

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

APR 08 REC'D

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, 2014

Month / Day / Year

N / A

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

I, James T. Jones

Name of the Holding Company Director and Official

Secretary / Director

Title of the Holding Company Director and Official

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.

Reporter's Name, Street, and Mailing Address

First State Bancshares of DeKalb County, Inc.

Legal Title of Holding Company

Post Office Box 681299

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

|            |       |          |
|------------|-------|----------|
| Fort Payne | AL    | 35968    |
| City       | State | Zip Code |

2407 Gault Avenue North

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:

Tracy Arnold Administrative Secretary

Name Title

256-845-6101

Area Code / Phone Number / Extension

256-845-6845

Area Code / FAX Number

tarnold@fsbdekalb.com

E-mail Address

N / A

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

*James T. Jones*  
 Signature of Holding Company Director and Official  
 3-31-15

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 2115449  
 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 Holding Companies

*Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.*

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

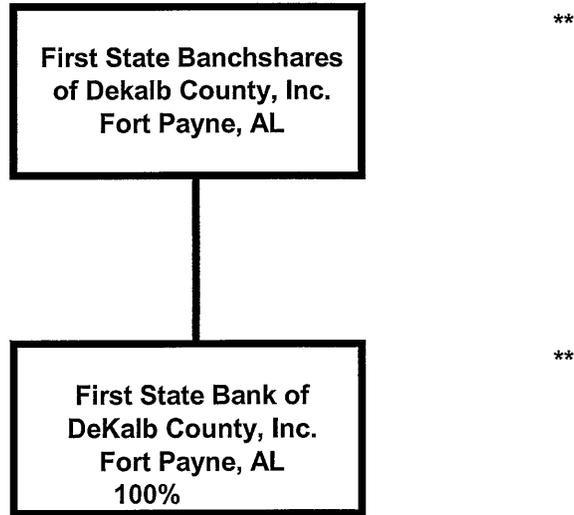
Physical Location (if different from mailing address)

Form FR Y-6  
First State Bancshares of DeKalb County, Inc.  
December 31, 2014

Report Item:

1. The bank holding company prepares an annual report for its stockholders. Copy is enclosed with this report.

2. Organization Chart



\*\* - All entities are incorporated in the state of Alabama

Results: A list of branches for your depository institution: FIRST STATE BANK OF DEKALB COUNTY, INC. (ID\_RSSD: 504535).  
 This depository institution is held by FIRST STATE BANCSHARES OF DEKALB COUNTY, INC. (2115449) of FORT PAYNE, AL.  
 The data are as of 12/31/2014. Data reflects information that was received and processed through 01/07/2015.

**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.

| 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                             | Head Office ID_RSSD* | Comments |
|-------------|----------------|----------------------------|-----------------|---|-----------------------------|------------|-------|----------|--------|---------------|--------------|----------------|---|----------------------|----------|
| OK          |                | Full Service (Head Office) | 504535          | FIRST STATE BANK OF DEKALB COUNTY, INC. | 500 GAULT AVENUE SOUTH FORT | FORT PAYNE | AL    | 35967    | DEKALB | UNITED STATES | 16651        | 0              | FIRST STATE BANK OF DEKALB COUNTY, INC. | 504535               |          |
| OK          |                | Full Service               | 2457765         | NORTH OFFICE                            | 2407 GAULT AVENUE NORTH     | FORT PAYNE | AL    | 35967    | DEKALB | UNITED STATES | 256745       | 1              | FIRST STATE BANK OF DEKALB COUNTY, INC. | 504535               |          |

Form FR Y-6  
 First State Bancshares of DeKalb County, inc.  
 December 31, 2014

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

Current Stockholders with ownership, control, or holdings of 5% or more with power to vote as of fiscal year ended December 31, 2014

