

Board of Governors of the Federal Reserve System



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):
12/31/2011

Month / Day / Year

Reporter's Name, Street, and Mailing Address

Guardian Bancshares, Inc

Legal Title of Bank Holding Company

101 West Fort Williams Street

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

Sylacauga Alabama 35150

City State Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Darlene S Holmes VP/Cashier

Name Title

(256) 245-6099

Area Code / Phone Number / Extension

(866) 422-2484

Area Code / FAX Number

dholmes@alatrust.com

E-mail Address

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

I, **Harmon Allen**

Name of the Bank Holding Company Director and Official

Chairman

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.

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.

Harmon Allen
Signature of Bank Holding Company Director and Official

3/28/12

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 **3489419**
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

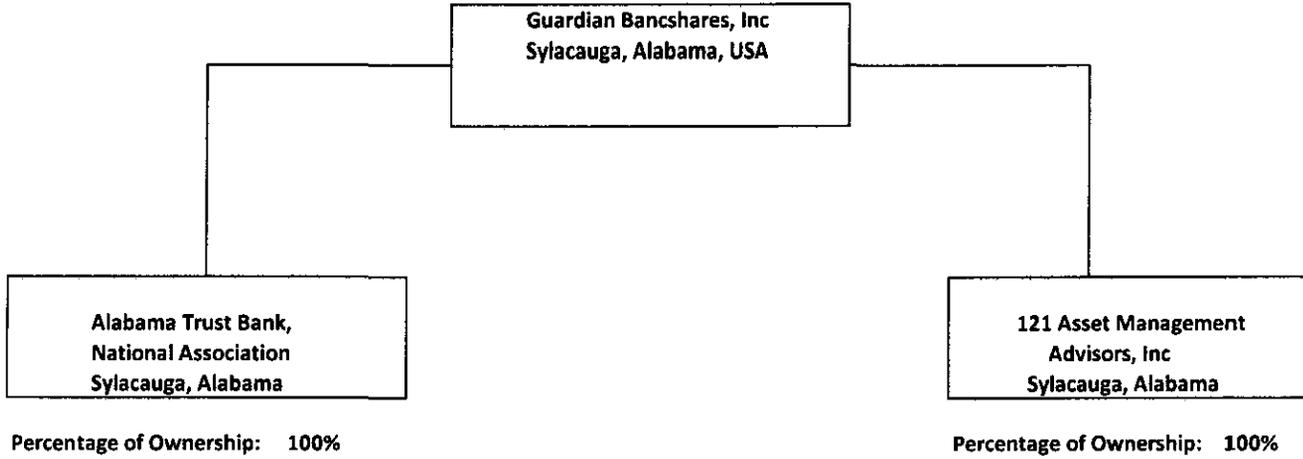
Guardian Bancshares, Inc
Sylacauga, Alabama
Fiscal Year Ending December 31, 2011

3489419

Report Item

: The BHC is not required to prepare form 10K with the SEC.
The Bank Holding Company Internal Financials are enclosed

: Organizational Chart



Report Item 2b: Domestic Branch Listing

3489419

Main Branch

Open date: 4/14/2000

101 West Fort Williams Street

Sylacauga,

Talladega County

Alabama

USA

35150

Full Service Branch

Form FR Y-6
Guardian Bancshares, Inc
Fiscal Year Ending December 31, 2011

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 the power to vote as of 12-31-2011				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 12-31-2011		
(1) (a) Name & Address (City, State, Country)	(1) (b) Country of Citizenship or Incorporation	(1) (c) Number and Percentage of voting Securities		(2) (a) Name & Address (City, State, Country)	(2) (b) Country of Citizenship or Incorporation	(2) (c) Number and Percentage of voting Securities
Charles Vawter Sylacauga, AL. USA	USA	71,021	13%			
		Common Stock				
Michael Billingsley Birmingham, AL. USA	USA	50,990	10%			
		Common Stock				
Harmon Allen Sylacauga, AL. USA	USA	50,228	9%			
		Common Stock				
Kenneth Allen, Sr Talladega, AL. USA	USA	50,228	9%			
		Common Stock				
Robert Rumsey Sylacauga, AL. USA	USA	29,861	6%			
		Common Stock				
Timothy Orton Sylacauga, AL. USA	USA	24,897	5%			
		Common Stock				

