

Revised 4-29-13

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):

12/31/2012
Month / Day / Year

S.W. Jackson, Jr.
Name of the Holding Company Director and Official
Secretary / Director
Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

First Citizens-Crenshaw Bancshares, Inc.
Legal Title of Holding Company
P. O. Drawer 271
(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.

Luverne AL 36049
City State Zip Code

100 West Third Street, Luverne, AL 36049
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:

Amy M. Rowlen, CPA CFO
Name Title
334-227-8301
Area Code / Phone Number / Extension
334-227-9987
Area Code / FAX Number
arowlen@fcbl.com
E-mail Address
www.fcbl.com
Address (URL) for the Holding Company's web page

S.W. Jackson, Jr.
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 _____
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

Public reporting burden for this information collection is estimated to vary from 1,3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

FIRST CITIZENS-CRENSHAW BANCSHARES, INC.
LUVERNE, ALABAMA 36049
YEAR ENDING DECEMBER 31, 2012

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

Enclosed are two copies of the Annual Report to the Shareholders

2: Organizational Chart: First Citizens-Crenshaw Bancshares, Inc.

Luverne, Alabama 36049

100% Ownership

First Citizens Bank

Luverne, Alabama 36049

100% Ownership

3: The BHC is incorporated in the State of Delaware and the U.S. The Bank is incorporated in the State of Alabama and the U.S.

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Report Item 2-Branch Listing 12/31/12 FIRST CITIZENS-CRENSHAW BANCSHARES, INC.

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	LIVERNE	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

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First Citizens Bank

Report Item 3: Shareholders

(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

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 year ending 12-31-2012

(1)(a) Name & address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name & address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Barbara Harrison Luverne, AL 36049	USA	4,655 6.059% Common Stock	None		
John D. Harrison Luverne, Al. 36049	USA	4,566 5.943% Common Stock			
John M. Wise Luverne, Al. 36049	USA	7,735 * 10.067% Common Stock			
Mack Wise and Tulah Wise Luverne, Al. 36049	USA	4,357 * 5.671% Common Stock			
James W Jackson Sr and Lucy Jackson Luverne, AL 36049	USA	3,995 5.199% Common Stock			

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First Citizens-Crenshaw Bancshares, Inc.

Report Item 4: Insiders
(1) (2) (3)(a)(b)(c) and (4)(a)(b)(c)

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Name, City, State, Country	Principal Occupation if other than with Bank Holding Company	Title & Position with the Bank Holding Company	Title & Position with Subsidiaries (include names of subsidiaries)	Title & Position with Other Businesses (include names of other businesses)	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Lilellen H. Wise Luverne, AL, USA	Bookeeping John M. Wise's wife	N/A	Stockholder	Hicks, Inc.	1.561%	N/A	N/A
John M. Wise, Jr Luverne, AL, USA	Wholesale Distribution of Sporting Goods John M. Wise's son	Director	Director	President, Hicks, Inc.	4.984%	N/A	N/A
Mack Wise Sr. Luverne, AL, USA	Retired John M. Wise's brother	N/A	Stockholder	N/A	5.671%	N/A	N/A
Michael E. Jones Luverne, AL, USA	Attorney John M. Wise's son-in-law	Director	Director, First Citizens Bank	Owner, Jones & Coots Attorneys at Law	0.784%	N/A	N/A
Michael E. Jones or Stephanie W. Jones Luverne, AL, USA	Attorney Dance Teacher	Director	Director, First Citizens Bank N/A	Owner, Jones & Coots Attorneys at Law	0.195%	N/A	N/A
Stephanie W. Jones Luverne, AL, USA	Dance Teacher John M. Wise's daughter	N/A	Stockholder	N/A	4.725%	N/A	N/A
Candice Jones Luverne, AL, USA	Human Resources John M. Wise's granddaughter	N/A	Stockholder	Tek Systems	0.042%	N/A	N/A
Klein M. Jones Luverne, AL, USA	Accountant John M. Wise's granddaughter	N/A	Stockholder	Warren Averett	0.042%	N/A	N/A
Sadie Jones Luverne, AL, USA	College Student John M. Wise's granddaughter	N/A	Stockholder	N/A	0.044%	N/A	N/A
William W. Petrey Luverne, AL, USA	Banking	Pres. & CEO V Chairman	President & CEO/V Chrmn First Citizens Bank	N/A	3.629%	N/A	N/A
Sue Blackmon Luverne, AL, USA	Banking	N/A	V.P./COO First Citizens Bank	N/A	0.006%	N/A	N/A
Charles Newton Greenville, AL, USA	Public Service Petroleum Products	Director	Director, First Citizens Bank	State Representative President/Owner, Newton Oil Co.	0.000%	N/A	N/A

