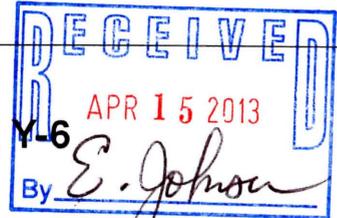


Board of Governors of the Federal Reserve System



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):

April 01, 2013

Month / Day / Year

I, John F. Boyett

Reporter's Name, Street, and Mailing Address

First State Bank of the South, Inc.

Name of the Holding Company Director and Official

CFO

Legal Title of Holding Company

P.O. Box 596

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.

Sulligent, AL 35586

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.

5856 Hwy 278, Sulligent, AL 35586

Physical location (if different from mailing address)

Signature of Holding Company Director and Official
John F. Boyett
4.1.2013

Person to whom questions about this report should be directed:

John F. Boyett CFO

Name Title

205-698-8116

Area Code / Phone Number / Extension

205-698-8120

Area Code / FAX Number

johnfboyett@firststatebanksouth.com

E-mail Address

www.firststatebanksouth.com

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

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 1132289
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.

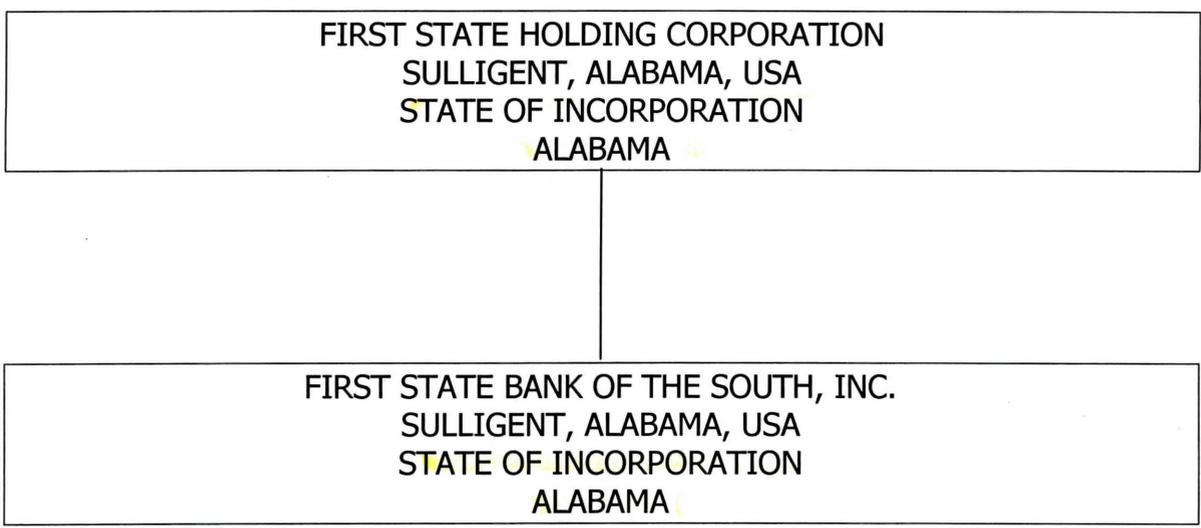
Revised 5-6-13

Sulligent, Alabama
Fiscal Year Ending December 31, 2012

Report Item

1: The BHC is not required to prepare form 10K with the SEC and the BHC does not prepare an annual report for its shareholders.

2: Organizational Chart



PERCENTAGE OF OWNERSHIP: 100%

Results: A list of branches for your BHC: FIRST STATE HOLDING CORP. (1132289) of SULLIGENT, AL.
The data are as of 03/31/2009. Data reflects information that was received and processed through 04/05/2009.

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.

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.

