

SUPERINTENDENT OF BANKS

ANNUAL REPORT



FISCAL YEAR ENDING
SEPTEMBER 30, 2012



STATE OF ALABAMA
STATE BANKING DEPARTMENT



Robert Bentley
Governor

December 12, 2012

John D. Harrison
Superintendent of Banks

The Honorable Robert Bentley
Governor of Alabama
Alabama State Capitol
Montgomery, Alabama 36130

Dear Governor Bentley:

I am pleased to submit to you the 2012 Annual Report of the Alabama State Banking Department in compliance with the Code of Alabama 1975 § 5-2A-13. This is the first year of our 2nd Century of operation.

Alabama's 115 state-chartered banks manage 96% of Alabama's total commercial banking assets. At fiscal year-end 2012, the Alabama Banking Department regulated commercial bank assets of over \$218 billion. Our banks have an interstate footprint that includes 2,947 branch offices in 19 host states and foreign countries.

In addition to commercial banks, this Department's Bureau of Banking also regulates 3 independent, state-chartered trust companies and 13 bank-managed, trust departments. The 3 independent trust companies reported assets under management approaching \$3.5 billion which reflects growth of over 16% from fiscal year-end 2011. Our 16 wealth management entities reported private and public relationships of nearly \$87 billion.

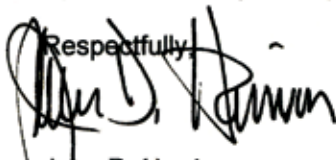
Governor Bentley, Alabama state-chartered banks have shown measured improvement. Most have identified their troubled assets, some have significantly reduced the same, and many have returned to profitability. The industry's pain of lowering the balance of troubled assets is far less problematic than 3 to 5 years ago. We remain optimistic and challenged to prevent the failure and/or closing of any more state-chartered banks.

The Bureau of Loans' goal to protect consumers in the non-deposit, loan industry continues to expand. The evolution of new federal legislation combined with creation of the United State's Consumer Finance Protection Bureau will keep the consumer protection arena active for the foreseeable future. The Alabama Bureau of Loans portfolio contains over 7,200 licensees including 1,070 Deferred Presentment and 224 Mortgage Brokers. With the 2010 adoption of the Alabama SAFE Act, we now have 2,853 licensed mortgage lenders under our purview. This level represents over 5% growth in this licensee group in the last year.

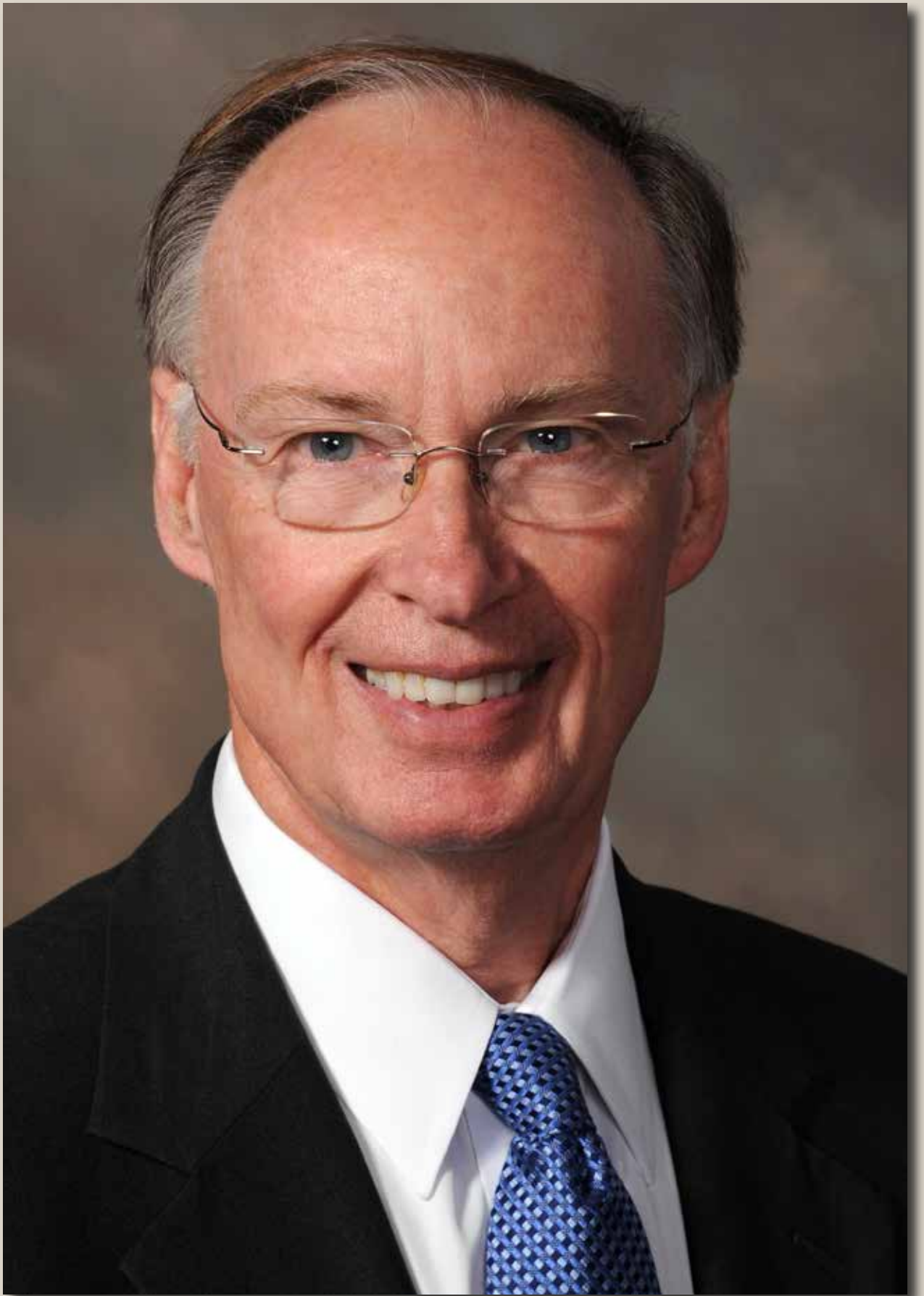
We have been challenged in meeting our agency goal of maintaining a stable level of fully-trained bank examiners. Over the last three years, we've experienced over 16% employee turnover. We have lost 13 of our fully-trained bank examiners to other state banking agencies or to the private sector. We've stretched our remaining staff resources while gradually replacing the 100+ years of work experience and costly training that we've lost. In spite of this, we remain positive and focused on protecting depositors across our banking footprint and loan consumers within Alabama.

Governor Bentley, we again thank you for your leadership to the Great State of Alabama.

Respectfully,



John D. Harrison
Superintendent of Banks



GOVERNOR ROBERT BENTLEY

STATE BANKING BOARD

Members

Expiration of Term

John D. Harrison	Superintendent of Banks	Ex-officio Member Chairman of the Board
John Boyett	President - CEO First State Bank of the South, Inc. Sulligent	February 1, 2013
Carl E. Crosby	Senior Vice President - Director BBVA Compass Bank Birmingham	February 1, 2013
Larry K. Deason	Executive Vice President - COO Farmers and Merchants Bank Anniston	February 1, 2015
Arthur J. DuCote	Executive Vice President Regions Bank Montgomery	February 1, 2017
W. Bibb Lamar, Jr.	Chairman - CEO BankTrust Mobile	February 1, 2017
Terry Phillips	Consultant Thomasville	February 1, 2015

SAVINGS AND LOAN BOARD - INACTIVE

SUPERINTENDENTS OF BANKS

The Alabama Legislature created the State Banking Department by an act approved on March 2, 1911. Here's a list of Superintendents from inception until now:

