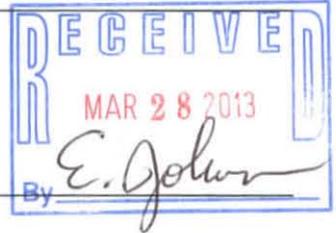


Board of Governors of the Federal Reserve System



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, Austin H. Holkins

Reporter's Name, Street, and Mailing Address

Marion County Bancshares, Inc.

Legal Title of Holding Company

P.O. Box 99

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

Hamilton AL 35570

City State Zip Code

341 Military Street South

Physical location (if different from mailing address)

Name of the Holding Company Director and Official

CEO

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.

Person to whom questions about this report should be directed:

Scott Canterbury CFO

Name Title

205-921-7435

Area Code / Phone Number / Extension

205-921-7180

Area Code / FAX Number

scanterbury@fnbhamilton.com

E-mail Address

www.fnbhamilton.com

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

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.

Signature of Holding Company Director and Official

[Signature]

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 1131376
 C.I. _____

Does the reporter request confidential treatment for any portion of this submission?

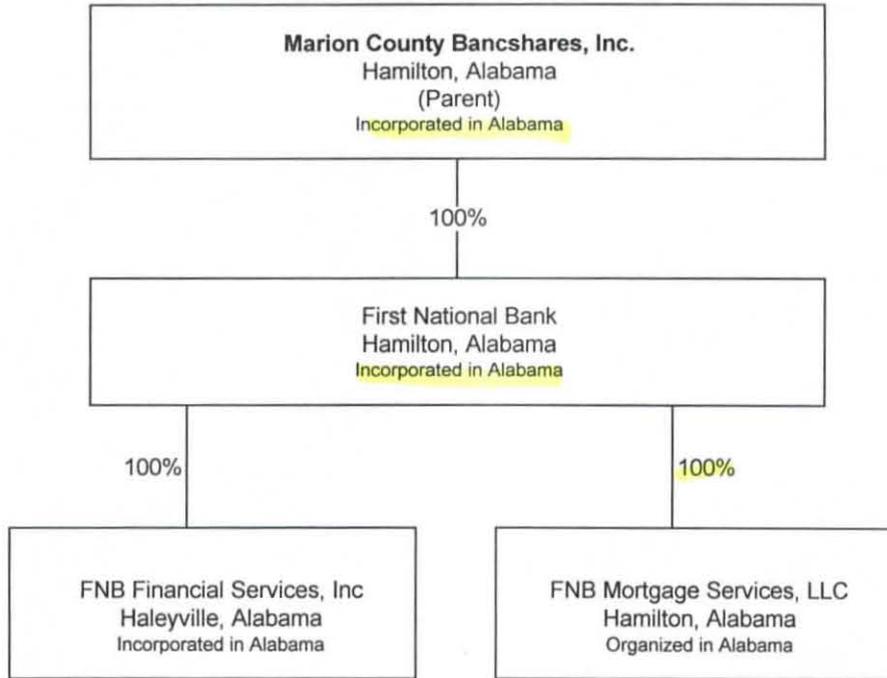
Yes Please identify the report items to which this request applies:

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

Marion County Bancshares, Inc.
Federal Reserve Form FR Y-6
December 31, 2012

Report Item 2a: Organizational Chart



Report Item 2b: Domestic Branch Listing

Results: A list of branches for your holding company: MARION COUNTY BANCSHARES, INC. (1131376) of HAMILTON, AL. The data are as of 12/31/2012. Data reflects information that was received and processed through 02/24/2013.

