

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, William W. Petrey  
 Name of the Bank Holding Company Director and Official  
President/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.

William W. Petrey  
 Signature of Bank Holding Company Director and Official  
03/28/2012  
 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 \_\_\_\_\_  
 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

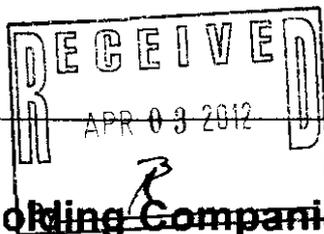
Reporter's Name, Street, and Mailing Address  
FIRST CITIZENS-CRENSHAW BANCSHARES, INC.  
 Legal Title of Bank Holding Company  
P. O. DRAWER 271  
 (Mailing Address of the Bank Holding Company) Street / P.O. Box  
LIVERNE AL 36049  
 City State Zip Code  
100 WEST THIRD STREET  
 Physical location (if different from mailing address)

Person to whom questions about this report should be directed:  
AMY M. ROWLEN, C. P. A. CFO  
 Name Title  
334-227-8301  
 Area Code / Phone Number / Extension  
334-227-9987  
 Area Code / FAX Number  
arowlen@fcbl.com  
 E-mail Address

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

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.

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

**December 31, 2011**

Month / Day / Year

I, **William W. Petrey**

Name of the Bank Holding Company Director and Official  
**President/CEO**

Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

**FIRST CITIZENS CRENSHAW BANCSHARES INC.**

Legal Title of Bank Holding Company

**P. O. DRAWER 271**

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

**LUVERNE AL 36049**

City State Zip Code

**100 WEST THIRD STREET**

Physical location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

**AMY M. ROWLEN, C. P. A. CFO**

Name Title

**334-227-8301**

Area Code / Phone Number / Extension

**334-227-9987**

Area Code / FAX Number

**arowlen@fcbi.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.

*William W. Petrey*  
 Signature of Bank Holding Company Director and Official

03/28/2012

Date of Signature

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

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 1143379  
 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

## 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.

<hr/> <p>Legal Title of Subsidiary Bank Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical location (if different from mailing address)</p> <hr/>	<hr/> <p>Legal Title of Subsidiary Bank Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical location (if different from mailing address)</p> <hr/>
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RSSD Tiering for:  
**FIRST CITIZENS-CRENSHAW BANCSHARES, INC.**  
 Structure as of 20111219 and going downward

Seq Num	ID RSSD	Legal Name	AddL	City	State/ Country	Dist FR	Ent Type	Actv Code	Basis of Relatnshp	PCT
0001	1143379	FIRST CITIZENS-CRENSHAW BANCSHARES, INC.		LUVERNE	ALABAMA	6	BHC	551111		
0002	541231	FIRST CITIZENS BANK		LUVERNE	ALABAMA	6	NMB	52211	Vtg Eqty	100

**Total Number of Entities in the tree**                    **2**  
**Total Number of Unique Entities in the tree**           **2**

**Tier Selection Criteria**

RSSD Tiering for	1143379 FIRST CITIZENS-CRENSHAW BANCSHARES, INC.
As of Date	20111219
Direction	Down
Selection Rule	All Entities
Branches - Domestic Institutions	No Branches
Branches - Foreign Institutions	No Branches

**Explanatory Notes**

<b>Entity Type</b>	<b>Description</b>
BHC	BANK HOLDING COMPANY
NMB	NON-MEMBER BANK
<b>Primary Activity Code</b>	<b>Description</b>
52211	COMMERCIAL BANKING
551111	OFFICES OF BANK HOLDING COMPANIES
<b>Basis of Relationship</b>	<b>Description</b>
Vtg Eqty	Voting Equity

Two asterisks (\*\*) next to the Seq Num indicates that confidentiality is pending or granted.  
 An asterisk (\*) next to the Addl Line Num denotes the Seq Num at which the offspring of this entity are listed.  
 A dot dot dot notation (...) next to Legal Name denotes a circular relationship.



