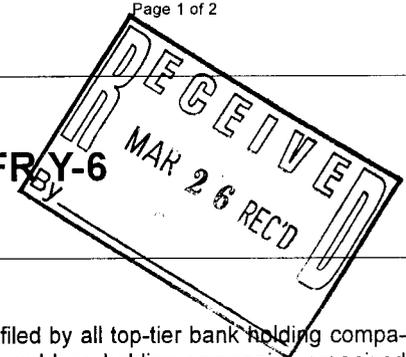


Board of Governors of the Federal Reserve System



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, RICKY RAY

Reporter's Name, Street, and Mailing Address

FIRST BOAZ BANCORPORATION

Name of the Holding Company Director and Official

Legal Title of Holding Company

PRESIDENT AND CEO

P.O. BOX 757

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.

BOAZ AL 35957
 City State Zip Code

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.

124 S. MAIN STREET
 Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

LEIGH JOHNSON ACCOUNTING
 Name Title

256-593-8670
 Area Code / Phone Number / Extension

256-593-6488
 Area Code / FAX Number

ljohnson@firstbankofboaz.com
 E-mail Address

www.firstbankofboaz.com

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

Signature of Holding Company Director and Official

3-21-13
 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 108288A
 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

Revised
4-10-13 JB

FORM FR Y-6 FOR FISCAL YEAR ENDING DECEMBER 31, 2012

REPORT ITEM 1: First Bank of Boaz is not required to register with the Security Exchange Commission. The bank holding company prepares an annual report for its shareholders. The annual report is not completed but two copies will be forwarded to you upon approval.

REPORT ITEM 2:

FIRST BOAZ BANCORPORATION -
BOAZ, ALABAMA

100%

FIRST BANK OF BOAZ - BOAZ, ALABAMA

First Boaz Bancorporation
Boaz, AL
All Entities are Incorporated in Alabama

The holding company does not have any companies that are reportable on the FR Y-10 and thus reportable on the FR Y-6.

The holding company does not have any additional companies reportable on the FR Y-6.

The holding company does not have any companies that are not reportable on the FR Y-6 organizational chart.



First Bank of Boaz

POST OFFICE BOX 757 • BOAZ, ALABAMA 35957-0757 • TELEPHONE 256/593-8670

FORM FR Y-6 FOR FISCAL YEAR ENDING DECEMBER 31, 2012

REPORT ITEM 2b:

First Bank of Boaz
124 S. Main Street
Boaz, AL 35957
Etowah County
Full Service Bank

REPORT ITEM 3:

Gary D. Kilpatrick Boaz, Alabama 35957 United States	U.S. Citizen 243,034 Shares	28.72%
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Horace E. Kilpatrick Auburn, Alabama 36830 United States	U.S. Citizen 241,200 Shares	28.51%
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Gerald D. Martin Boaz, AL 35957 United States	U.S. Citizen 63,050 Shares	7.45%
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W. Marion Abercrombie Boaz, AL 35957 United States	U.S. Citizen 44,300 Shares	5.24%
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REPORT ITEM 3-2:

None



First Bank of Boaz

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Report Item 4: Directors and Officers 2012

W. Marion Abercrombie Boaz, AL 35957 United States	Chairman - First Boaz Bancorporation Director - First Bank of Boaz President - Abbie Auto Parts 48% Stockholder – Associate Jobbers Warehouse 8% Primary Occupation - Abbie Auto Parts	5.24% N/A
Leon J. Alexander, Jr. Boaz, AL 35957 United States	Director - First Boaz Bancorporation Director - First Bank of Boaz President - Alexander Mazda Mitsubishi 51% President - Alexander Dodge 51% President - Alexander Ford 51% President – Boaz Professional Complex 50% President – Alexander Rentals 50% President – Alexander Rentals DBA Alexander Scofield Ford 51% Secretary – Tackle Trap 50% Managing Member – Alexander Family Investment 50% President - Chevrolet of Boaz 100% President – Kelley Auto Auction LLC 51% Primary Occupation - Alexander Ford	2.72% N/A
Cary Dale Johnson Boaz, AL 35956 United States	Director - First Boaz Bancorporation Director - First Bank of Boaz President - Boaz Discount Drugs 60% President - Johnson's Hallmark 100% Owner – Johnson Properties 100% Secretary – Mediage Pharmaceuticals, Inc. 33 1/3% Owner – Johnson Real Estate Investments, LLC 100% Owner – Age, LLC 100% Limited Partner – Paint Rock, LLC 23% Primary Occupation - Boaz Discount Drugs	2.26% N/A
Gary Kilpatrick Boaz, AL 35957 United States	Director - First Boaz Bancorporation Director - First Bank of Boaz President - First Super Store 100% Owner - Gary's Signs 100% President - Kilpatrick Chevrolet 100% Co-Owner - M & K Signs 50% President - Pierson Chevrolet 100% President – K Properties LLC 100% Primary Occupation - Kilpatrick Chevrolet	28.72% N/A
Horace Kilpatrick Auburn, AL 36830 United States	Director - First Boaz Bancorporation Director - First Bank of Boaz Retired/No other business affiliation Primary Occupation – Retired No other ownerships No other titles or positions with other companies	28.51% N/A



First Bank of Boaz

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Report Item 4 Continued: Directors and Officers 2012

Gerald Martin Boaz, AL 35957 United States	Director - First Boaz Bancorporation Director - First Bank of Boaz Partner - M & K Signs – 50% Primary Occupation – Retired No other ownerships No other titles or positions with other companies	7.45% N/A
Ricky Ray Boaz, AL 35956 United States	Director - First Boaz Bancorporation President, Director, C.E.O. - First Bank of Boaz No other business affiliation Primary Occupation - First Bank of Boaz No other ownerships No other titles or positions with other companies	1.51% N/A
Craig Rigsby Boaz, AL 35956 United States	Director – First Boaz Bancorporation Director – First Bank of Boaz No other business affiliation Primary Occupation – Boaz Gas Board Manager No other ownerships No other titles or positions with other companies	0.14% N/A