<u>Name</u>	<u>Tenure</u>
John D. Harrison	2005
Anthony Humphries	2003-2005
Maria B. Campbell	2001-2003
Norman B. Davis, Jr.	1999-2001
Wayne C. Curtis	1997-1998
Kenneth R. McCartha	1993-1996
Zack Thompson	1987-1993
James E. Goldsborough	1985-1987
Kenneth R. McCartha	1978-1985
D. M. Mitchell	1976-1978
M. Douglas Mims	1975-1976
Leonard C. Johnson	1974-1975
Robert I. Gullede	1971-1973
C. E. Avinger	1968-1971
Robert M. Cleckler	1963-1968
John C. Curry	1959-1963
Lonnie W. Gentry	1955-1959
Joe H. Williams	1951-1955
H. A. Longshore	1951 (Jan/Oct)
D. E. Marley	1950-1951
E. B. Glass, Jr.	1947-1950
Addie Lee Farish	1940-1947
J. B. Little	1939-1940
J. H. Williams	1934-1938
H. H. Montgomery	1931-1934
D. F. Green	1929-1931
C. E. Thomas	1927-1929
A. E. Jackson	1923-1927
H. H. Montgomery	1920-1923
D. F. Green	1918-1920
A. E. Walker	1911-1918

MANAGEMENT

John D. Harrison Superintendent of Banks
Trabo Reed Deputy Superintendent of Banks
Michael A. Seals Administrative Division Manager
E. Nelson Cook Community Bank Division Manager
J. Wayne Cranford Special Operations Division Manager
Elizabeth T. Bressler General Counsel
Scott W. Corscadden Bureau of Loans Division Manager

Administrative Support

Sherri B. Hamilton Administrative Support Assistant II
Carmen J. Pickett Receptionist

Administrative Division

Michael A. Seals Division Manager
Loris J. Thornton Administrative Support Assistant III

Accounting

Thomas O. Barbarow Accounting Manager
Tammie R. Rudolph Staff Accountant
Roderick M. Ross Account Clerk

Personnel

Alfreda W. Murdock Personnel Assistant III
Luckcia D. Shorter Administrative Support Assistant II

Consumer Affairs

Christie H. Gowan Bank Examinations Coordinator
Cylenthia R. Jones Bank Examinations Specialist, Sr.
Robyn S. Palmer Administrative Support Assistant I

Information Technology Services

Frank J. Ander IT System Specialist
Charles R. Hysell IT Systems Technician, Sr.
Caleb B. Harden IT Systems Technician

Bureau of Banking

Community Bank Division

E. Nelson Cook Division Manager
Jesse L. Hudson Review Examiner
Richard A. Stephens Review Examiner
John P. Schindler Bank Examinations Coordinator
Michelle R. Grant Administrative Support Assistant III
Todd W. Hall Administrative Support Assistant III

Trust Specialist

Robert D. Peace Bank Examinations Coordinator
Andre L. Scott Bank Examinations Coordinator
Alandra S. Hudson-Keahey Bank Examinations Specialist, Sr.

Northern District

Jeff A. Ellis District Supervisor

Allen W. Hawkins Supervisor

David A. Patterson Bank Examinations Coordinator

Kevin D. Reaves..... Bank Examinations Coordinator

Ricky L. Durden Bank Examinations Specialist, Sr.

David E. Smith, Jr. Bank Examinations Specialist, Sr.

John B. Barnett, IV..... Bank Examinations Specialist

Spencer B. Jones Bank Examinations Specialist

Jeremy O. Lindsey Bank Examinations Specialist

Blake T. Blair..... State Professional Trainee

James J. Daniel Supervisor/Case Manager

Jonathan B. Edwards..... Bank Examinations Coordinator

Cori S. Gohn..... Training Specialist Bank Examinations Coordinator

Clinton B. Bridges Bank Examinations Specialist, Sr.

Samantha N. Hedden..... Bank Examinations Specialist, Sr.

Gerald L. King..... Bank Examinations Specialist, Sr.

Alison Bonds..... Bank Examinations Specialist

Steven R. Davenport..... Bank Examinations Specialist

Jonathan E. Face..... Bank Examinations Specialist

William M. Sellers State Professional Trainee

Southern District

George C. Page District Supervisor

Eric J. Wilson Supervisor

Timothy J. Rayborn..... Case Manager/Bank Examinations Coordinator

John W. Russell Audit SME/Bank Examinations Coordinator

Elizabeth W. Starling..... Case Manager/Bank Examinations Coordinator

W. Mark Burnett..... Bank Examinations Specialist, Sr.

C. Glen Daniel Bank Examinations Specialist, Sr.

Rebecca W. Greene..... Bank Examinations Specialist, Sr.

Twyla T. Knight..... Bank Examinations Specialist, Sr.

A. Foster Carpenter Bank Examinations Specialist

Jake A. Dew..... State Professional Trainee

J. Blake Lewis State Professional Trainee

Silas M. Turner III Supervisor/Case Manager

Marcus R. Andrews Training Specialist Bank Examinations Coordinator

Michael Whitehurst BSA/Audit/Bank Examinations Coordinator

Jason R. Andres Bank Examinations Specialist, Sr.

Jay H. Caver Bank Examinations Specialist, Sr.

Stephen L. Griffith..... Bank Examinations Specialist, Sr.

Barry S. Hollyfield Bank Examinations Specialist, Sr.

Jerry W. Merritt Bank Examinations Specialist, Sr.

Chadwick R. White..... Bank Examinations Specialist, Sr.

Yolanda J. Chandler-Hyde Bank Examinations Specialist

W. Brent Amburn State Professional Trainee

Byrl S. Gray..... State Professional Trainee

Special Operation – Large Institution Division

J. Wayne Cranford Division Manager
David P. Florey Review Examiner
Janice S. Faulk Administrative Support Assistant II

Large Institutions Team

Joel A. Black Team Leader/Case Manager
Mark A. Sislak Case Manager/Bank Examinations Supervisor
Kareem D. Campbell Bank Examinations Coordinator

Capital Markets

Jeb S. Cloyd Bank Examinations Supervisor
James B. Coker Bank Examinations Coordinator
Marshall A. McDowell Bank Examinations Specialist

Legal Division

Elizabeth T. Bressler General Counsel
Walter Mark Anderson Deputy General Counsel
Nancy A. Lavey Legal Research Assistant

Bureau of Loans

Scott W. Corscadden Division Manager

Arlene D. Baldwin Consumer Services
Jeremy L. Windham Loan Examinations Coordinator
T. Frank Long Loan Examinations Specialist, Sr.
Hillary E. Farthing Administrative Support Assistant III
Demetrice L. Hardy Administrative Support Assistant III
Sherry F. McGilberry Administrative Support Assistant III
Patricia A. Sankey Administrative Support Assistant III
Cynthia K. Dickerson Administrative Support Assistant II
Diana R. Anderson Administrative Support Assistant I

V. Lynne Windham Loan Examinations Supervisor
Stephen G. Barnett Loan Examinations Specialist, Sr.
C. Max Cosby Loan Examinations Specialist, Sr.
Jonathan M. Daffin Loan Examinations Specialist, Sr.
Jo Ann Dunn Loan Examinations Specialist, Sr.
Ashley W. Hall Loan Examinations Specialist, Sr.
Ashley L. Hanback Loan Examinations Specialist, Sr.
Patricia A. Kirby Loan Examinations Specialist, Sr.
Jihan C. Loving Loan Examinations Specialist, Sr.
Charles L. Russell Loan Examinations Specialist, Sr.
Robert M. Scott Loan Examinations Specialist, Sr.
Jeff A. Thomas Loan Examinations Specialist, Sr.

BUREAU OF BANKING

Established March 2, 1911, the Bureau of Banking charters and regulates banks, trust companies, and savings and loan associations. We currently have no state chartered savings and loans operating in Alabama. As of fiscal year-end September 30, 2012, the Banking Bureau had 115 commercial banks and 3 independent trust companies under supervision.

State-chartered banks continue to dominate the Alabama commercial banking industry in number of banks, total assets and total deposits. Total assets and total deposits of state-chartered banks at fiscal year-end amount to \$218,265,677,000 and \$170,646,410,000, respectively. Equity Capital for state-chartered banks totaled over \$31 billion with the ratio of Average Equity Capital to Total Assets remaining above 14%. Refer to our Consolidated Reports of Condition for more details.

