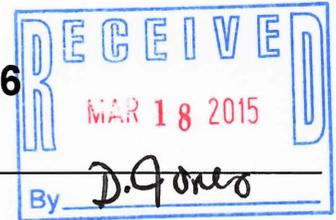


Board of Governors of the Federal Reserve System



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, 2014

Month / Day / Year

N/A

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address  
 MARION BANCSHARES, INC.

Legal Title of Holding Company  
 P O BOX 510

(Mailing Address of the Holding Company) Street / P.O. Box  
 MARION AL 36756

City State Zip Code  
 601 S. WASHINGTON STREET

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:  
 WILL STEWART VICE PRESIDENT/CFO

Name Title  
 334-683-6131

Area Code / Phone Number / Extension  
 334-683-6535

Area Code / FAX Number  
 wstewart@marion-bank.com

E-mail Address  
 www.marion-bank.com

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

I, WILL STEWART

Name of the Holding Company Director and Official  
 VICE PRESIDENT/CFO

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.

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.

*Will Stewart*  
 Signature of Holding Company Director and Official  
 March 12, 2015  
 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 Holding Companies

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

MARION BANK & TRUST COMPANY  
Legal Title of Subsidiary Holding Company  
P O BOX 510  
(Mailing Address of the Subsidiary 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 Holding Company  
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box  
City State Zip Code  
Physical Location (if different from mailing address)

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)

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

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)

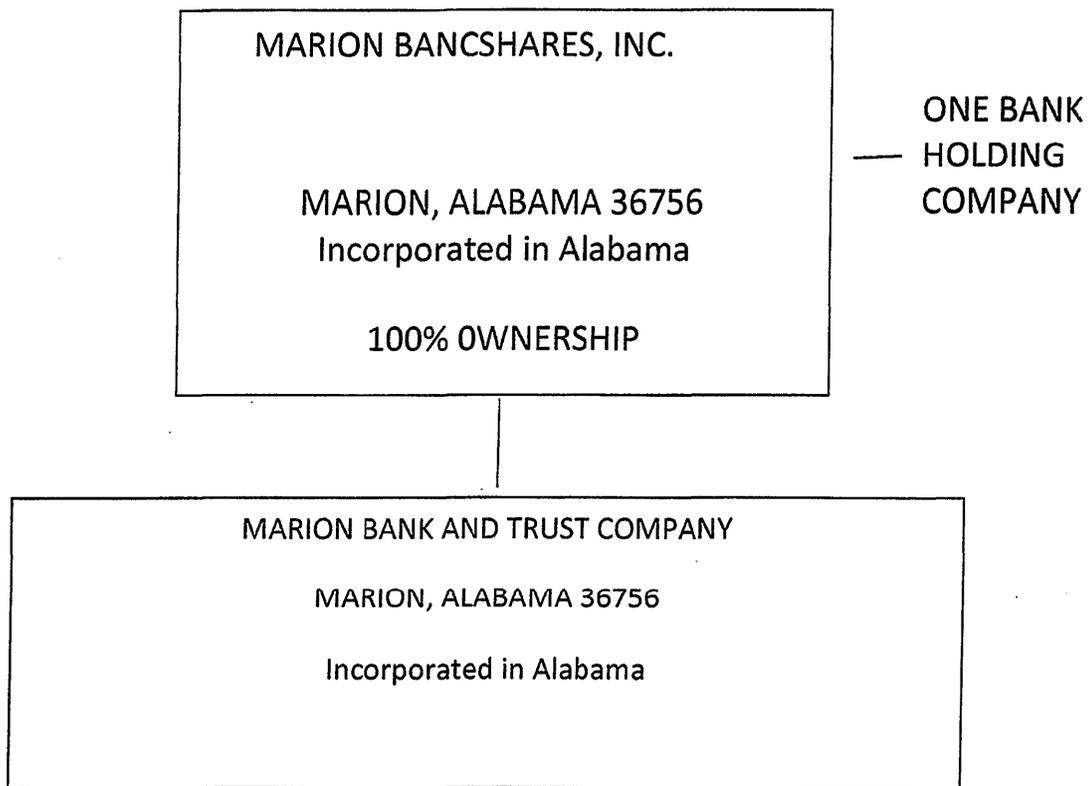
Legal Title of Subsidiary Holding Company  
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box  
City State Zip Code  
Physical Location (if different from mailing address)

MARION BANCSHARES, INC.

FRY-6

ORGANIZATIONAL CHART

DECEMBER 31, 2014



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 12/31/2014. Data reflects information that was received and processed through 04/06/2015.

**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 1/7/15
- 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

Sam Givhan

1. Safford, Alabama
2. Farmer
3. (a) Director  
(b) Director-Marion Bank and Trust Company  
(c) Givhan Land and Cattle Company  
Sam P. Givhan, Partnership, LP
4. (a) 1% Shares Marion Bancshares  
(b) N/A  
(c) Givhan Land and Cattle Company-100%  
Sam P. Givhan Partnership, LP-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. Centreville, Alabama
2. N/A
3. (a) Vice President/Cashier/CFO  
(b) Vice President/Cashier/CFO –Marion Bank and Trust Company  
(c) NONE
4. (a) 1% Shares Marion Bancshares  
(b) N/A  
(c) NONE