

Board of Governors of the Federal Reserve System



FR Y-6  
OMB Number 7100-0297  
Approval expires December 31, 2014  
Page 1 of 2



## 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.

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.

**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.

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

**December 31, 2011**

Month / Day / Year

I, Carlton DeVaughn

Name of the Bank Holding Company Director and Official

Vice President

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.

Reporter's Name, Street, and Mailing Address

First State Capital Corporation

Legal Title of Bank Holding Company

Post Office Box 547

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

Lineville AL 36266

City State Zip Code

60151 Highway 49; Lineville, AL 36266

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:

Stanley E. Nelson, CPA Certified Public Accountant

Name Title

256-241-0560 6207

Area Code / Phone Number / Extension

256-236-4670

Area Code / FAX Number

stan.nelson@warrenaverett.com

E-mail Address

www.fsbandme.com

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

Signature of Bank Holding Company Director and Official

03/30/2012

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 1132980  
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.

|  |       |          |
|--|-------|----------|
| Legal Title of Subsidiary Bank Holding Company                             |       |          |
| (Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box |       |          |
| City   | State | Zip Code |
| Physical location (if different from mailing address)                      |       |          |

|  |       |          |
|--|-------|----------|
| Legal Title of Subsidiary Bank Holding Company                             |       |          |
| (Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box |       |          |
| City   | State | Zip Code |
| Physical location (if different from mailing address)                      |       |          |

|  |       |          |
|--|-------|----------|
| Legal Title of Subsidiary Bank Holding Company                             |       |          |
| (Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box |       |          |
| City   | State | Zip Code |
| Physical location (if different from mailing address)                      |       |          |

|  |       |          |
|--|-------|----------|
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| (Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box |       |          |
| City   | State | Zip Code |
| Physical location (if different from mailing address)                      |       |          |

|  |       |          |
|--|-------|----------|
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|  |       |          |
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| City   | State | Zip Code |
| Physical location (if different from mailing address)                      |       |          |

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**FEDERAL RESERVE BANK  
of ATLANTA**

**FINANCIAL STATISTICS AND STRUCTURE ANALYSIS**

**FR Y-6**

**1132980  
FIRST STATE CAPITAL CORPORATION**

**LINEVILLE, ALABAMA**

**IMPORTANT NOTICE: Please attach this cover sheet to your report. This cover sheet contains information needed for identification purposes.**

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**FORM FR Y - 6  
FIRST STATE CAPITAL CORPORATION  
DECEMBER 31, 2011**

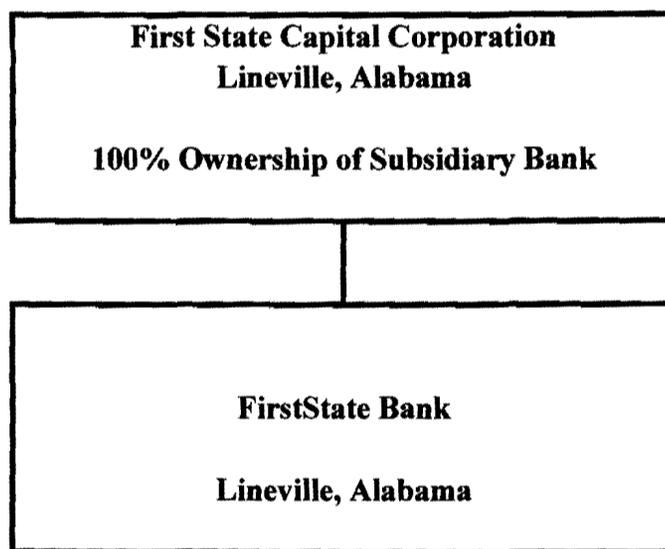
**Report Item 1: Annual Report to Shareholders**

The audited consolidated financial statements at June 30, 2011 are enclosed.