Comparisons of the percentage of Total Assets and Total Deposits held by the four largest Alabama state-chartered banks are shown below:

<u>September 30th</u>	<u>% of Total Assets</u>	<u>% of Total Deposits</u>
2012	89%	88%
2011	88%	87%
2010	89%	88%
2009	88%	86%
2008	89%	86%
2007	87%	85%

The three Alabama-based trust companies managed total personal and corporate assets as detailed below:

	<u>September 30, 2012</u>
The Trust Company of Sterne, Agee, Inc.	\$2,823,232,000.00
Arlington Trust Company, Inc.	\$ 469,339,000.00
AlaTrust, Inc.	<u>\$ 187,779,000.00</u>
Total	\$3,480,350,000.00

**Table 1. Consolidated Reports of Condition as of the close of business September 30th
(115 State-Chartered Banks with 2,947 Branches as of September 30, 2012)**

<u>ASSETS</u>	<u>2012</u>	<u>2011</u>
	<u>Thou. Dol.</u>	
1. Cash and Balances Due From Depository Institutions:		
a. Non-Interest-Bearing Balances and Currency and Coin	3,311,356	3,441,819
b. Interest-Bearing Balances.....	7,938,351	9,518,871
2. Securities	43,903,740	40,067,665
3. Federal Funds Sold and Securities Purchased Under Agreements to Resell.....	400,010	562,402
4. Loans and Leases, Net of Unearned Income and Allowance for Loan and Lease Losses.....	135,599,146	135,399,675
5. Trading Assets	1,358,944	1,272,643
6. Premises and Fixed Assets (Including Capitalized Leases).....	4,206,656	4,287,643
7. Other Real Estate Owned	691,408	1,110,252
8. Intangible Assets.....	10,023,023	12,342,275
9. Other Assets	10,833,043	11,782,853
10. TOTAL ASSETS.....	\$218,265,677	\$219,785,698
<u>LIABILITIES</u>		
11. Deposits.....	170,646,410	168,920,872
12. Federal Funds Purchased and Securities Sold Under Agreements to Repurchase	3,174,015	3,411,412
13. Trading Liabilities	1,270,682	1,143,375
14. Other Borrowed Money (Includes Mortgage Indebtedness and Obligations Under Capitalized Leases)	5,754,655	8,496,136
15. Subordinated Notes and Debentures (Includes Limited-Life Preferred Stock and Related Surplus)	3,047,857	3,255,371
16. Other Liabilities	3,266,521	2,537,837
17. TOTAL LIABILITIES	187,160,140	187,765,003
<u>EQUITY CAPITAL</u>		
18. Perpetual Preferred Stock and Related Surplus.....	5,200	5,200
19. Common Stock	95,644	94,872
20. Surplus (Excludes All Surplus Related to Preferred Stock).....	37,087,552	36,971,815
21. a. Undivided Profits and Capital Reserves.....	(6,762,002)	(5,554,221)
b. Net Unrealized Holding Gains (Losses) on Available-for-Sale Securities	773,650	496,000
c. Accumulated Net Gains (Losses) on Cash Flow Hedges.....	(379,601)	(278,000)
22. Noncontrolling interests in consolidated subsidiaries	285,094	285,029
22. TOTAL EQUITY CAPITAL	31,105,537	32,020,695
23. TOTAL LIABILITIES & EQUITY CAPITAL	\$218,265,677	\$219,785,698
Reserve for Loan Losses	\$3,314,664	\$4,376,000
Equity Capital to Assets	14.25%	14.57%
Tier 1 Core Capital to Assets	13.94%	14.34%
Tier 1 Leverage.....	9.21%	9.54%
ADC Loans to Quality Risk Based Capital	20.62%	47.42%
Percentage Gross Capital and Reserves to Gross Assets	15.53%	16.24%
Percentage Gross Capital and Reserves to Total Deposits	20.17%	21.55%
Percentage Net Loans to Total Assets.....	62.13%	61.61%
Percentage Net Loans to Total Deposits.....	79.46%	80.16%

Table 2. Comparative Analysis of Deposits and Assets of State Chartered Banks as of September 30th (Thou. Dol)

Location	Bank	2012		2011	
		Deposits	Assets	Deposits	Assets
Albertville	Vantage Bank of Alabama	64,376	77,212	63,521	75,380
Alexander City	Aliant Bank (1)	0	0	742,971	928,608
Altoona	The Exchange Bank of Alabama	204,558	233,982	210,894	239,230
Andalusia	CCB Community Bank	341,712	421,047	318,265	390,921
Anniston	Southern States Bank	216,797	266,135	170,834	207,617
Athens	Reliance Bank	110,763	145,352	115,205	151,959
Atmore	United Bank	406,781	458,043	383,715	434,495
Auburn	Auburn Bank	631,197	753,999	611,110	765,201
Auburn	Keystone Bank	187,216	217,355	175,676	203,111
Bessemer	First Financial Bank	150,936	194,930	162,843	205,875
Birmingham	Regions Bank	95,604,495	120,832,228	98,684,314	125,487,974
Birmingham	Compass Bank	50,212,260	67,930,005	45,243,834	64,456,646
Birmingham	ServisFirst Bank	2,411,286	2,762,798	2,015,000	2,258,756
Birmingham	Alostar Bank of Commerce	429,590	749,860	507,443	854,000
Birmingham	Oakworth Capital Bank	193,680	238,981	163,128	205,579
Birmingham	SouthPoint Bank	189,369	218,711	196,749	227,023
Birmingham	Alamerica Bank	23,786	35,404	20,221	33,770
Boaz	Peoples Independent Bank	159,225	177,999	152,180	168,807
Boaz	First Bank of Boaz	132,567	189,976	132,523	185,395
Brantley	Brantley Bank and Trust Company	54,605	66,134	56,001	67,198
Brewton	Bank of Brewton	44,616	57,953	41,708	53,857
Brewton	First Progressive Bank	21,968	29,861	21,735	29,529
Calera	Central State Bank	141,312	166,463	133,837	157,465
Centre	Generations Bank	57,253	65,435	56,363	63,909
Chatom	First Community Bank	280,678	325,556	282,593	324,738
Clanton	Peoples Southern Bank	122,666	146,227	122,007	144,934
Cullman	Peoples Bank of Alabama	425,023	508,564	407,781	495,981
Cullman	Merchants Bank of Alabama	215,845	238,458	229,531	255,662
Cullman	Traditions Bank	208,013	233,013	198,001	218,824
Cullman	Premier Bank of the South	127,930	142,233	122,365	137,221
Cullman	First Community Bank of Cullman	58,181	66,163	60,896	68,725
Demopolis	Robertson Banking Company	212,626	254,652	201,302	242,308
Dothan	BankSouth	148,131	186,765	161,664	196,746
Dothan	SunSouth Bank	144,941	172,042	181,896	201,963
Dothan	Trinity Bank	63,148	71,536	63,463	71,704
Enterprise	The Citizens Bank	79,716	89,292	73,167	82,107
Eutaw	Merchants & Farmers Bank of Greene County, Alabama	46,014	55,262	43,571	53,600
Eva	EvaBank	300,869	350,601	326,915	369,307
Evergreen	Bank of Evergreen	46,815	51,946	46,154	50,647
Fayette	The Citizens Bank of Fayette	155,195	194,878	150,962	191,138
Flomaton	Escambia County Bank	70,332	84,664	72,847	89,640
Florence	First Southern Bank	169,020	189,478	157,719	172,290
Fort Payne	First State Bank of DeKalb County	69,269	83,564	75,919	89,673
Fyffe	Horizon Bank	74,530	92,795	79,108	97,617
Gadsden	The Southern Bank Company	77,504	110,280	70,176	97,253
Geneva	The Citizens Bank	137,780	166,817	142,435	170,030
Geraldine	Liberty Bank	92,008	108,036	91,792	106,895
Greensboro	The Citizens Bank	83,970	101,818	84,630	101,557
Greensboro	Peoples Bank of Greensboro	77,897	87,426	84,587	93,918