Report Item 3: Shareholders

(1)(A) <u>Name &amp; Address</u>	(1)(B) <u>Country</u>	(1)(C) <u># &amp; % VOTING SECURITIES</u>
Barbara Harrison Luverne, AL 36049	USA	4655 - 6.051% Common Stock
John D. Harrison Luverne, Al. 36049	USA	4514- 5.867% Common Stock
John M. Wise Luverne, Al. 36049	USA	7735 - 10.054% Common Stock
Mack Wise Luverne, Al. 36049	USA	4357- 5.663% Common Stock
James W Jackson Sr Luverne, AL 36049	USA	3995- 5.192% Common Stock

(2) Shareholders not listed in (3)(1)(C) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12/31/11.

(a)-(d)  
NONE  
NONE

FR Y-6

## FIRST CITIZENS-CRENSHAW BANCSHARES, INC.

## REPORT ITEM 4: INSIDERS: (DIRECTORS, EXECUTIVE OFFICERS &amp; PRINCIPAL SHAREHOLDERS)

12/31/11

(1) Names & Address	(2) Principal Occupation	(3)(a) Title & Position with holding company	(3)(b) Title & Position with subsidiary	(3)(c) Title & Position with Other Business	(4)(a) % of Voting Shares in BHC	(4)(b) % of Voting Shares in Subsidiaries	(4)(c) List Names of Other Companies if 25% of voting securities held
William A Beall Luverne, AL 36049	Retired Dentist	Director	Director First Citizens Bank	n/a	1.969%	n/a	n/a
John D. Harrison Luverne, AL 36049	State of Alabama Superintendent of Banks	n/a	Stockholder	Superintendent of Banks	5.867%	n/a	n/a
S. W. Jackson, Jr. Luverne, AL 36049	Manager, Petrey Freight Line	Secretary	Secretary First Citizens Bank	n/a	4.934%	n/a	n/a
John M. Wise Luverne, Alabama 36049	Chairman of the Board, Hicks, Inc.	Chairman of the Board	Chairman of the Board First Citizens Bank	n/a	10.054%	n/a	n/a
William W. Petrey Luverne, AL 36049	Banking	Pres. & CEO V Chairman	President & CEO/V Chrmn First Citizens Bank	n/a	3.300%	n/a	n/a
Michael E. Jones Luverne, Alabama 36049	Attorney	Director	Director First Citizens Bank	Owner, Jones & Coots Attorneys at Law	0.976%	n/a	n/a
Sue Blackmon Luverne, AL 36049	Banking	n/a	V.P./COO First Citizens Bank	n/a	0.006%	n/a	n/a
John M. Wise, Jr Luverne, AL 36049	President of Hicks, Inc.	Director	Director	n/a	4.977%	n/a	n/a
Jim Dunklin Greenville, AL 36037	Banking	n/a	Regional President	n/a	n/a	n/a	n/a
Barbara Harrison Luverne, AL 36049	Realtor	n/a	Stockholder	Owner, Harrison Realty	6.051%	n/a	n/a
Mack Wise Sr. Luverne, AL 36049	Retired/Hick's Inc	n/a	Stockholder	n/a	5.663%	n/a	n/a
James W Jackson Luverne, AL 36049	Owner/Petrey Wholesale	n/a	Stockholder	n/a	5.192%	n/a	n/a

Popular Name	Branch Service Type	Date Opened/Experienced Change	Street Address	City	State	Zip Code	County	Country
FIRST CITIZENS BANK	Full Service (Head Office)	7/8/1980	100 WEST THIRD STREET	LUVERNE	AL	36049	CRENSHAW	UNITED STATES
FORT DEPOSIT BRANCH	Full Service	3/19/2010	115 WEST OLD FORD ROAD	FORT DEPOSIT	AL	36032	LOWNDES	UNITED STATES
GREENVILLE BRANCH	Full Service	3/19/2010	475 GREENVILLE BYPASS	GREENVILLE	AL	36037	BUTLER	UNITED STATES
HAYNEVILLE BRANCH	Full Service	3/19/2010	40 LAFAYETTE STREET EAST	HAYNEVILLE	AL	36040	LOWNDES	UNITED STATES
HIGHLAND HOME BRANCH	Full Service	3/19/2010	17823 MONTGOMERY HIGHWAY	HIGHLAND HOME	AL	36041	CRENSHAW	UNITED STATES