Stockholders 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 ended December 31, 2014

| (1)(a)<br>Name and address  | (1)(b)<br>Country of citizenship<br>or incorporation | (1)(c)<br>Number and percentage of<br>each class of voting stock | (1)(a)<br>Name and address | (1)(b)<br>Country of citizenship<br>or incorporation | (1)(c)<br>Number and percentage of<br>each class of voting stock |
|---|--|--|----------------------------|--|--|
| Estate of Glen Kilgore, Shari Jones trustee<br>Rainsville, AL 35986 | USA  | 63,406 shares common stock<br>56.52%                             | None                       |  |  |
| Glen Kilgore Trust, Shari Jones trustee<br>Rainsville, AL 35986     | USA  | 32,509 shares common stock<br>28.98%                             |                            |  |  |
| Shari Jones<br>Rainsville, AL 35986                                 | USA  | 11,555 shares common stock<br>10.30%                             |                            |  |  |

Form FR Y-6  
 First State Bancshares of DeKalb County, Inc.  
 December 31, 2014

Report Item 4: Insiders

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

| (1)<br>Name and address                        | (2)<br>Principal occupation if<br>other than with Holding<br>Company | (3)(a)<br>Title and position<br>with<br>Holding Co. | (3)(b)<br>Title and position with<br>subsidiary-First State<br>Bank of DeKalb Co Inc | (3)( c)<br>Title and position<br>with<br>other businesses | (4)(a)<br>Percentage of voting<br>shares in holding<br>company | (4)(b)<br>Percentage of voting<br>shares in<br>subsidiary | (4)( c)<br>Names of other<br>companies and<br>percentage held |
|--|--|---|--|---|--|---|---|
| Shari K. Jones<br>Rainsville, AL 35986         | merchant   | Chairman and<br>President                           | None   | Stockholder<br>Rainsville Church Pew, Inc.                | 10.30%   | 0.00%   | Rainsville Church<br>Pew Co. (100%)                           |
| James T. Jones<br>Rainsville, AL 35986         | merchant   | Secretary   | Director   | Stockholder<br>Rainsville Church Pew, Inc.                | 1.19%  | 0.00%   | N/A   |
| Kerry D. Akins<br>Fort Payne, AL 35967         | merchant   | None  | Director and<br>Secretary  | President/Stockholder<br>W.A. Akins and Sons, Inc.        | 0.09%  | 0.00%   | W.A. Akins and Sons,<br>Inc. (70%)                            |
| David Henderson<br>Rainsville, AL 35986        | banker   | None  | President and CEO<br>Director  | N/A   | 0.90%  | 0.00%   | N/A   |
| Dr. Blake Isbell<br>Fort Payne, AL 35967       | physician  | None  | Director   | President<br>Isbell Medical Group, PC                     | 0.90%  | 0.00%   | Isbell Medical Group<br>PC (25%)                              |
| Joseph McNew<br>Fort Payne, AL 35967           | veterinarian   | None  | Director   | Owner<br>DeKalb Animal Hospital                           | 0.90%  | 0.00%   | DeKalb Animal<br>Hospital (100%)                              |
| J.C. Ralph<br>Fort Payne, AL 35967             | insurance agent  | None  | Director   | Alfa Insurance Co<br>Employee/agent                       | 0.90%  | 0.00%   | N/A   |
| Estate of Glen Kilgore<br>Rainsville, AL 35986 | N/A  | None  | N/A  | N/A   | 56.52%   | 0.00%   | N/A   |
| Glen Kilgore Trust<br>Rainsville, AL 35986     | N/A  | None  | N/A  | N/A   | 28.98%   | 0.00%   | N/A   |
| R.C. Etherton<br>Sylvania, AL 35988            | retired  | None  | Director   | N/A   | 0.90%  | 0.00%   | N/A   |
| Nicholas Jones<br>Rainsville, AL               | Mayor  | None  | Director   | Mayor<br>City of Rainsville, AL                           | 1.19%  | 0.00%   | N/A   |