Table 2. Comparative Analysis of Deposits and Assets of State Chartered Banks as of September 30th (Thou. Dol)

Location	Bank	2012		2011	
		Deposits	Assets	Deposits	Assets
Gulf Shores	Heritage First Bank (1)	0	0	51,051	54,607
Guntersville	Citizens Bank & Trust	248,178	296,070	242,503	286,921
Haleyville	Traders & Farmers Bank	285,714	366,487	287,763	367,313
Hamilton	PeoplesTrust Bank	74,384	84,116	79,349	88,293
Hartford	City Bank of Hartford	49,342	55,452	52,704	58,530
Hazel Green	North Alabama Bank	99,144	110,003	103,055	115,884
Huntsville	Progress Bank and Trust	378,182	450,902	307,969	366,621
Jackson	Merchants Bank	187,739	209,175	182,366	204,229
Jasper	Pinnacle Bank	175,953	204,529	182,478	208,069
Jasper	Bank of Walker County	74,356	84,651	67,867	80,186
Lafayette	Farmers and Merchants Bank	99,205	119,439	93,973	112,447
Leeds	Covenant Bank	76,108	91,292	85,033	101,415
Linden	First Bank of Linden	67,573	80,397	71,053	82,911
Lineville	FirstState Bank	156,603	204,236	153,290	197,761
Louisville	Farmers Exchange Bank	152,639	168,013	180,265	195,033
Luverne	First Citizens Bank	190,428	233,557	187,443	225,780
Maplesville	Peachtree Bank	45,206	53,282	46,945	55,394
Marion	Marion Bank and Trust Company	225,654	267,213	212,392	251,896
Mobile	BankTrust	1,780,501	1,963,966	1,843,543	2,116,735
Mobile	Bay Bank	61,121	83,100	64,382	87,432
Monroeville	Peoples Exchange Bank of Monroe County	54,913	64,240	56,273	65,345
Moundville	Bank of Moundville	98,922	110,930	99,360	110,870
Muscle Shoals	First Metro Bank	432,364	488,973	413,707	467,381
Oneonta	The Hometown Bank of Alabama	249,346	290,948	248,460	286,029
Opp	Southern Independent Bank	169,588	189,710	147,908	163,167
Oxford	Cheaha Bank	154,753	181,065	139,896	169,422
Ozark	The Commercial Bank of Ozark	67,329	75,840	67,007	75,060
Pell City	Metro Bank	574,114	648,211	554,840	623,268
Pell City	Union State Bank	233,383	254,828	252,270	276,884
Phenix City	Phenix-Girard Bank	120,033	162,229	125,501	167,862
Piedmont	Farmers and Merchants Bank	161,715	194,682	158,808	190,297
Pine Hill	Bank of Pine Hill	21,914	25,791	21,384	25,431
Prattville	River Bank & Trust	344,117	388,465	310,794	351,383
Rainsville	First Bank of the South	75,250	83,376	79,678	87,079
Red Bay	Community Spirit Bank (2)	119,534	137,199	97,603	110,866
Red Level	The Peoples Bank of Red Level	13,144	15,236	13,538	16,140
Reform	West Alabama Bank & Trust	442,546	548,694	450,470	586,197
Robertsdale	Citizen's Bank, Inc.	95,944	112,661	99,928	115,646
Russellville	CB&S Bank, Inc.	1,006,233	1,256,381	1,008,857	1,267,012
Russellville	Valley State Bank	105,387	124,134	99,841	117,625
Samson	The Samson Banking Company, Inc.	48,550	57,397	46,768	55,251
Scottsboro	FNB Bank	316,300	359,274	316,027	357,777
Selma	First Cahawba Bank	70,625	85,915	66,035	81,277
Sheffield	Bank Independent	908,031	1,077,504	864,300	1,030,662
Stevenson	First Southern State Bank	298,160	341,845	276,755	328,769
Stevenson	First Jackson Bank	186,837	220,696	180,674	215,919
Sulligent	First State Bank of the South, Inc.	80,148	97,580	79,754	96,264
Sweet Water	Sweet Water State Bank	75,386	85,414	73,957	85,423
Tallasse	PrimeSouth Bank	141,024	165,465	137,668	160,373
Thomasville	First United Security Bank	506,795	584,322	531,455	637,642

Table 2. Comparative Analysis of Deposits and Assets of State Chartered Banks as of September 30th (Thou. Dol)

Location	Bank	2012		2011	
		Deposits	Assets	Deposits	Assets
Troy	Troy Bank & Trust Company	698,918	841,791	692,269	831,523
Tuscaloosa	Bryant Bank	893,395	1,087,731	817,270	988,676
Tuscaloosa	Capstone Bank	331,460	387,664	328,557	386,587
Tuskegee	First Tuskegee Bank	57,318	63,127	57,357	66,726
Union Springs	AmeriFirst Bank	124,967	149,650	122,763	147,131
Union Springs	Community Bank and Trust - Alabama	68,655	75,498	76,548	84,602
Valley Head	The Citizens Bank of Valley Head	22,264	25,238	23,834	27,299
Vernon	The Bank of Vernon	126,306	148,365	139,562	163,148
Vernon	Citizens State Bank	70,824	90,721	75,031	92,273
Vestavia Hills	First Partners Bank (3)	135,128	166,641	139,143	167,546
Wadley	First Bank	60,272	68,364	59,352	66,152
Waterloo	The Farmers & Merchants Bank	52,574	68,539	49,406	63,762
Wedowee	Small Town Bank	191,751	233,916	200,366	242,787
Wedowee	Bank of Wedowee	100,116	119,977	98,713	119,627
Wetumpka	First Community Bank of Central Alabama	260,567	288,376	254,238	280,794
Winfield	State Bank & Trust	171,511	206,542	166,777	199,721
Winfield	The Citizens Bank of Winfield	132,215	197,337	126,503	215,022
York	Bank of York	69,305	89,386	66,692	85,761

(1) State chartered bank merged into an out-of-state bank

(2) Out-of-state bank merged into an in-state bank

(3) Name changed from SouthCity Bank

Table 3. Ten Largest State-Chartered Banks

Bank	Assets	Year Established
	<u>Thousand Dollars</u>	
Regions Bank, Birmingham	120,832,228	1871
Compass Bank, Birmingham	67,930,005	1964
ServisFirst Bank, Birmingham	2,762,798	2005
BankTrust, Mobile	1,963,966	1986
CB&S Bank, Russellville	1,256,381	1906
Bryant Bank, Tuscaloosa	1,087,731	2005
Bank Independent, Sheffield	1,077,504	1947
Troy Bank & Trust Company, Troy	841,791	1906
Auburn Bank, Auburn	753,999	1907
AloStar Bank of Commerce, Birmingham	749,860	2011
Total Assets as of September 30, 2012	\$199,256,263	

	<u>Thousand Dollars</u>	
Regions Bank, Birmingham	125,487,974	1871
Compass Bank, Birmingham	64,456,646	1964
ServisFirst Bank, Birmingham	2,258,756	2005
BankTrust, Mobile	2,116,735	1986
CB&S Bank, Russellville	1,267,012	1906
Bank Independent, Sheffield	1,030,662	1947
Bryant Bank, Tuscaloosa	988,676	2005
Aliant Bank, Alexander City	928,608	1902
AloStar Bank of Commerce, Birmingham	854,000	2011
Troy Bank & Trust Company, Troy	831,523	1906
Total Assets as of September 30, 2011	\$200,220,592	

Table 4. Alabama Bank Holding Companies With a Presence in Other States as of June 30, 2012

