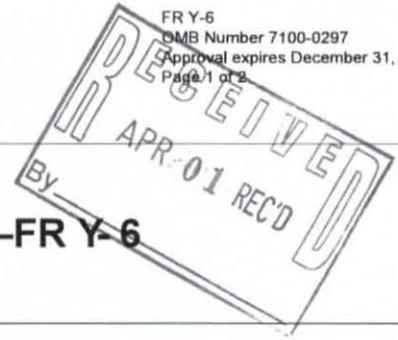


Board of Governors of the Federal Reserve System



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):

December 31, 2012

Month / Day / Year

I, **Samuel Andrew Johnson**

Name of the Holding Company Director and Official

EVP & CFO, Secretary/Treasurer

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 Vernon Bancshares, Inc.

Legal Title of Holding Company

P.O. Box 309

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

Vernon

AL

35592

City

State

Zip Code

44825 Highway 17, Vernon, AL 35592

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:

Samuel Andrew Johnson

EVP & CFO, Secretary/Trea

Name

Title

205-695-7141

Area Code / Phone Number / Extension

205-695-7145

Area Code / FAX Number

ajohnson@bankofvernon.com

E-mail Address

www.bankofvernon.com

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

Signature of Holding Company Director and Official

03/27/2013

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. _____

1139998

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

Revised 4-24-13

FIRST VERNON BANCSHARES, INC.

FORM FR Y-6

DECEMBER 31, 2012

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

REPORT ITEM 1b: The BHC does not prepare an annual report for its stockholders.

REPORT ITEM 2a: ORGANIZATION CHART **All Entities are Incorporated in Alabama*

First Vernon Bancshares, Inc.
Vernon, AL

95.30% Ownership

100% Ownership-Common

The Bank of Vernon
Vernon, AL

First Vernon Statutory Trust I
Vernon, AL

REPORT ITEM 2b Submitted via email on 3-28-2013

(2)c, (2)d, NA

REPORT ITEM 3: SHAREHOLDERS

(1)(a) (1)(b) (1)(c)

A schedule of shareholders that directly or indirectly own, control or hold power to vote 5% or more of any class of voting securities of the bank holding company itself follows:

<u>Name and Address</u>	<u>Citizenship</u>	<u>No. of Voting Common Shares</u>		<u>Percent of Class</u>	
		<u>Direct</u>	<u>Indirect</u>	<u>Direct</u>	<u>Indirect</u>
Samuel F. Johnson Vernon, AL	USA	23,784	10,203	# 41.21%	17.68%
Rebecca Lea Johnson Vernon, AL	USA	1,506	32,784	##2.61%	56.80%

Mr. Johnson's indirect shares include 1,506 shares held by his wife, Rebecca Lea Johnson, individually, which he is presumed to control and 8,697 owned by related interests of Mr. Johnson which he is presumed to control.

Mrs. Johnson's indirect shares includes the 23,784 shares held by her husband, Samuel F. Johnson, individually, which she is presumed to control and 9,000 shares of MarAnd of which she is a general partner.

(Samuel F. Johnson is elected each year as the representative of First Vernon Bancshares, Inc. to vote the First Vernon Bancshares, Inc. shares of stock at The Bank of Vernon stockholder's meeting 135,938 shares)

2. (a) 2. (b) 2. (c) – None

REPORT ITEM 4: DIRECTORS AND OFFICERS

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

<u>Name and Address</u>	<u>Title/Position and Occupation</u>	<u>Percentage of Voting Shares in Holding Company</u>	
		<u>Direct</u>	<u>Indirect</u>
Samuel F. Johnson Vernon, AL	Chairman of the Board and Chief Executive Officer (Bank of Vernon & First Vernon Bancshares, Inc.) Occupation - Banking	# 41.21%	17.68%
Rebecca Lea Johnson Vernon, AL	Vice President and Director (Bank of Vernon & First Vernon Bancshares, Inc.) Occupation – Banking	## 2.61%	56.80%
Rex Larry Huggins Vernon, AL	President & Director (Bank of Vernon & First Vernon Bancshares, Inc.) Occupation – Banking	.64%	
Samuel A. Johnson Vernon, AL	Executive Vice President, Chief Financial Officer, and Director (Bank of Vernon & First Vernon Bancshares, Inc.) Occupation - Banking	1.28%	
Judy B. Biggers Vernon, AL	Executive Vice President & Chief Operations Officer (Bank of Vernon & First Vernon Bancshares, Inc.) Occupation – Banking	.11%	
Don Callaway Columbus, MS	Director (Bank of Vernon & First Vernon Bancshares, Inc.) Occupation – Retired	.45%	
Jonathan A. Brown Vernon, AL	Director (Bank of Vernon & First Vernon Bancshares, Inc.) Occupation – District Judge	.35%	

