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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.

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.

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.

Date of Report (top-tier bank holding company's fiscal year-end):
12/31/2011

Month / Day / Year

Reporter's Name, Street, and Mailing Address

Phenix-Girard Bancshares, Inc
Legal Title of Bank Holding Company
801 13th Street / PO Box 70
(Mailing Address of the Bank Holding Company) Street / P.O. Box
Phenix City AL 36868
City State Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Menza Dudley, VP
Name Title
334-298-0691
Area Code / Phone Number / Extension
334-298-0998
Area Code / FAX Number
menza@phenix-girard.com
E-mail Address
N/A
Address (URL) for the Bank Holding Company's web page

I, **Menza Dudley**
Name of the Bank Holding Company Director and Official
Vice President
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.

Signature of Bank Holding Company Director and Official

1/19/2012

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

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RSSD ID **2013246**
C.I. **432433**

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

Phenix-Girard Bancshares, Inc. FR Y-6

1.	Phenix-Girard Bancshares does not prepare an annual report for its stockholders		
2a	<div style="text-align: center; border: 1px solid black; padding: 5px; margin-bottom: 10px;"> Phenix-Girard Bancshares, Inc Phenix City, Al </div> <div style="text-align: center; border: 1px solid black; padding: 5px; margin-bottom: 10px;"> </div> <div style="text-align: center; border: 1px solid black; padding: 5px;"> 100% Phenix-Girard Bank Phenix City, Al </div>		
2b.	The branch listing at http://structurelists.federalreserve.gov is correct		
3.1.a	John M Dudley, Sr Irrevocable Family Trust Phenix City, Al 36868		
3.1.b	United States Corporation		
3.1.c	215,992 shares of Phenix-Girard Bancshares Common Stock is owned by the John M Dudley Sr Irrevocable Family Trust which represents 99.99% of outstanding common stock		
3.2.a	None		
3.2.b	N/A		
3.2.c	N/A		
4.1	1. John M Dudley Phenix City, AL 36867 USA	1. Menza Dudley Phenix City, Al 36867	1. John M Dudley, Sr Irrevocable Family Trust Phenix City, Al
4.2	Lumberman, Phenix Lumber Company	Phenix-Girard Bank / Bancshares	Trust
4.3.a	President, Treasurer, Director Phenix-Girard Bancshares,.	Vice President, Secretary, Director Phenix-Girard Bancshares	Shareholder
4.3.b	CEO, Director Phenix-Girard Bank	President, Director Phenix-Girard Bank	None
4.3.c	Phenix Lumber – Sole Proprietorship	Girard Partners Management, Inc - President Crawford Partners Management Inc – President MDLD, LLC - Member	None
4.4.a	2 shares of Phenix-Girard Bancshares Common Stock is owned by John M Dudley which represents less than 1% of outstanding common stock	2 shares of Phenix-Girard Bancshares Common Stock is owned by Menza Dudley which represents	215.992 of Phenix-Girard Bancshares Common Stock is owned by John M Dudley Sr Irrevocable

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office #	Head Office	Head Office ID_RSSD*
		Full Service (Head Office)	432432	PHENIX-GIRARD BANK	801 13TH STREET	PHENIX CITY	AL	36867	RUSSELL	UNITED STATES	23	0	PHENIX-GIRARD BANK	432432
		Full Service	433336	280 BYPASS BRANCH	1000 INGERSOLL DRIVE	PHENIX CITY	AL	36867	RUSSELL	UNITED STATES	180897	2	PHENIX-GIRARD BANK	432432
		Full Service	2814461	HIGHWAY 280/431 BRANCH	3650 HWY 280/431	PHENIX CITY	AL	36767	RUSSELL	UNITED STATES	180899	4	PHENIX-GIRARD BANK	432432
		Full Service	1191736	STADIUM PLAZA BRANCH	1803 STADIUM DRIVE	PHENIX CITY	AL	36867	RUSSELL	UNITED STATES	180898	3	PHENIX-GIRARD BANK	432432
		Full Service		SMITH'S STATION BRANCH	2841 LEE ROAD 430	SMITHS STATION	AL	36877	RUSSELL	UNITED STATES		5	PHENIX-GIRARD BANK	432432