HOLDING COMPANY	STATES	INSTITUTION	DEPOSITS (Thou. Dol.)
Regions Financial Corporation Birmingham, Alabama	Alabama	Regions Bank Birmingham, Alabama	21,177,918
		Subtotal - Alabama	21,177,918
	Arkansas	Regions Bank Birmingham, Alabama	4,277,471
	Florida	Regions Bank Birmingham, Alabama	18,642,943
	Georgia	Regions Bank Birmingham, Alabama	5,994,079
	Illinois	Regions Bank Birmingham, Alabama	2,463,478
	Indiana	Regions Bank Birmingham, Alabama	2,592,631
	Iowa	Regions Bank Birmingham, Alabama	357,522
	Kentucky	Regions Bank Birmingham, Alabama	708,070
	Louisiana	Regions Bank Birmingham, Alabama	7,010,574
	Mississippi	Regions Bank Birmingham, Alabama	6,851,227
	Missouri	Regions Bank Birmingham, Alabama	2,397,077
	North Carolina	Regions Bank Birmingham, Alabama	368,062
	South Carolina	Regions Bank Birmingham, Alabama	929,712
	Tennessee	Regions Bank Birmingham, Alabama	17,599,599
	Texas	Regions Bank Birmingham, Alabama	3,984,797
	Virginia	Regions Bank Birmingham, Alabama	139,857
		Subtotal - Other States	74,317,099
	Foreign Offices	Regions Bank Birmingham, Alabama	326,749
		Subtotal - Foreign Offices	326,749
Total - Regions Financial Corporation			95,821,766

Table 4. Alabama Bank Holding Companies With a Presence in Other States as of June 30, 2012

HOLDING COMPANY	STATES	INSTITUTION	DEPOSITS (Thou. Dol.)
ServisFirst Bancshares, Inc. Birmingham, Alabama	Alabama	ServisFirst Bank Birmingham, Alabama	2,102,432
		Subtotal - Alabama	2,102,432
	Florida	ServisFirst Bank Mobile, Alabama	140,805
		Subtotal - Florida	140,805
	Total - ServisFirst Bancshares, Inc.		
BancTrust Financial Group, Inc. Mobile, Alabama	Alabama	BankTrust Mobile, Alabama	1,621,702
		Subtotal - Alabama	1,621,702
	Florida	BankTrust Mobile, Alabama	177,937
		Subtotal - Florida	177,937
	Total - BancTrust Financial Group, Inc.		
CBS Banc-Corp. Russellville, Alabama	Alabama	CB&S Bank, Inc. Russellville, Alabama	502,269
		Subtotal - Alabama	502,269
	Mississippi	CB&S Bank, Inc. Russellville, Alabama	324,545
		Subtotal - Mississippi	324,545
	Tennessee	CB&S Bank, Inc. Russellville, Alabama	166,165
		Subtotal - Tennessee	166,165
	Subtotal - Other States		490,710
Total - CBS Banc-Corp.			992,979
United Bancorporation of Alabama Atmore, Alabama	Alabama	United Bank Atmore, Alabama	346,978
		Subtotal - Alabama	346,978
	Florida	United Bank Atmore, Alabama	62,777
		Subtotal - Florida	62,777
	Total - United Bancorporation of Alabama		
Southern National Corporation Andalusia, Alabama	Alabama	CCB Community Bank Andalusia, Alabama	294,882
		Subtotal - Alabama	294,882
	Florida	CCB Community Bank Andalusia, Alabama	48,884
		Subtotal - Florida	48,884
	Total - Southern National Corporation		

Table 4. Alabama Bank Holding Companies With a Presence in Other States as of June 30, 2012

HOLDING COMPANY	STATES	INSTITUTION	DEPOSITS (Thou. Dol.)
MidSouth Bancorporation Dothan, Alabama	Alabama	MidSouth Bank, N. A. Dothan, Alabama	298,160
		Subtotal - Alabama	298,160
	Florida	MidSouth Bank, N. A. Dothan, Alabama	20,014
		Subtotal - Florida	20,014
Total - MidSouth Bancorporation			318,174
<hr/>			
Frontier National Corporation Sylacauga, Alabama	Alabama	Frontier Bank Lagrange, Georgia	234,512
		Subtotal - Alabama	234,512
	Georgia	Frontier Bank Lagrange, Georgia	18,792
		Subtotal - Georgia	18,792
Total - Frontier National Corporation			253,304
<hr/>			
Union Bancshares, Inc. Pell City, Alabama	Alabama	Union State Bank Pell City, Alabama	238,639
		Subtotal - Alabama	238,639
	Florida	Union State Bank Pell City, Alabama	9,129
		Subtotal - Florida	9,129
Total - Union Bancshares, Inc.			247,768
<hr/>			
1st Jackson Bancshares, Inc Stevenson, Alabama	Alabama	First Jackson Bank, Inc. Stevenson, Alabama	179,573
		Subtotal - Alabama	179,573
	Tennessee	First Jackson Bank, Inc. Stevenson, Alabama	7,198
		Subtotal - Tennessee	7,198
Total - 1st Jackson Bancshares, Inc			186,771
<hr/>			
Independent Bancshares, Inc. Employee Stock Ownership Plan Red Bay, Alabama	Alabama	Community Spirit Bank Red Bay, Alabama	99,987
		Subtotal - Alabama	99,987
	Mississippi	Community Spirit Bank Red Bay, Alabama	21,889
		Subtotal - Mississippi	21,889
Total - Independent Bancshares, Inc Employee Stock Ownership Plan			121,876

Table 5. Out-of-State Bank Holding Companies and Banks With a Presence in Alabama as of June 30, 2012

HOLDING COMPANY	INSTITUTION	DEPOSITS (Thou. Dol.)
Banco Bilbao Vizcaya Argentaria, S.A. Bilbao, Spain	Compass Bank Birmingham, Alabama	9,792,719
	Subtotal Alabama	9,792,719
	Compass Bank (Arizona) Birmingham, Alabama	3,112,795
	Compass Bank (California) Birmingham, Alabama	2,555,394
	Compass Bank (Colorado) Birmingham, Alabama	1,743,088
	Compass Bank (Florida) Birmingham, Alabama	2,362,113
	Compass Bank (New Mexico) Birmingham, Alabama	496,039
	Compass Bank (Texas) Birmingham, Alabama	28,035,477
	Subtotal - Other States	38,304,906
	Banco Bilbao Vizcaya Argentaria Puerto Rico San Juan, Puerto Rico	3,242,609
	Compass Bank Birmingham, Alabama	215,392
	Subtotal - Foreign Offices	3,458,001
Total Bilbao Vizcaya Argentaria, S. A.		51,555,626
Wells Fargo & Company San Francisco, California	Wells Fargo Bank, N.A. Sioux Falls, South Dakota	8,204,445
BB&T Corporation Winston-Salem, North Carolina	Branch Banking and Trust Company Winston-Salem, North Carolina	4,462,451
Synovus Financial Corp Columbus, Georgia	Synovus Bank Columbus, Georgia	3,670,771
The PNC Financial Services Group, Inc. Pittsburgh, Pennsylvania	PNC Bank, N. A. Wilmington, Delaware	3,082,956
Cadence Bancorp LLC Houston, Texas	Cadence Bank, N.A. Birmingham, Alabama	1,437,692
BancorpSouth, Inc. Tupelo, Mississippi	BancorpSouth Bank Tupelo, Mississippi	844,223
USAMERICBANCORP, Inc. Clearwater, Florida	USAmeriBank Largo, Florida	791,771
Hancock Holding Corporation Gulfport, Mississippi	Hancock Bank Gulfport, Mississippi	655,721
Iberiabank Corporation Lafayette, Louisiana	Iberiabank Lafayette, Louisiana	608,506
Renasant Corporation Tupelo, Mississippi	Renasant Bank Tupelo, Mississippi	567,762
SunTrust Banks, Inc. Atlanta, Georgia	SunTrust Bank Atlanta, Georgia	320,604
Home Bancshares, Inc. Conway, Arkansas	Centennial Bank Conway, Arkansas	310,436

Table 5. Out-of-State Bank Holding Companies and Banks With a Presence in Alabama as of June 30, 2012