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Guardian Bancshares, Inc
Fiscal Year Ending December 31, 2011

Report Item 4: Insiders (directors and Officers)

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

(1) Names & Address (City, State, Country) Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of Subsidiaries)	(3) c Title & Position with Other Businesses (include names of other Businesses	(4)(a) Percentage of voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include Names of Subsidiaries	(4) c List names of other Companies (include partnerships) if 25% or more of voting securities are held (List names of Company and percentage of voting securities held)
Harmon Allen Sylacauga, AL.USA	Pres/Ceo - Allen Oil Co	Director & Chairman	N/A	N/A	9%	N/A	N/A
Kenneth Allen, Sr Talladega, AL. USA	Pres- R.K. Allen Oil Co	Director	N/A	N/A	9%	N/A	N/A
Timothy Orton Sylacauga, AL. USA	Salesman - Agrium Advanced Technologies	Director	N/A	N/A	5%	N/A	N/A
Robert Rumsey, III Sylacauga, AL. USA	Attorney	Director	N/A	N/A	6%	N/A	N/A
Charles Vawter Sylacauga, AL. USA	Pres- Automatic Gas & Appliances	Director	N/A	N/A	13%	N/A	N/A

Refunds: A list of branches for your BHC: GUARDIAN BANKSHARES, INC. (2489419) of SYLACAUGA, AL. The data are as of 12/31/2011. Data reflects information that was received and processed through 01/05/2012.

Recalculation 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 Procedures

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, UNIFORM, Office Number, and ID_RS50 columns are for reference only. Verification of these values is not required.

Branch Name	Branch ID_RS50*	Branch Service Type	Regular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNIFORM*	Office Number*	Head Office	Head Office ID_RS50
OK	2805588	Full Service (Head Office)	ALABAMA TRUST BANK, NATIONAL ASSOCIATION	101 WEST FORT WILLIAMS STREET	SYLACAUGA, AL	35130	TALLADEGA	UNITED STATES	78779	ALABAMA TRUST BANK, NATIONAL ASSOCIATION			2805

RSSD Tiering for:
GUARDIAN BANCSHARES, INC.

Structure as of 20111219 and going downward

Seq Num	ID RSSD	Legal Name	AddL	City	State/ Country	Dist FR	Ent Type	Actv Code	Basis of Relatnshp	PCT
0001	3489419	GUARDIAN BANCSHARES, INC.		SYLACAUGA	ALABAMA	6	BHC	551111		
0002	2905565	ALABAMA TRUST BANK, NATIONAL ASSOCIATION		SYLACAUGA	ALABAMA	6	NAT	52211	Vtg Eqty	100
0003	3598647	121 ASSET MANAGEMENT ADVISORS, INC.		SYLACAUGA	ALABAMA	6	DEO	52312	Vtg Eqty	100

Total Number of Entities in the tree 3

Total Number of Unique Entities in the tree 3

Tier Selection Criteria

RSSD Tiering for	3489419 GUARDIAN BANCSHARES, INC.
As of Date	20111219
Direction	Down
Selection Rule	All Entities
Branches - Domestic Institutions	No Branches
Branches - Foreign Institutions	No Branches

Explanatory Notes

Entity Type	Description
BHC	BANK HOLDING COMPANY
DEO	DOMESTIC ENTITY OTHER
NAT	NATIONAL BANK

Primary Activity Code	Description
52211	COMMERCIAL BANKING
52312	SECURITIES BROKERAGE
551111	OFFICES OF BANK HOLDING COMPANIES

Basis of Relationship	Description
Vtg Eqty	Voting Equity

Two asterisks (**) next to the Seq Num indicates that confidentiality is pending or granted.
 An asterisk (*) next to the Addl Line Num denotes the Seq Num at which the offspring of this entity are listed.
 A dot dot dot notation (...) next to Legal Name denotes a circular relationship.