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**FORM FR Y - 6**  
**FIRST STATE CAPITAL CORPORATION**  
**DECEMBER 31, 2011**

**Report Item 2: Organization Chart**



**FORM FR Y - 6  
FIRST STATE CAPITAL CORPORATION  
DECEMBER 31, 2011**

**Report Item 2b: Domestic Branch Listing**

**Results:** A list of branches for your BHC: FIRST STATE CAPITAL CORPORATION (1132980) of LINEVILLE, AL.  
The data are as of 12/31/2011. Data reflects information that was received and processed through 01/05/2012.

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

**Close:** If a branch listed was sold or closed, enter 'Close' in the **Data Action** column and the sale or closure date in the **Effective Date** column.

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

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

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

The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

\* FDIC UNINUM, Office Number, and ID\_RSSD columns are for reference only. Verification of these values is not required.

| <b>Data Action</b> | <b>Effective Date</b> | <b>Branch Service Type</b> | <b>Branch ID_RSSD*</b> | <b>Popular Name</b>  | <b>Street Address</b> | <b>City</b> | <b>State</b> | <b>Zip Code</b> | <b>County</b> | <b>Country</b> | <b>FDIC UNINUM*</b> | <b>Office Number*</b> | <b>Head Office</b> | <b>ID_RSSD*</b> | <b>Comments</b> |
|--------------------|-----------------------|----------------------------|------------------------|----------------------|-----------------------|-------------|--------------|-----------------|---------------|----------------|---------------------|-----------------------|--------------------|-----------------|-----------------|
| OK                 |                       | Full Service (Head Office) | 540739                 | FIRSTSTATE BANK      | 88730 HIGHWAY 9       | LINEVILLE   | AL           | 36266           | CLAY          | UNITED STATES  | 14114               | 0                     | FIRSTSTATE BANK    | 540739          |                 |
| OK                 |                       | Full Service               | 1168233                | ASHLAND SOUTH BRANCH | HWY 9 & HWY 77        | ASHLAND     | AL           | 36251           | CLAY          | UNITED STATES  | 251106              | 1                     | FIRSTSTATE BANK    | 540739          |                 |
| OK                 |                       | Full Service               | 3761094                | LAKE WEDOWEE BRANCH  | 105 MAIN STREET SOUTH | WEDOWEE     | AL           | 36278           | RANDOLPH      | UNITED STATES  | 422565              | 2                     | FIRSTSTATE BANK    | 540739          |                 |

**FORM FR Y-6**  
**FIRST STATE CAPITAL CORPORATION**  
**FISCAL YEAR ENDING DECEMBER 31, 2011**

**Report Item 3: Shareholders**

**(1)(a)(b)(c) and (2)(a)(b)(c)**

**Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending December 31, 2011**

**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 December 31, 2011**

| (1)(a)<br>Name & Address<br>(City, State, Country) | (1)(b)<br>Country of Citizenship<br>or Incorporation | (1)(c)<br>Number and Percentage<br>of Each Class of Voting<br>Securities | (2)(a)<br>Name & Address<br>(City, State, Country) | (2)(b)<br>Country of Citizenship<br>or Incorporation | (2)(c)<br>Number and Percentage<br>of Each Class of Voting<br>Securities |
|--|--|--|--|--|--|
| Gail McCord<br>Lineville, AL 36266                 | USA  | 14,751 Shares<br>6.57% Common Stock                                      | N/A  |  |  |
| Kenneth D. Vaughn<br>Lineville, AL 36266           | USA  | 16,149 shares<br>7.19% Common Stock                                      |  |  |  |

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**FIRST STATE CAPITAL CORPORATION**  
**FISCAL YEAR ENDING DECEMBER 31, 2011**