HOLDING COMPANY	INSTITUTION	DEPOSITS (Thou. Dol.)
None	CharterBank West Point, Georgia	211,046
Ameris Bancorp Moutrie, Georgia	Ameris Bank Moutrie, Georgia	197,752
PeopleSouth Bancshares, Inc Colquitt, Georgia	PeoplesSouth Bank Colquitt, Georgia	173,435
First M & F Corporation Kosciusko, Mississippi	Merchants and Farmers Bank Kosciusko, Mississippi	151,616
State Bank & Trust Company Employee Stock Ownership Plan Greenwood, Mississippi	State Bank & Trust Company Greenwood, Mississippi	134,019
First Pulaski National Corporation Pulaski, Tennessee	First Pulaski National Bank Pulaski, Tennessee	107,416
Community Bancshares of Mississippi, Inc Employee Stock Ownership Plan Brandon, Mississippi	Community Bank, N.A. Mobile, Alabama	93,389
First National Bankers Bankshares, Inc. Baton Rouge, Louisiana	First National Banker's Bank Baton Rouge, Louisiana	90,564
None	Beal Bank, SSB Plano, Texas	81,589
Community Bankshares, Inc. Cornelia, Georgia	Community Bank & Trust - Alabama Union Springs, Alabama	70,888
Citizens Bancshares Corporation Atlanta, Georgia	Citizens Trust Bank Atlanta, Georgia	62,938
Bancorp of Lucedale, Inc. Lucedale, Mississippi	Century Bank Lucedale, Mississippi	57,568
Merchants & Marine Bancorp, Inc. Pascagoula, Mississippi	Merchants & Marine Bank Pascagoula, Mississippi	50,218
Southcrest Financial Group, Inc. Fayetteville, Georgia	Peachtree Bank Maplesville, Alabama	46,621
Commerce Bancshares, Inc. Franklin, Tennessee	Peoples State Bank of Commerce Nolensville, Tennessee	36,115
Capital City Bank Group, Inc. Tallahassee, Florida	Capital City Bank Tallahassee, Florida	24,051
None	Heritage Bank of the South Albany, Georgia	18,696
Woodforest Financial Group, Employee Stock Ownership Plan The Woodlands, Texas	Woodforest National Bank The Woodlands, Texas	17,678
None	Citizens Bank & Trust Trenton, Georgia	13,709
Bank of the Ozarks, Inc. Little Rock, Arkansas	Bank of the Ozarks Little Rock, Arkansas	8,595
Dickinson Financial Corporation II Kansas City, Missouri	Armed Forces Bank, N.A. Fort Leavenworth, Kansas	7,994
None	Metro City Bank Doraville, Georgia	5,556

SUMMARY STATISTICS

STATE-CHARTERED BANKS:

Number of state-chartered banks at September 30, 2011		117
New Banks Opened (Table 6)		0
Banks Closed (Table 20)		0
Conversions:		
National-to-State	0	
State-to-National	0	
FSB-to-State	0	
State-to-FSB	0	0
Mergers:		
State with State (Table 19)	0	
State with National	0	
State with Out-of-State (Table 9)	-2	<u>-2</u>
Number of state-chartered banks at September 30, 2012		115

BRANCH OFFICES:

Number of branch offices at September 30, 2011		3,026
Adjustments for late notifications	-16	
New branch offices opened (Table 10)	+10	
Branches established as a result of mergers	+2	
Branches gained in S & L conversions (Table 7)	0	
Branches gained in Purchase/Assumption (Table 14)	0	
Branches gained in main office re-designation	0	
Branches lost as a result of banks closing (Table 20)	0	
Branches closed /relocations (Tables 16 & 18)	-60	
Branches lost as a result of mergers	-15	
Branches lost in state-to-FSB conversions	0	
Branches lost in Purchase/Assumption (Table 17)	0	<u>-79</u>
Number of branch offices at September 30, 2012		2,947

**Commercial Bank Assets by State (In Millions)
Ranked by Total Assets Per State Charter
September 30, 2012**

STATE	NATIONAL CHARTER	STATE CHARTER	ALL BANKS
New York	\$ 95,992	\$ 599,204	\$ 695,196
California	\$ 175,950	\$ 283,089	\$ 459,039
Georgia	\$ 8,463	\$ 250,080	\$ 258,543
North Carolina	\$ 1,450,688	\$ 232,384	\$ 1,683,072
Massachusetts	\$ 1,814	\$ 230,364	\$ 232,178
Utah	\$ 106,372	\$ 230,303	\$ 336,675
Illinois	\$ 132,719	\$ 227,735	\$ 360,454
Alabama	\$ 8,671	\$ 218,266	\$ 226,937
Texas	\$ 147,514	\$ 198,471	\$ 345,985
Ohio	\$ 2,375,627	\$ 135,903	\$ 2,511,530
Delaware	\$ 856,590	\$ 102,208	\$ 958,798
Missouri	\$ 25,750	\$ 94,164	\$ 119,914
Pennsylvania	\$ 53,142	\$ 79,978	\$ 133,120
Virginia	\$ 442,329	\$ 59,047	\$ 501,376
Louisiana	\$ 4,091	\$ 58,097	\$ 62,188
Iowa	\$ 7,683	\$ 57,833	\$ 65,516
Florida	\$ 62,020	\$ 55,284	\$ 117,304
Arkansas	\$ 10,687	\$ 48,769	\$ 59,456
Tennessee	\$ 33,204	\$ 47,994	\$ 81,198
Kentucky	\$ 6,107	\$ 46,423	\$ 52,530
Michigan	\$ 3,807	\$ 45,785	\$ 49,592
Mississippi	\$ 13,903	\$ 45,361	\$ 59,264
Wisconsin	\$ 34,244	\$ 45,080	\$ 79,324
Minnesota	\$ 17,142	\$ 39,927	\$ 57,069
Oklahoma	\$ 42,419	\$ 39,406	\$ 81,825
Washington	\$ 2,115	\$ 38,367	\$ 40,482
Colorado	\$ 4,743	\$ 37,920	\$ 42,663
Indiana	\$ 21,746	\$ 36,936	\$ 58,682
Hawaii	\$ 585	\$ 34,504	\$ 35,089
Kansas	\$ 18,544	\$ 31,340	\$ 49,884
Nevada	\$ 6,489	\$ 31,216	\$ 37,705
Nebraska	\$ 21,182	\$ 30,797	\$ 51,979
South Carolina	\$ 5,186	\$ 30,045	\$ 35,231
New Jersey	\$ 32,035	\$ 27,280	\$ 59,315
Maryland	\$ 699	\$ 24,701	\$ 25,400
Montana	\$ 1,181	\$ 24,211	\$ 25,392
Oregon	\$ 13,054	\$ 22,572	\$ 35,626
West Virginia	\$ 3,835	\$ 22,113	\$ 25,948
South Dakota	\$ 2,606,611	\$ 19,868	\$ 2,626,479
North Dakota	\$ 11,835	\$ 14,977	\$ 26,812
New Mexico	\$ 5,849	\$ 8,209	\$ 14,058
Idaho	\$ 373	\$ 5,611	\$ 5,984
Arizona	\$ 6,693	\$ 5,371	\$ 12,064
Wyoming	\$ 1,587	\$ 4,843	\$ 6,430
Rhode Island	\$ 126,420	\$ 4,790	\$ 131,210
Connecticut	\$ 24,293	\$ 3,184	\$ 27,477
Maine	\$ 16,852	\$ 3,030	\$ 19,882
New Hampshire	\$ -	\$ 2,883	\$ 2,883
Vermont	\$ 1,742	\$ 2,510	\$ 4,252
Alaska	\$ 3,005	\$ 1,858	\$ 4,863