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)	330239	FIRST NATIONAL BANK	341 MILITARY STREET SOUTH	HAMILTON	AL	35570	MARION	UNITED STATES	15483	0	FIRST NATIONAL BANK	330239	
OK		Full Service	754031	DEPOT STREET BRANCH	DEPOT STREET	BERRY	AL	35546	FAYETTE	UNITED STATES	25	7	FIRST NATIONAL BANK	330239	
OK		Full Service	598338	MAPLE STREET BRANCH	HIGHWAY 78 AND MAPLE STREET	CARBON HILL	AL	35549	WALKER	UNITED STATES	9848	8	FIRST NATIONAL BANK	330239	
OK		Limited Service	251633	DETROIT BRANCH	ROBINSON STREET	DETROIT	AL	35552	LAMAR	UNITED STATES	190056	4	FIRST NATIONAL BANK	330239	
OK		Full Service	2449425	DOUBLE SPRINGS BRANCH	15305 U.S. HWY 278	DOUBLE SPRINGS	AL	35553	WINSTON	UNITED STATES	180941	10	FIRST NATIONAL BANK	330239	
OK		Full Service	2600570	HALEYVILLE BRANCH	11TH AVENUE NORTH	HALEYVILLE	AL	35565	WINSTON	UNITED STATES	254307	6	FIRST NATIONAL BANK	330239	
OK		Limited Service	575339	SOUTH BRANCH	1404 SOUTH MILITARY STREET	HAMILTON	AL	35570	MARION	UNITED STATES	254305	1	FIRST NATIONAL BANK	330239	
OK		Limited Service	2473943	LYNN BRANCH	100 EAST MAIN STREET	LYNN	AL	35565	WINSTON	UNITED STATES	254306	5	FIRST NATIONAL BANK	330239	
OK		Full Service	521934	PARRISH BRANCH	6186 HIGHWAY 269	PARRISH	AL	35580	WALKER	UNITED STATES	43	9	FIRST NATIONAL BANK	330239	
OK		Full Service	252135	SULLIGENT BRANCH	350 VERNON STREET	SULLIGENT	AL	35586	LAMAR	UNITED STATES	1154	3	FIRST NATIONAL BANK	330239	

Revised 4-24-13

Form FR Y-6
Marion County Bancshares, Inc.
Fiscal Year Ending December 31, 2012

Report Item 3: Securities holders
(1)(a)(b)(c) and (2)(a)(b)(c)

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

Securities holders 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 12-31-2012

(1)(a) Name, City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of each class of voting securities	(2)(a) Name, City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of each class of voting securities
B.W. Rollins Children's Trust* Hamilton, AL USA	USA	36,169 SHARES 39.07% - Common Stock	N/A	N/A	N/A
Rebecca R. Creel 2007 Separate Share Trust QSST Hoover, AL USA	USA	1,235 SHARES 1.33% - Common Stock			
Patricia R. Duke 2007 Separate Share Trust QSST Hamilton, AL USA	USA	1,236 SHARES 1.34% - Common Stock			
Jennifer R. Thompson 2007 Separate Share Trust QSST Hamilton, AL USA	USA	1,235 SHARES 1.33% - Common Stock			
Patricia R. Duke* Hamilton, AL USA	USA	50 SHARES 0.05% - Common Stock			
Brent or Jennifer R. Thompson* Hamilton, AL USA	USA	359 SHARES 0.39% - Common Stock			
B.W. Rollins Hamilton, AL USA	USA	50 SHARES 0.05% - Common Stock			
Judith F. Wilson Hamilton, AL USA	USA	7,694 SHARES 8.31% - Common Stock			
John R. and Mary Lee Rollins Ellenton, FL USA	USA	7,572 SHARES 8.18% - Common Stock			

* Co-owned; Patricia R. Duke, Jennifer R. Thompson and Rebecca R. Creel all have rights to stock owned by the B.W. Rollins Children's Trust

Revised 4-24-13

Form FR Y-6
 Marion County Bancshares, Inc.
 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 it other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (inc. names of subsidiaries)	(3)(c) Title & Position with other businesses (inc. names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of voting shares in subsidiaries (including names of subsidiaries)	(4)(c) List names of other companies (inc. partnerships) if 25% or more of voting securities are held (list names of companies and percentage of voting securities held)
B.W. Rollins Hamilton, AL USA	Farmer Rollins Farms, LLC	Director Chairman of the Board	N/A	N/A	0.05%	None	N/A
Patricia R. Duke* Hamilton, AL USA	N/A	Director COO	N/A	N/A	40.46%	None	N/A
Brent Thompson Hamilton, AL USA	N/A	Director President	N/A	N/A	0.39%	None	N/A
Jennifer R. Thompson* Hamilton, AL USA	Teacher	N/A	N/A	N/A	40.79%	None	N/A
Rebecca R. Creel* Hoover, AL USA	Dietician	N/A	N/A	N/A	40.40%	None	N/A
Austin Adkins Hamilton, AL USA	N/A	Director CEO	N/A	N/A	0.05%	None	N/A
Scott D. Canterbury Fayette, AL USA	N/A	CFO	N/A	N/A	0.00%	None	N/A
Dwayne R. Lewis Hamilton, AL USA	Manufacturing River Birch Homes	Director	N/A	1,975	2.13%	None	N/A
Carlton Mayhall, JR Hamilton, AL USA	Retired	Director	N/A	1,278	1.38%	None	N/A
Robert F. Page Hamilton, AL USA	N/A	Director VP	N/A	N/A	0.27%	None	N/A

* Co-owned; Patricia R. Duke, Jennifer R. Thompson and Rebecca R. Creel all have rights to stock owned by the B.W. Rollins Children's trust