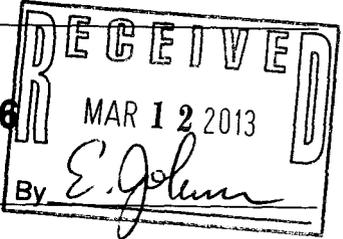


Board of Governors of the Federal Reserve System



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, **E. R. Richardson, Jr.**

Reporter's Name, Street, and Mailing Address

Marion Bancshares, Inc.

Name of the Holding Company Director and Official

Legal Title of Holding Company

Chairman

P.O. Box 510

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.

Marion, AL 36756

601 S. Washington 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:

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 Holding Company's web page

E. R. Richardson Jr.

Signature of Holding Company Director and Official

March 5, 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 **1248023**
 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 Bank Holding Companies

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

Marion Bank & Trust Company

Legal Title of Subsidiary Bank Holding Company

P.O. Box 510

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

Marion **AL** **36756**
City State Zip Code

601 S. Washington Street

Physical location (if different from mailing address)

Legal Title of Subsidiary Bank Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

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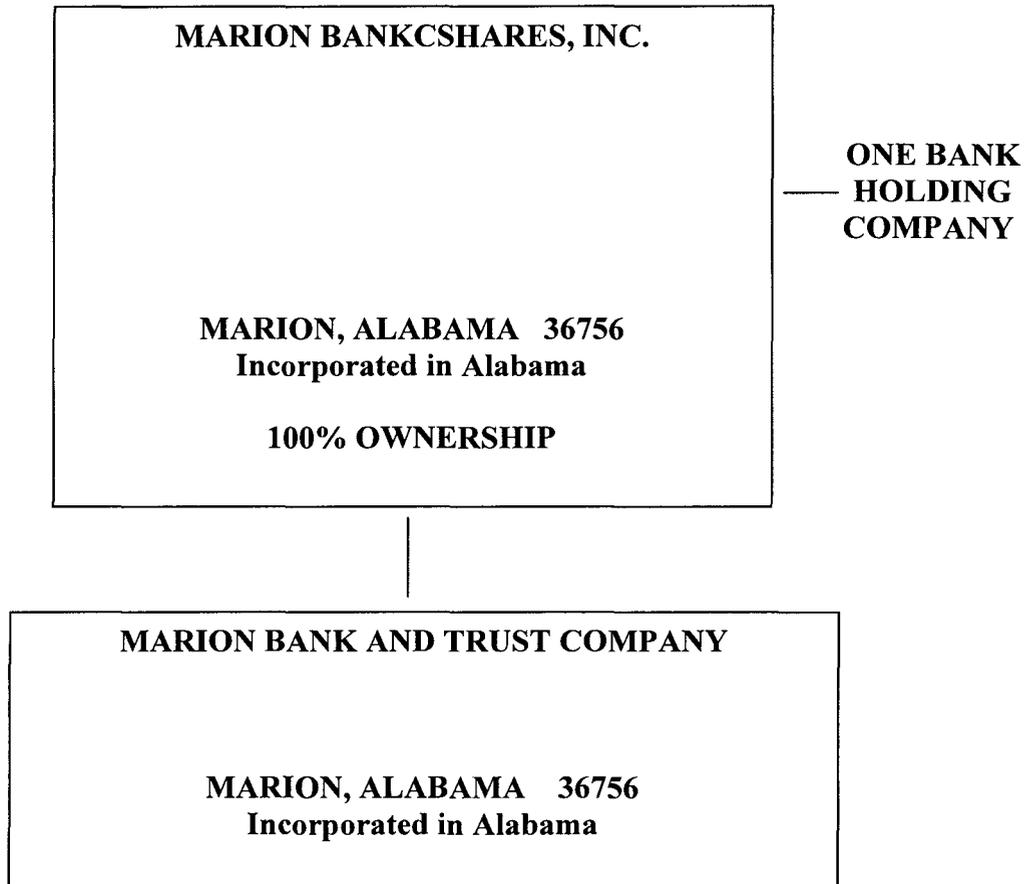
Physical location (if different from mailing address)

MARION BANCSHARES, INC.

FRY-6

ORGANIZATIONAL CHART

DECEMBER 31, 2012



Results: A list of branches for your depository institution: MARION BANK AND TRUST COMPANY (ID_RSSD: 449832).
 This depository institution is held by MARION BANCSHARES, INC. (1248023) of MARION, AL.
 The data are as of 12/31/2012. Data reflects information that was received and processed through 01/06/2013.

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 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) | 449832 | MARION BANK AND TRUST COMPANY | 601 SOUTH WASHINGTON STREET | MARION | AL | 36756 | PERRY | UNITED STATES | 8856 | 0 | MARION BANK AND TRUST COMPANY | 449832 | |
| OK | | Full Service | 3742011 | SELMA BRANCH | 2400 US HIGHWAY 80 WEST | SELMA | AL | 36701 | DALLAS | UNITED STATES | 478816 | 1 | MARION BANK AND TRUST COMPANY | 449832 | |

**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 1/11/13

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

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

(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) 1% 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, Boulton & Cummings, LLP**
4. (a) **4% 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**