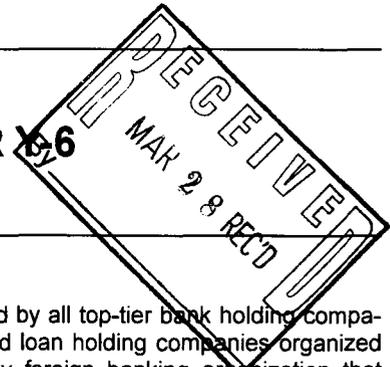


Board of Governors of the Federal Reserve System



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, **William E. Blackmon**

Reporter's Name, Street, and Mailing Address

Southwest Banc Shares, Inc.

Name of the Holding Company Director and Official

President & Director

Legal Title of Holding Company

PO Box 1419

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.

Chatom AL 36518

City State Zip Code

34 Court Street, Chatom, AL 36518

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:

William E. Blackmon President & Director

Name Title

251-345-9907

Area Code / Phone Number / Extension

251-471-0067

Area Code / FAX Number

bill.blackmon@fcb-al.com

E-mail Address

William E. Blackmon

Signature of Holding Company Director and Official

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

Date of Signature

03/26/13

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 **1132403**
 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

Revised 4-18-13

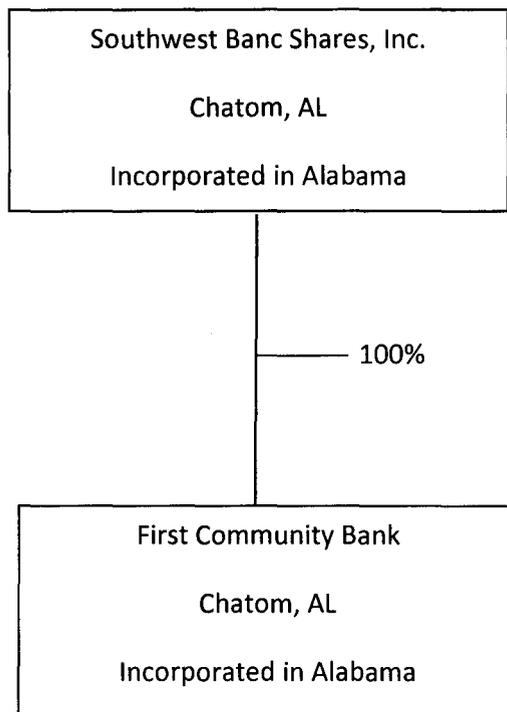
SOUTHWEST BANC SHARES, INC.

FRY-6 REPORT ITEM 1 AND 2

DECEMBER 31, 2012

Report Item:

- 1. The BHC does prepare an annual report for its shareholders (copy enclosed).
- 2a. Organizational Chart:



The BHC was not registered with the SEC as of December 31, 2012.

- 2b. Submitted via email on March 26, 2013.

