

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.

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.

1. E. R. Richardson, Jr.

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.

E. R. Richardson Jr
Signature of Bank Holding Company Director and Official

March 12, 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 _____
C.I. _____

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.

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

December 31, 2011

Month / Day / Year

Reporter's Name, Street, and Mailing Address

Marion Bancshares, Inc.

Legal Title of Bank Holding Company

P.O. Box 510

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

Marion

City

AL

State

36756

Zip Code

601 S. Washington Street

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

E. R. Richardson, Jr./Chairman

Name

Title

334/683-6131

Area Code / Phone Number / Extension

334/683-6535

Area Code / FAX Number

rrichardson@marion-bank.com

E-mail Address

www.marion-bank.com

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

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

ANNUAL REPORT OF
BANK HOLDING COMPANIES

FRY-6

REPORT ITEM 1B: Annual Reports – See enclosure

REPORT ITEM 2 : Organization Chart – See attached

REPORT ITEM 2B : Submitted via e-mail 1/25/12

REPORT ITEM 3 : (1): Geneva Blackburn
Birmingham, Alabama
United States
13,500 – 11%

*Marion
Shares*

Mary King Dunkin
Birmingham, Alabama
United States
6,274 – 5%

*New
Shareholder,
Confirmed*

(2) NONE

REPORT ITEM 4 : Directors and Officers

Geneva Blackburn

1. Birmingham, Alabama
2. Retired Medical Technologist, UAB Hospital, B'Ham, AL
3. (a) Director
(b) Director – Marion Bank and Trust Company
(c) NONE
4. (a) 11% shares Marion Bancshares
(b) N/A
(c) NONE

W. H. Stewart, Jr.

1. Marion, Alabama
2. Owner – Marion Insurance Agency
3. (a) Director
(b) Director – Marion Bank and Trust Company
(c) NONE
4. (a) 2% Shares of Marion Bancshares
(b) N/A
(c) Marion Insurance Agency – 100%

Roy Barnett, Jr.

1. Marion, Alabama
2. Retired Businessman
3. (a) Director
(b) Director – Marion Bank and Trust Company
(c) NONE
4. (a) 1% Shares of Marion Bancshares
(b) N/A
(c) NONE

David Crawford

1. Marion Junction, Alabama
2. Self-employed Insurance – Seabed, Inc.
3. (a) Director
(b) Director – Marion Bank and Trust Company
(c) Owner Seabed Insurance
- ↑ 4. (a) 1% Shares Marion Bancshares
(b) N/A
(c) Seabed, Inc. – 100%

Charles Dunkin

1. Birmingham, Alabama
2. CEO Dunkin/Lewis, Inc.
3. (a) Director
(b) Director – Marion Bank & Trust Company
(c) CEO Dunkin/Lewis, Inc.
- ↑ 4. (a) 4% Shares Marion Bancshares
(b) N/A
(c) Dunkin/Lewis Inc. – 100%

Bruce Fuller

1. Suttle, Alabama
2. CEO Fuller Building & Supply Company, Inc.
3. (a) Director
(b) Director – Marion Bank and Trust Company
(c) CEO Fuller Building & Supply Company, Inc.
- ↑ 4. (a) 1% Shares Marion Bancshares
(b) N/A
(c) None

Robert C. Walthall

1. Birmingham, Alabama
2. Attorney
3. (a) Director
(b) Director – Marion Bank and Trust Company
(c) Partner – Bradley, Arant, Boult & Cummings, LLP
- ↑ 4. (a) 3% Shares Marion Bancshares
(b) N/A
(c) NONE

E. R. Richardson, Jr.

1. **Marion, Alabama**
2. **N/A**
3. (a) **Chairman, Board of Directors**
(b) **Chairman/Director – Marion Bank and Trust Company**
(c) **NONE**
- ↑ 4. (a) **1% Shares Marion Bancshares**
(b) **N/A**
(c) **NONE**

F. Conrad Taylor

1. **Marion, Alabama**
2. **N/A**
3. (a) **President/Director**
(b) **President/Director – Marion Bank and Trust Company**
(c) **NONE**
- ↑ 4. (a) **1% Shares Marion Bancshares**
(b) **N/A**
(c) **NONE**

Will H. Stewart

1. **Brent, Alabama**
2. **N/A**
3. (a) **Vice-President/Cashier**
(b) **Vice President/Cashier – Marion Bank and Trust Company**
(c) **NONE**
4. (a) **1% Shares Marion Bancshares**
(b) **N/A**
(c) **NONE**

MARION BANCSHARES, INC.

FRY-6

ORGANIZATIONAL CHART

DECEMBER 31, 2011

