institution: LIBERTY BANK (ID\_RSSD: 386432).  
 This depository institution is held by FIRST BANCORPORATION OF GERALDINE, INC. (1084753) of GERALDINE, IN.  
 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.  
**Close:** If a branch listed was sold or closed, enter 'Close' in the **Data Action** column and the sale or closure date.  
**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.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page width, and margins.

**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.  
 The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://www.frb.org>.

\* FDIC UNINUM, Office Number, and ID\_RSSD columns are for reference only. Verification of these values is required.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name
OK		Full Service (Head Office)	386432	LIBERTY BANK
		Full Service	1838059	SARDIS CITY BRANCH
		Full Service	1428973	COLLINSVILLE BRANCH
		Full Service	2814340	CROSSVILLE BRANCH

E, AL.  
013.

tion column and the date when this information first became valid in the **Effective Date** column.  
date in the **Effective Date** column.

column.

1 column and the opening or acquisition date in the **Effective Date** column.

ge scaling, and/or legal sized paper.

more information.

the e-mail.

for each branch with a **Data Action** of Change, Close, Delete, or Add.

LOonline.federalreserve.gov.

s not required.

Street Address	City	State	Zip Code	County	Country
40956 ALABAMA HIGHWAY 75	GERALDINE	AL	35974	DEKALB	UNITED STATES
1660 SARDIS DRIVE	BOAZ	AL	35956	ETOWAH	UNITED STATES
113 MAIN STREET	COLLINSVILLE	AL	35961	DEKALB	UNITED STATES
15053 ALABAMA HIGHWAY 68	CROSSVILLE	AL	35962	DEKALB	UNITED STATES

<b>FDIC UNINUM*</b>	<b>Office Number*</b>	<b>Head Office</b>	<b>Head Office ID_RSSD*</b>	<b>Comments</b>
14081	0	LIBERTY BANK	386432	
250969	2	LIBERTY BANK	386432	
56	1	LIBERTY BANK	386432	
250970	3	LIBERTY BANK	386432	

## Exhibit C

FIRST BANCORPORATION OF GERALDINE, INC.  
 FRY-6 Report Item 3 - Shareholders  
 DECEMBER 31, 2012

(1) (a)      (1) (b)      (1) (c)      (2) (a)      (2) (b)      (2) (c)

Current Shareholders with ownership, control or holdings  
 of 5% or more with power to vote as of 12-31-2012.

(1) (a) NAME & ADDRESS	(1) (b) COUNTRY OF CITIZENSHIP	(1) (c) NUMBER AND PERCENTAGE OF EACH		
		NUMBER	CLASS	PERCENT
Coolidge Isbell Geraldine, AL	USA	6,538	Common	11.62%
Betty Parris Trust Geraldine, AL <i>MARGARET PARRIS, TRUSTEE</i>	USA	11,224	Common	19.96%
Vickie Anderson Geraldine, AL	USA	5,868	Common	10.43%

Shareholders not listed in (3) (1) (a) through (3) (1) (c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-2012.

(2) (a)    (2) (b)    (2) (c)

None

Exhibit D

FIRST BANCORPORATION OF GERALDINE, INC.

ITEM 4 - INSIDERS

(1) (2) (3) (a) (b) (c) AND (4) (a) (b) (c)  
DECEMBER 31, 2012

(1) NAME & ADDRESS	(2) PRINCIPAL OCCUPATION IF OTHER THAN HOLDING CO.	(3) (a) POSITION WITH HOLDING COMPANY	(3) (b) POSITION WITH LIBERTY BANK	(3) (c) POSITION WITH OTHER COMPANY	(4) (a) PERCENTAGE BANK HOLDING COMPANY	(4) (b) PERCENTAGE OWNED IN BANK	(4) (c) OTHER COMPANY EXCEEDING 25%
Chris Bailey Boaz, AL	N/A	President/	President/ CEO	None	0.005%	0.00%	None
Robert Decker Albertville, AL	Investment Broker	Chairman/ Director	Chairman/ Director	Edward D. Jones Investment Broker	4.53%	0.00%	None
Billy F. Cooper Madison, AL	Retired	Director	Director	None	2.80%	0.00%	None
Joel Murdock Albertville, AL	Machine Operator	Director	Director	N/A	1.60%	0.00%	None
Betty Parris Geraldine, AL	Housewife	None	None	N/A	19.96%	0.00%	None
Coolidge Isbell Geraldine, AL	Real Estate	None	None	BIB Partnership 50% Ownership	11.62%	0.00%	None
David Wear Ft. Payne, AL	Attorney	Director	Director	President- Wear & Wear, P.A. 100% Ownership	0.17%	0.00%	None
Vickie Anderson GERALDINE AL	MARKETING	Director	Director	Director of MARKETING- CHAATA NOOGA Business	10.43%	0.00%	None