**Commercial Bank Assets by State (In Millions)
Ranked by Total Assets for All Banks
September 30, 2012**

STATE	NATIONAL CHARTER	STATE CHARTER	ALL BANKS
South Dakota	\$ 2,606,611	\$ 19,868	\$ 2,626,479
Ohio	\$ 2,375,627	\$ 135,903	\$ 2,511,530
North Carolina	\$ 1,450,688	\$ 232,384	\$ 1,683,072
Delaware	\$ 856,590	\$ 102,208	\$ 958,798
New York	\$ 95,992	\$ 599,204	\$ 695,196
Virginia	\$ 442,329	\$ 59,047	\$ 501,376
California	\$ 175,950	\$ 283,089	\$ 459,039
Illinois	\$ 132,719	\$ 227,735	\$ 360,454
Texas	\$ 147,514	\$ 198,471	\$ 345,985
Utah	\$ 106,372	\$ 230,303	\$ 336,675
Georgia	\$ 8,463	\$ 250,080	\$ 258,543
Massachusetts	\$ 1,814	\$ 230,364	\$ 232,178
Alabama	\$ 8,671	\$ 218,266	\$ 226,937
Pennsylvania	\$ 53,142	\$ 79,978	\$ 133,120
Rhode Island	\$ 126,420	\$ 4,790	\$ 131,210
Missouri	\$ 25,750	\$ 94,164	\$ 119,914
Florida	\$ 62,020	\$ 55,284	\$ 117,304
Oklahoma	\$ 42,419	\$ 39,406	\$ 81,825
Tennessee	\$ 33,204	\$ 47,994	\$ 81,198
Wisconsin	\$ 34,244	\$ 45,080	\$ 79,324
Iowa	\$ 7,683	\$ 57,833	\$ 65,516
Louisiana	\$ 4,091	\$ 58,097	\$ 62,188
Arkansas	\$ 10,687	\$ 48,769	\$ 59,456
New Jersey	\$ 32,035	\$ 27,280	\$ 59,315
Mississippi	\$ 13,903	\$ 45,361	\$ 59,264
Indiana	\$ 21,746	\$ 36,936	\$ 58,682
Minnesota	\$ 17,142	\$ 39,927	\$ 57,069
Kentucky	\$ 6,107	\$ 46,423	\$ 52,530
Nebraska	\$ 21,182	\$ 30,797	\$ 51,979
Kansas	\$ 18,544	\$ 31,340	\$ 49,884
Michigan	\$ 3,807	\$ 45,785	\$ 49,592
Colorado	\$ 4,743	\$ 37,920	\$ 42,663
Washington	\$ 2,115	\$ 38,367	\$ 40,482
Nevada	\$ 6,489	\$ 31,216	\$ 37,705
Oregon	\$ 13,054	\$ 22,572	\$ 35,626
South Carolina	\$ 5,186	\$ 30,045	\$ 35,231
Hawaii	\$ 585	\$ 34,504	\$ 35,089
Connecticut	\$ 24,293	\$ 3,184	\$ 27,477
North Dakota	\$ 11,835	\$ 14,977	\$ 26,812
West Virginia	\$ 3,835	\$ 22,113	\$ 25,948
Maryland	\$ 699	\$ 24,701	\$ 25,400
Montana	\$ 1,181	\$ 24,211	\$ 25,392
Maine	\$ 16,852	\$ 3,030	\$ 19,882
New Mexico	\$ 5,849	\$ 8,209	\$ 14,058
Arizona	\$ 6,693	\$ 5,371	\$ 12,064
Wyoming	\$ 1,587	\$ 4,843	\$ 6,430
Idaho	\$ 373	\$ 5,611	\$ 5,984
Alaska	\$ 3,005	\$ 1,858	\$ 4,863
Vermont	\$ 1,742	\$ 2,510	\$ 4,252
New Hampshire	\$ -	\$ 2,883	\$ 2,883

**Table 6. New State Chartered Institutions Established
October 1, 2011 to September 30, 2012**

DATE	NEW BANK
NONE	

**Table 7. Conversion of Savings & Loan to State-Chartered Banks
October 1, 2011 to September 30, 2012**

DATE	DESCRIPTION OF CONVERSION
NONE	

**Table 8. Mergers of State-Chartered Banks with National Bank
October 1, 2011 to September 30, 2012**

DATE	DESCRIPTION OF MERGER
NONE	

**Table 9. Mergers and Acquisitions of State-Chartered Banks with Out-of-State Banks
October 1, 2011 to September 30, 2012**

DATE	DESCRIPTION OF MERGER
12/09/2011	Heritage First Bank, Gulf Shores, Alabama merged with and into Merchants and Marine Bank, Pascagoula, Mississippi
12/30/2011	Aliant Bank, Alexander City, Alabama merged with and into USAmeribank, Clearwater, Florida

**Table 10. Branches Opened by State-Chartered Banks
October 1, 2011 to September 30, 2012**

DATE	BANK	BRANCH LOCATION
12/01/2011	Compass Bank, Birmingham, Alabama	15580 East 104th Avenue Commerce City, Colorado
12/12/2011	AuburnBank, Auburn, Alabama	132 Fob James Drive, Valley, Alabama
01/10/2012	Compass Bank, Birmingham, Alabama	2640 East Harmony Road Fort Collins, Colorado
02/17/2012	River Bank & Trust, Prattville, Alabama	612 South Memorial Drive Prattville, Alabama
02/28/2012	Compass Bank, Birmingham, Alabama	3045 East Riggs Road Chandler, Arizona
03/12/2012	Regions Bank, Birmingham, Alabama	1180 West Peachtree Street, NE Atlanta, Georgia
04/16/2012	Robertson Banking Company Demopolis, Alabama	1835 McFarland Boulevard N. Tuscaloosa, Alabama
05/04/2012	Bryant Bank, Tuscaloosa, Alabama	1804 Four Mile Post Road Huntsville, Alabama
05/21/2012	Progress Bank & Trust, Huntsville, Alabama	8337 Highway 72, Madison, Alabama
08/27/2012	Servisfirst Bank, Birmingham, Alabama	4980 North 12th Avenue Pensacola, Florida

**Table 11. Merger of FSB to State Chartered Banks
October 1, 2011 to September 30, 2012**

DATE	DESCRIPTION OF MERGER
	NONE

**Table 12. Mergers of Out-of-State Banks with Alabama State-Chartered Banks
October 1, 2011 to September 30, 2012**

DATE	DESCRIPTION OF MERGER
01/01/2012	Spirit Bank, Belmont, Mississippi merged with and into Community Spirit Bank, Red Bay, Alabama

**Table 13. Mergers of National Banks with State-Chartered Banks
October 1, 2011 to September 30, 2012**

DATE	DESCRIPTION OF MERGER
	NONE

**Table 14. Branch Acquisition (Certain Assets & Assumption of Certain Liabilities)
October 1, 2011 to September 30, 2012**

DATE	BANK	SELLER	BRANCH LOCATION
			NONE

Table 15.

**Main Office Relocations
October 1, 2011 to September 30, 2012**

DATE	BANK	FROM	TO
NONE			

Table 16.

