

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, Howell Poole

Reporter's Name, Street, and Mailing Address

Moundville Bancshares, Inc.

Name of the Holding Company Director and Official

Legal Title of Holding Company

Chief Executive Officer

P.O. Box 158

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.

Moundville AL 35474-0158

City State Zip Code

341 Market Street

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:

Howell Poole Chief Executive Officer

Name Title

205-371-2227

Area Code / Phone Number / Extension

205-371-4321

Area Code / FAX Number

pnevin@bomville.com

E-mail Address

N/A

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

Signature of Holding Company Director and Official

3-15-13

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 2317690

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.

None

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)

None

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City State Zip Code

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Revised 4-25-13

ANNUAL REPORT OF BANK HOLDING COMPANIES
FORM FR Y-6

MOUNDVILLE BANCSHARES, INC.
P.O. Box 158
341 Market Street
Moundville, Alabama 35474

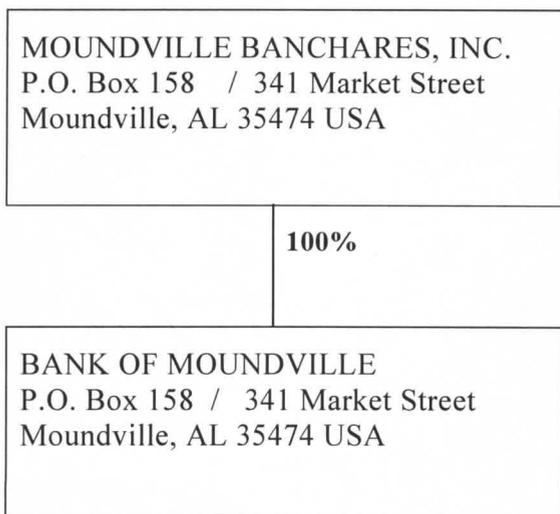
Fiscal Year Ending December 31, 2012

Report Item 1: Annual reports to shareholders

N/A, the bank holding company does not prepare a consolidated annual report for its stockholders, is not publicly held, and does have consolidated assets of \$500 million or more as of the end of the company's fiscal year.

Report Item 2a: Organizational Chart

Moundville Bancshares, Inc. owns 100% of the voting stock of the Bank of Moundville. The bank holding company does not own or control, directly or indirectly, more than 5% of any other entity. All entities are incorporated in Alabama.



Report Item 2b: Domestic Branch Listing

There are no changes or corrections to the branch listing provided by the Federal Reserve Bank.

Report Item 3: Securities holders

- (1) Current securities holders with ownership, control, or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2012

(1)(a) Name, City, State	(1)(b) Country of Citizenship	(1)(c) #Shares Owned	(1)(c) % Voting Shares – Common
Madie E. Howell Trust Madie H. Poole, Trustee Moundville, AL	USA	39,042	44.2
Madie H. Poole Moundville, AL	USA	9,038	10.2
Victor P. Poole Moundville, AL	USA	8,858	16.8

(1) (c) There are no options or warrants outstanding.

(2) There are **no other** securities holders not listed in section 3(1) above that owned or controlled 5 percent or more of any class of voting securities in the bank holding company during the fiscal year ending December 31, 2012.

Report Item 4: Insiders
(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) Name, City, State, Country	(2) Principal Occupation if other than with BHC	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiary, Bank of Moundville	(3)(c) Title & Position with Other Business	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(c) List of name of other companies if 25% or more of voting securities are held
Madie H. Poole, Moundville, AL USA	N/A	Director & Chairman	Director & Chairman	N/A	10.2%	N/A
Howell Poole Moundville, AL USA	N/A	Director & CEO/President	Director & CEO/President	President, Carthage Drive, Inc.	.08%	Carthage Drive, Inc. (33%)
Victor P. Poole Moundville, AL USA	N/A	Consultant	Consultant	General partner of Sotrend and Sandra Oil and Gas partnerships	16.8%	Sotrend and Sandra Oil and Gas Partnerships (50%)
Walter S. Allen Moundville, AL USA	Retired	Director	Director	N/A	.05%	N/A
Larry P. Taylor Tuscaloosa, AL USA	President and GM, Moundville Communications, Inc.	Director	Director	President, Moundville Communications, Inc. and Riverbend Cable	.05%	Riverbend Cable (99%) Moundville Communications (100% owned by spouse and family)
Bernard T. Martin Moundville, AL USA	Alfa Area Representative	Director	Director	Alfa Area Representative	.05%	Triple M Farms (50%)
Robert B. Lake Moundville, AL USA	Director, West Alabama Regional Commission	Director	Director	Director, West Alabama Regional Commission	None	N/A
Peggy W. Nevin Moundville, AL USA	N/A	Vice President, Cashier	Vice President, Cashier	N/A	None	N/A
Madie E.Howell Trust Moundville, AL USA	N/A - Trust	N/A - Trust	N/A	N/A	44.2%	N/A

4(b) None of the above individuals own voting shares of the bank holding company's sole subsidiary as it is held 100% by the bank holding company.