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First Citizens-Crenshaw Bancshares, Inc.

Report Item 4: Insiders

(1) (2) (3)(a)(b)(c) and (4)(a)(b)(c)

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Name, City, State, Country	Principal Occupation if other than with Bank Holding Company	Title & Position with the Bank Holding Company	Title & Position with Subsidiaries (include names of subsidiaries)	Title & Position with Other Businesses (include names of other businesses)	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
William A Beall Luverne, AL, USA	Retired Dentist	Director	Director, First Citizens Bank	N/A	1.971%	N/A	N/A
John D. Harrison Florence, AL, USA	Banking	N/A	Stockholder	Superintendent of Banks, State of Alabama	5.943%	N/A	N/A
Barbara F. Harrison Florence, AL, USA	Retired Realtor John D. Harrison's wife	N/A	Stockholder	N/A	6.059%	N/A	N/A
Patricia H. Stewart Marietta, GA, USA	Substitute Teacher and Seamstress John D. Harrison's daughter	N/A	Stockholder	N/A	0.046%	N/A	N/A
Alice H. Battle Atlanta, GA, USA	Housewife John D. Harrison's daughter	N/A	Stockholder	N/A	3.953%	N/A	N/A
David King Florence, AL, USA	College Student Barbara F. Harrison's grandson	N/A	Stockholder	N/A	0.052%	N/A	N/A
William King, III Birmingham, AL, USA	Attorney Barbara F. Harrison's son	N/A	Stockholder	Partner, Lightfoot & Franklin	0.041%	N/A	N/A
S. W. Jackson, Jr. Luverne, AL, USA	Freight Shipping and Trucking	Director/Secretary	Director/Secretary, First Citizens Bank	Manager, Petrey Freight Line	3.901%	N/A	N/A
S. W. Jackson, Jr. & Bobbie H. Jackson Luverne, AL, USA	Freight Shipping and Trucking Rental Real Estate	Director/Secretary N/A	Director/Secretary, First Citizens Bank	Manager, Petrey Freight Line N/A	1.041%	N/A	N/A
Bobbie H. Jackson Luverne, AL, USA	Rental Real Estate S. W. Jackson, Jr.'s wife	N/A	Stockholder	N/A	0.546%	N/A	N/A
Lee J. Moncus Birmingham, AL, USA	Housewife S. W. Jackson, Jr.'s daughter	N/A	Stockholder	N/A	0.108%	N/A	N/A
Leslie Moody Birmingham, AL, USA	Banking S. W. Jackson, Jr.'s daughter	N/A	Stockholder	Marketing, Compass Bank	0.087%	N/A	N/A
Sid Jackson & Assoc Mobile, AL, USA	Law Firm S. W. Jackson's son	N/A	Stockholder	N/A	1.301%	N/A	N/A
James W. Jackson & Lucy Jackson Luverne, AL, USA	Wholesale Grocery Housewife S. W. Jackson, Jr.'s brother & sister-in-law	N/A	Stockholder	Owner, Petrey Wholesale	5.199%	N/A	N/A
John M. Wise Luverne, AL, USA	Wholesale Distribution of Sporting Goods	Chairman of the Board	Chairman of the Board First Citizens Bank	CFO/Chairman of the Board, Hicks, Inc.	10.067%	N/A	N/A