Charles Cook Vernon, AL	Director (Bank of Vernon & First Vernon Bancshares, Inc.) Occupation - Pharmacist	.61%	
W. Russell Brown Columbus, MS	Director (Bank of Vernon & First Vernon Bancshares, Inc.) Occupation – Insurance Executive	1.29%	
Justin Shelton Columbus, MS	Director (Bank of Vernon & First Vernon Bancshares, Inc.) Occupation – Executive in remarketing/exporting business	0.95%	
Larry W. Clark Amory, MS	Director (Bank of Vernon & First Vernon Bancshares, Inc) Occupation – President of Car Dealership	.37%	
Charles W. Rigdon Columbus, MS	Director (Bank of Vernon & First Vernon Bancshares, Inc) Occupation – President of Car Dealership	1.38%	
Robert H. Bennett, III Louisville, AL	Director (Bank of Vernon & First Vernon Bancshares, Inc) Occupation – President of Farmers Exchange Bank, Louisville, AL	.87%	
Marsha Granen Caledonia, MS	Vice President (Bank of Vernon & First Vernon Bancshares, Inc) Occupation—Banking	1.26%	
Joy Spencer Vernon, AL	President (Bank of Vernon & First Vernon Bancshares, Inc.) Occupation—Banking	.05%	
Karl Williams Caledonia, MS	Executive Vice President & Senior Credit Officer (Bank of Vernon & First Vernon Bancshares, Inc.) Occupation—Banking	.00%	
	Total	53.43%	74.48%

Mr. Johnson's indirect shares include 1,506 shares held by his wife, Rebecca Lea Johnson, individually, which he is presumed to control and 8,697 owned by related interests of Mr. Johnson which he is presumed to control.

Mrs. Johnson's indirect shares includes the 23,784 shares held by her husband, Samuel F. Johnson, individually, which she is presumed to control and 9,000 shares of MarAnd of which she is a general partner.

(4) (b) Insiders and Directors with Bank of Vernon Voting Stock

Samuel A. Johnson Vernon, AL	Executive Vice President, Chief Financial Officer, and Director (Bank of Vernon & First Vernon Bancshares, Inc.) Occupation - Banking	.02%
Marsha Granen Caledonia, MS	Vice President (Bank of Vernon & First Vernon Bancshares, Inc) Occupation—Banking	.02%

3(c) & 4(c)

<u>Name and Address</u>	<u>Name of Company</u>	<u>% Ownership</u>
Samuel F. Johnson Vernon, AL	None	
Rebecca Lea Johnson Vernon, AL	None	
Rex Larry Huggins Vernon, AL	L & E Enterprises Owner	100%
Charles Cook Vernon, AL	Duco- Partner	50%
Don Callaway Columbus, MS	None	
Jonathan A. Brown Vernon, AL	None	
Samuel A. Johnson Vernon, AL	None	
Judy B. Biggers Vernon, AL	None	

W. Russell Brown Columbus, MS	Brown & Associates, LLC President	100%
Justin Shelton Columbus, MS	Justin International-President Packet Media	100% 50%
Larry W. Clark Amory, MS	Larry Clark Chevrolet-President Clark Ford-President Monroe Towing and Recovery- Owner Rollingwood RE Dev. LLC Clark Properties of Amory	100% 50% 100% 100% 50%
Charles W. Rigdon Columbus, MS	Columbus Nissan, Inc. President Columbus Hyundai, LLC President Rigdon & Street Properties, LLC Member Tradewinds Investments, LLC Member	75% 75% 75% 30%
Robert H. Bennett, III Louisville, AL	Farmers Exchange Bank President & CEO	22%
Marsha Granen Caledonia, Ms	None	
Joy Spencer Vernon, AL	None	
Karl Williams Caledonia, MS	None	


 Samuel A. Johnson
 EVP & CFO, Secretary/Treasurer

Revised 4-24-13

Results: A list of branches for your depository institution: BANK OF VERNON, THE (ID_RSSD: 382537). This depository institution is held by FIRST VERNON BANCSHARES, INC. (1139998) of VERNON, AL. The data are as of 12/31/2012. Data reflects information that was received and processed through 01/05/2013.

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.
- 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.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page 1 of 1.

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 email.

Note:

To satisfy the **FR Y-10 reporting requirements**, you must also submit FR Y-10 Domestic Branch Schedules for the reporting period. The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10.frb.org/>

* FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is required.

OK

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name
OK	12/31/2012	Full Service (Head Office)	382537	BANK OF VERNON, THE
OK	12/31/2012	Full Service	383431	WESTSIDE BRANCH

013.

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

olumn.

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

e scaling, and/or legal sized paper.

more information.

re e-mail.

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

Online.federalreserve.gov.

not required.

Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*
44825 HWY 17	VERNON	AL	35592	LAMAR	UNITED STATES	32
9435 HIGHWAY 18	VERNON	AL	35592	LAMAR	UNITED STATES	180920

Office Number*	Head Office	Head Office ID_RSSD*	Comments
0	BANK OF VERNON, THE	382537	
1	BANK OF VERNON, THE	382537	