**Report Item 4: Insiders**

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

| (1)<br>Names &<br>Address<br>(City, State,<br>Country) | (2)<br>Principal<br>Occupation if Other<br>than with Bank<br>Holding Company | (3)(a)<br>Title & Position<br>with Bank Holding<br>Company | (3)(b)<br>Title & Position<br>with Subsidiaries<br>(include names of<br>subsidiaries) | (3)(c)<br>Title & Position<br>with Other<br>Businesses<br>(including names<br>of other<br>businesses) | (4)(a)<br>Percentage of<br>Voting Shares in<br>Bank Holding<br>Company | (4)(b)<br>Percentage of<br>Voting Shares in<br>Subsidiaries<br>(including names<br>of subsidiaries) | (4)(c)<br>List names of other<br>companies (includes<br>partnerships) if 25%<br>or more of voting<br>securities are held<br>(List names of<br>companies and<br>percentage of voting<br>securities held) |
|--|--|--|---|---|--|---|---|
| Don Hogan<br>Lineville, AL 36266                       | Pharmacist   | Director   | Director<br>FirstState Bank   | N/A   | 4.45%  | None  | N/A   |
| Buster Robinson<br>Crawford, AL 36255                  | Retired  | Director   | Director<br>FirstState Bank   | N/A   | 3.12%  | None  | N/A   |
| Bernard Spurlin<br>Lineville, AL 36266                 | Retired  | Director   | Director<br>FirstState Bank   | N/A   | 3.86%  | None  | N/A   |
| Steve Foster<br>Lineville, AL 36266                    | Bank President   | Chairman & CEO   | President & CEO<br>FirstState Bank  | Owner   | 0.56%  | None  | Foster Farms<br>100%  |
| Carlton DeVaughn<br>Lineville, AL 36266                | Bank Vice President  | Secretary  | Vice President<br>FirstState Bank   | N/A   | 0.62%  | None  | N/A   |
| JoAnn Blair<br>Ashland, AL 36251                       | Education  | Director   | Director<br>FirstState Bank   | N/A   | 0.94%  | None  | N/A   |

FR Y - 6  
**FIRST STATE CAPITAL CORPORATION**  
**FISCAL YEAR ENDING DECEMBER 31, 2011**

**Report Item 4: Insiders**

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

| (1)<br>Names &<br>Address<br>(City, State,<br>Country) | (2)<br>Principal<br>Occupation if Other<br>than with Bank<br>Holding Company | (3)(a)<br>Title & Position<br>with Bank Holding<br>Company | (3)(b)<br>Title & Position<br>with Subsidiaries<br>(include names of<br>subsidiaries) | (3)(c)<br>Title & Position<br>with Other<br>Businesses<br>(including names<br>of other<br>businesses) | (4)(a)<br>Percentage of<br>Voting Shares in<br>Bank Holding<br>Company | (4)(b)<br>Percentage of<br>Voting Shares in<br>Subsidiaries<br>(including names<br>of subsidiaries) | (4)(c)<br>List names of other<br>companies (includes<br>partnerships) if 25%<br>or more of voting<br>securities are held<br>(List names of<br>companies and<br>percentage of voting<br>securities held) |
|--|--|--|---|---|--|---|---|
| Doyle L Phillips<br>Delta, AL 36258                    | Farmer   | Director   | Director<br>FirstState Bank   | N/A   | 1.27%  | None  | N/A   |
| James E. Malone<br>Lineville, AL 36266                 | Attorney   | Director   | Director<br>FirstState Bank   | N/A   | 1.74%  | None  | N/A   |
| Larry Raughton<br>Woodland, AL 36280                   | Farmer   | Director   | Director<br>FirstState Bank   | N/A   | 0.38%  | None  | N/A   |
| Anna Marie Rush<br>Lineville, AL 36266                 | Farmer   | Director   | Director<br>FirstState Bank   | N/A   | 1.09%  | None  | N/A   |
| Donald Harris<br>Ashland, AL 36251                     | Electrical/Plumbing<br>Supply  | Director   | Director<br>FirstState Bank   | Partner<br>Harris Plumbing &<br>Electric  | 0.80%  | None  | Harris Plumbing &<br>Electric<br>50%  |