

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, 2013**

Month / Day / Year

### I. Menza Dudley

Name of the Holding Company Director and Official

**Director Vice President**

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.

Reporter's Name, Street, and Mailing Address

**Phenix-Girard Bancshares, Inc.**

Legal Title of Holding Company

**801 13th Street / PO Box 70**

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

**Phenix City**

**AL**

**36867**

City

State

Zip Code

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:

**Menza Dudley**

**Vice Pres**

Name

Title

**334-664-2036**

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 Holding Company's web page

Signature of Holding Company Director and Official

**01/21/2014**

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 **2613246.**

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

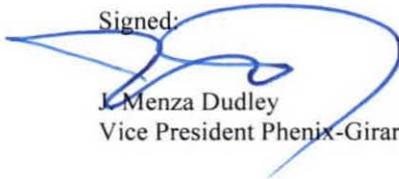
## Phenix-Girard Bancshares, Inc. FR Y-6

1.	Phenix-Girard Bancshares does not prepare an annual report for its stockholders								
2a	<p style="text-align: center;">All entities are incorporated in Alabama</p> <div style="text-align: center; border: 1px solid black; padding: 10px; margin: 10px auto; width: 80%;"> <p style="margin: 0;">Phenix-Girard Bancshares, Inc. Phenix City, AL</p> </div> <div style="text-align: center; margin: 5px auto; width: 10px;"> </div> <div style="text-align: center; border: 1px solid black; padding: 10px; margin: 10px auto; width: 80%;"> <p style="margin: 0;">100% Phenix-Girard Bank Phenix City, AL</p> </div>								
2b.	The branch listing at <a href="http://structurelists.federalreserve.gov">http://structurelists.federalreserve.gov</a> is correct								
	<b>Branch Service Type</b>	<b>Branch ID_RSSD*</b>	<b>Popular Name</b>	<b>Street Address</b>	<b>Address</b>	<b>FDIC UNINUM*</b>	<b>Office Number*</b>	<b>Head Office</b>	<b>Head Office ID_RSSD*</b>
	Full Service (Head Office)	432432	PHENIX-GIRARD BANK	801 13TH STREET	PHENIX CITY, AL 36867, Russell Co, USA	23	0	PHENIX-GIRARD BANK	432432
	Full Service	2814461	HIGHWAY 280/431 BRANCH	3650 HWY 280	PHENIX CITY, AL 36867, Russell Co, USA	180899	4	PHENIX-GIRARD BANK	432432
	Full Service	1191736	STADIUM PLAZA BRANCH	1803 STADIUM DRIVE	PHENIX CITY, AL 36867, Russell Co, USA	180898	3	PHENIX-GIRARD BANK	432432
	Full Service	3709126	SMITH'S STATION BRANCH	2841 LEE ROAD 430	SMITHS STATION, AL 36877, Lee Co, USA	419878	5	PHENIX-GIRARD BANK	432432
3.1.a	John M Dudley, Sr Irrevocable Family Trust Phenix City, AL								
3.1.b	United States Corporation								
3.1.c	2,159,900 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 USA					1. Menza Dudley Phenix City, AL		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		None	

## Phenix-Girard Bancshares, Inc. FR Y-6

		Management, Inc - President Crawford Partners Management Inc – President MDLD, LLC - Member	
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 less than 1% of outstanding common stock	215.992 of Phenix- Girard Bancshares Common Stock is owned by John M Dudley Sr Irrevocable Family Trust which represents 99.9% of outstanding
4.4.b	None	None	None
4.4.c	Phenix Lumber Company (100%)	Girard Partners, LP (49%) Crawford Partners LP (100%)	None

Signed:



J. Menza Dudley  
Vice President Phenix-Girard Bancshares, Inc.