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

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Office ID_RSSD*	Comments
OK		Full Service (Head Office), Electronic Banking	250430	FIRST STATE BANK OF THE SOUTH, INC.	5856 HIGHWAY 278	SULLIGENT	AL	35586	LAMAR	UNITED STATES	14549	0	FIRST STATE BANK OF THE SOUTH, INC.	250430	
OK		Full Service, Electronic Banking	250038	BEAVERTON BRANCH	12815 HIGHWAY 278	BEAVERTON	AL	35544	LAMAR	UNITED STATES	252134	1	FIRST STATE BANK OF THE SOUTH, INC.	250430	
OK		Full Service, Electronic Banking	1974229	HAMILTON BRANCH	240 MILITARY STREET SOUTH	HAMILTON	AL	35570	MARION	UNITED STATES	252135	2	FIRST STATE BANK OF THE SOUTH, INC.	250430	
OK		Full Service, Electronic Banking	3702743	NORTHPORT BRANCH	5520 MCFARLAND BOULEVARD	NORTHPORT	AL	35476	TUSCALOOSA	UNITED STATES	478327	4	FIRST STATE BANK OF THE SOUTH, INC.	250430	
OK		Full Service, Electronic Banking	2514538	WINFIELD BRANCH	1836 HIGHWAY 43 NORTH	WINFIELD	AL	35594	MARION	UNITED STATES	252136	3	FIRST STATE BANK OF THE SOUTH, INC.	250430	

First State Holding Company

Fiscal year Ending December 31, 2012

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 the power to vote as of 12-31-2013

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 12-31-2013

(1) (a)	(1) (b)	(1) (c)	(2) (a)	(2) (b)	(2) (c)
Name& Address (City, State, Country)	Country of Citizenship or Incorporation	Number and Percentage of Voting Securities	Name& Address (City, State, Country)	Country of Citizenship or Incorporation	Number and Percentage of Voting Securities
Ted Boyett Sulligent, AL, USA	USA	12,677 13.44% Common Stock	None	N/A	N/A
Carol B. Hamm Jackson, MS, USA	USA	16,808 17.87% Common Stock			
Ruth E. Boyett Sulligent, AL, USA	USA	7,270 7.69% Common Stock			
John F. Boyett Sulligent, AL, USA	USA	7,443 7.88% Common Stock			
Brent Boyett Hamilton, AL, USA	USA	6,612 7.01% Common Stock			
Patrick Boyett Kansas City, MO USA	USA	6,767 7.07% Common Stock			
Rita Grayson Fayette, AL, USA	USA	7728 8.25% Common Stock			

Form FR Y-6
 First State Holding Corp.
 Fiscal Year Ending December 31, 2012

Report Item 4: Insiders (Directors and Officers)

(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 and Address (City, State, Country)	Principal Occupation if other than with Bank Holding Company	Title & Position with 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 or voting Shares in Subsidiaries(include Names of Subsidiaries)	List names or other companies (include partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities
Judge Ted Boyett Sulligent, AL, USA	Retired Judge	Director & Chairman	N/A	N/A	13.44%	N/A	N/A
Basel Mixon Beaverton, AL, USA	Retired Banker	Director	N/A	N/A	0.70%	N/A	N/A
John F. Boyett Sulligent, AL, USA	Banker	Director & President	President/CEO First State Bank	N/A	7.69%	N/A	N/A
Kermit Minga Amory, MS, USA	Retired	Director	N/A	N/A	0.00%	N/A	N/A
Jerry Williams Sulligent, AL, USA	Banker	Director	Branch Manager, Winfield First State Bank	N/A	0.03%	N/A	N/A
Carol B. Hamm Jackson, MS, USA	Housewife	N/A	N/A	N/A	17.87%	N/A	N/A
Ruth Boyett Sulligent, AL, USA	Retired	Director	N/A	N/A	7.69%	N/A	N/A
Jim Northington Gattman, MS, USA	Trucking	Director	N/A	Co-owner of WEJ Trucking Owner of My Classic Car Wash	0.64%	N/A	N/A
J. Scott Boman Sulligent, Alabama, USA	Banker	Director Secretary/Treasurer	Executive Vice President First State Bank	N/A	0.26%	N/A	N/A
Hugh Windle Millport, Alabama, USA	Timber Procurment	Director	N/A	N/A	0.47%	N/A	N/A