Results: A list of branches for your depository institution: **FIRST COMMUNITY BANK (ID_RSSD: 186838)**
 This depository institution is held by **SOUTHWEST BANCSHARES, INC. (1132403)** of **CHATOM, 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
		Full Service (Head Office)	186838	FIRST COMMUNITY BANK	34 COURT STREET	CHATOM	AL	36518	WASHINGTON	UNITED STATES	9209	0	FIRST COMMUNITY BANK	186838	
		Full Service	1364905	CITRONELLE BRANCH	19495 NORTH THIRD STREET	CITRONELLE	AL	36522	MOBILE	UNITED STATES	249062	3	FIRST COMMUNITY BANK	186838	
		Full Service	3816725	DAPHNE BRANCH	27555 HIGHWAY 98	DAPHNE	AL	36526	BALDWIN	UNITED STATES	480339	10	FIRST COMMUNITY BANK	186838	
		Full Service	472933	MILLRY BRANCH	30122 HIGHWAY 17 SOUTH	MILLRY	AL	36558	WASHINGTON	UNITED STATES	232048	1	FIRST COMMUNITY BANK	186838	
		Full Service	3020849	COTTAGE HILL ROAD BRANCH	5229 COTTAGE HILL ROAD	MOBILE	AL	36609	MOBILE	UNITED STATES	359721	6	FIRST COMMUNITY BANK	186838	
Change	Nov-11	Full Service	3545379	DAUPHIN STREET BRANCH	2862 DAUPHIN STREET	MOBILE	AL	36606	MOBILE	UNITED STATES	452401	8	FIRST COMMUNITY BANK	186838	
		Full Service	2852744	SCHILLINGER BRANCH	720 SCHILLINGER ROAD NORTH	MOBILE	AL	36608	MOBILE	UNITED STATES	232050	5	FIRST COMMUNITY BANK	186838	
		Full Service	549237	MOUNT VERNON BRANCH	18930 HIGHWAY 43	MOUNT VERNON	AL	36560	MOBILE	UNITED STATES	194380	2	FIRST COMMUNITY BANK	186838	
		Full Service	2440253	SARALAND BRANCH	1063 HIGHWAY 158	SARALAND	AL	36571	MOBILE	UNITED STATES	232049	4	FIRST COMMUNITY BANK	186838	
		Full Service	3449002	SPANISH FORT BRANCH	10021 HIGHWAY 31	SPANISH FORT	AL	36527	BALDWIN	UNITED STATES	451775	7	FIRST COMMUNITY BANK	186838	

SOUTHWEST BANC SHARES, INC.

Revised 2/11
4-18-12

STOCKHOLDERS OWNING 5% OR MORE OUTSTANDING SHARES

FRY-6 REPORT ITEM 3

DECEMBER 31, 2012

Section 3.1

Name and Address	Citizenship	No. of Shares (1)	% of Ownership
The Fred K. Granade Irrevocable Trust Bay Minette, AL Trustee: Fred K. Granade	USA	4,303	5.98%
The William A. Granade Irrevocable Trust Bay Minette, AL Trustee: William A. Granade	USA	4,304	5.98%
Katherine W. Granade Chatom, AL	USA	10,640	14.80%
William A. Granade Chatom, AL	USA	5,067	7.05%
Laura Deer Moore Southampton, NY	USA	5,530	7.69%
Stanley G. Moore Austin, TX	USA	10,556	14.68%
Mary Heather Moore Riser Lovingsston, VA	USA	5,530	7.69%

NOTES: (1) All shares shown are owned directly with the sole voting % investment rights unless otherwise indicated.

Section 3.2

NONE

Revised 2B
4-18-13

SOUTHWEST BANC SHARES, INC.

OFFICERS DIRECTORS

FRY-6 REPORT ITEM 4

DECEMBER 31, 2012

Section 3.1

Name and Address (1)	Position in Holding Co. (3a) # of Shares % of Shares	Principal Occupation (2) Position & % of Ownership Company
Fred K. Granade Bay Minette, AL	Director 2,270 3.16%	Attorney Partner – 15% Ownership Stone, Granade & Crosby, PC
Katherine W. Granade Chatom, AL	Principal Shareholder 10,640 14.80%	Retired N/A N/A
William A. Granade Chatom, AL	Director 5,067 7.05%	Private Investor N/A N/A
Stanley G. Moore Austin, TX	Director 10,556 14.68%	Retailer President – 100% Ownership Over the Rainbow, Inc.
James H. Massey Citronelle, AL	Director & Secretary 24 0.03%	Automobile Dealer 10% Owner – Walt Massey Automotive 66¾% Owner – Massey Automotive and Massey Chrysler Center, Inc. 5% Owner – Walt Massey, Lucedale, MS
Clyde A. Smith Citronelle, AL	Director 24 0.03%	Retired Pharmacist N/A N/A
William E. Blackmon Daphne, AL	Director & President 2 0.01%	Banker Director & President – 0.01% Ownership First Community Bank (subsidiary of reporting holding company)

Other than Mr. Blackmon, no other directors hold officer positions within the subsidiaries of the holding company.

All shares of the subsidiaries are completely owned by the holding company.