**Branches Closed by State-Chartered Banks
October 1, 2011 to September 30, 2012**

DATE	BANK	BRANCH LOCATION
11/10/2011	Regions Bank, Birmingham, Alabama	1545 Savannah Highway, Charleston, South Carolina
12/09/2011	Regions Bank, Birmingham, Alabama	1810 West Broadway, Maryville, Tennessee
12/09/2011	Regions Bank, Birmingham, Alabama	11890 East Colonial Drive, Orlando, Florida
12/09/2011	Regions Bank, Birmingham, Alabama	1699A North Woodland Boulevard, Deland, Florida
12/09/2011	Regions Bank, Birmingham, Alabama	4902 East Nettleton Avenue, Jonesborough, Arkansas
12/09/2011	Regions Bank, Birmingham, Alabama	2583 Gulf Breeze Parkway, Gulf Breeze, Florida
12/09/2011	Regions Bank, Birmingham, Alabama	1299 Industrial Drive, Crestview, Florida
12/09/2011	Regions Bank, Birmingham, Alabama	2198 A1A S, St. Augustine, Florida
12/09/2011	Regions Bank, Birmingham, Alabama	12250 San Jose Boulevard, Jacksonville, Florida
12/09/2011	Regions Bank, Birmingham, Alabama	1000 South Tyler Street, Covington, Louisiana
12/09/2011	Regions Bank, Birmingham, Alabama	550 Lincoln Road, Monroe, Louisiana
12/09/2011	Regions Bank, Birmingham, Alabama	2141 Veterans Memorial Boulevard, Kenner, Louisiana
12/09/2011	Regions Bank, Birmingham, Alabama	1620 John B. White Sr. Blvd., Spartanburg, South Carolina
12/09/2011	Regions Bank, Birmingham, Alabama	216 East Main Street, Lexington, South Carolina
12/09/2011	Regions Bank, Birmingham, Alabama	201 Columbia Road, Edgefield, South Carolina
12/09/2011	Regions Bank, Birmingham, Alabama	2210 Boiling Springs Road, Boiling Springs, South Carolina
12/09/2011	Regions Bank, Birmingham, Alabama	304 North Main Street, Anderson, South Carolina
12/09/2011	Regions Bank, Birmingham, Alabama	517 Main Street, Huntland, Tennessee
12/09/2011	Regions Bank, Birmingham, Alabama	1015 Hunter's Crossing Drive, Alcoa, Tennessee
12/09/2011	Regions Bank, Birmingham, Alabama	140 West Main Street, Canton, Georgia
12/09/2011	Regions Bank, Birmingham, Alabama	340 US Highway 19 South, Leesburg, Georgia
12/09/2011	Regions Bank, Birmingham, Alabama	102 Park Avenue, Pooler, Georgia
12/09/2011	Regions Bank, Birmingham, Alabama	110 South Piedmont Avenue, Rockmart, Georgia
12/09/2011	Regions Bank, Birmingham, Alabama	608 Thornton Road, Lithia Springs, Georgia
12/09/2011	Regions Bank, Birmingham, Alabama	20171 Summerlin Road, Fort Meyers, Florida
12/09/2011	Regions Bank, Birmingham, Alabama	10708 State Road 64 E, Bradenton, Florida
12/09/2011	Regions Bank, Birmingham, Alabama	8340 Sierra Meadows Boulevard, Naples, Florida
12/09/2011	Regions Bank, Birmingham, Alabama	7485 Vanderbilt Beach Road, Naples, Florida
12/09/2011	Regions Bank, Birmingham, Alabama	1339 N. Sumter Boulevard, North Port, Florida

Table 16.

Branches Closed by State-Chartered Banks (Continued)
October 1, 2011 to September 30, 2012

DATE	BANK	BRANCH LOCATION
12/09/2011	Regions Bank, Birmingham, Alabama	3815 US Highway 301 North, Ellenton, Florida
12/09/2011	Regions Bank, Birmingham, Alabama	21300 Towns Common Drive, Estero, Florida
12/09/2011	Regions Bank, Birmingham, Alabama	3900 6th Avenue, Holmes Beach, Florida
12/09/2011	Regions Bank, Birmingham, Alabama	8620 Citrus Park Drive, Tampa, Florida
12/09/2011	Regions Bank, Birmingham, Alabama	12759 Bonita Beach Road SE, Bonita Springs, Florida
12/09/2011	Regions Bank, Birmingham, Alabama	3943 Tamiami Trail, Punta Gorda, Florida
12/09/2011	Regions Bank, Birmingham, Alabama	4255 Kings Highway, Port Charlotte, Florida
12/09/2011	Regions Bank, Birmingham, Alabama	2903 James L. Redman Parkway, Plant City, Florida
12/09/2011	Regions Bank, Birmingham, Alabama	508 East Walnut Street, Paris, Arkansas
12/16/2011	Regions Bank, Birmingham, Alabama	6855 Red Road, Miami, Florida
12/16/2011	Regions Bank, Birmingham, Alabama	400 Racetrack Road NW, Fort Walton Beach, Florida
12/31/2011	BankSouth, Dothan, Alabama	12769 Cottonwood Road, Cottonwood, Alabama
01/13/2012	Compass Bank, Birmingham, Alabama	8585 Memorial Boulevard, Port Arthur, Texas
02/03/2012	Regions Bank, Birmingham, Alabama	2900 Highway 280 South, Birmingham, Alabama
02/03/2012	Regions Bank, Birmingham, Alabama	100 Morgan Keegan Drive, Little Rock, Arkansas
02/17/2012	Regions Bank, Birmingham, Alabama	1114 Lost Creek Boulevard, Suite 100, Austin, Texas
02/28/2012	Union State Bank, Pell City, Alabama	3179 Green Valley Road, Cahaba Heights, Alabama
02/29/2012	BankTrust, Mobile, Alabama	1700 Gulf Shores Parkway, Gulf Shores, Alabama
02/29/2012	Regions Bank, Birmingham, Alabama	1 Glen Lake Parkway, Atlanta, Georgia
03/16/2012	Compass Bank, Birmingham, Alabama	8000 Frankford Road, Dallas, Texas
03/23/2012	Regions Bank, Birmingham, Alabama	3701 West Northwest Highway, Dallas, Texas
04/06/2012	Regions Bank, Birmingham, Alabama	102 Inverness Plaza, Birmingham, Alabama (Temporary Closure)
05/31/2012	Regions Bank, Birmingham, Alabama	222 East Main Street, Belleville, Illinois
06/15/2012	Regions Bank, Birmingham, Alabama	2741 N. Salisbury Street, West LaFayette, Indiana
06/15/2012	Regions Bank, Birmingham, Alabama	11550 Louetta Road, Suite 100, Houston, Texas
08/03/2012	Regions Bank, Birmingham, Alabama	951 East Byrd Street, Richmond, Virginia
09/01/2012	Phenix-Girard Bank, Phenix City, Alabama	1000 Ingersoll Drive, Phenix City, Alabama
09/28/2012	Regions Bank, Birmingham, Alabama	1105 Military Cutoff Road, Wilmington, North Carolina
09/28/2012	Peoples Bank of Alabama, Cullman, Alabama	9462 County Road 946, Crane Hill, Alabama
09/28/2012	Peoples Bank of Alabama, Cullman, Alabama	11351 US Highway 278 West, Cullman, Alabama
09/28/2012	Peoples Bank of Alabama, Cullman, Alabama	8033 Alabama Highway 69, Guntersville, Alabama

**Table 17. Branch Sales (Certain Branch Assets & Assumption of Certain Liabilities)
October 1, 2011 to September 30, 2012**

DATE	BANK	PURCHASER	BRANCH LOCATION
NONE			

**Table 18. Branch Office Relocation
October 1, 2011 to September 30, 2012**

DATE	BANK	FROM	TO
10/31/2011	Regions Bank Birmingham, Alabama	301 W. Jackson Blvd. Jonesborough, Tennessee	1460 E. Jackson Blvd. Jonesborough, Tennessee
12/19/2011	Regions Bank Birmingham, Alabama	14825 Greyhound Court Carmel, Indiana	2155 E. 146th Street Carmel, Indiana
02/21/2012	Regions Bank Birmingham, Alabama	951 26th Avenue East Tuscaloosa, Alabama	2735 University Blvd., E. Tuscaloosa, Alabama
05/31/2012	Regions Bank Birmingham, Alabama	121 Perimeter Parkway Macon, Georgia	5400 Riverside Drive Macon, Georgia
08/06/2012	Bank Independent Sheffield, Alabama	101 S. Clinton Street Athens, Alabama (Temporary Relocation)	101 Beaty Street North Athens, Alabama

**Table 19. In-State Mergers by State-Chartered Banks
October 1, 2011 to September 30, 2012**

DATE	Seller	Purchaser
NONE		

**Table 20. State Chartered Institutions Closed
October 1, 2011 to September 30, 2012**

DATE	BANK
NONE	

BUREAU OF LOANS

The Bureau of Loans was established in 1945 under authority of Act No. 159, for the purpose of administering and enforcing the provisions of the Harris Act, the predecessor of the present **Alabama Small Loan Act of 1959** (§ 5-18-1 et seq. 1975 Code). Since that time, the Alabama legislature has expanded the consumer protection role of the Bureau through various additional acts.

In 1971, the Alabama legislature passed the **Alabama Consumer Credit Act** (§ 5-19-1 et seq. 1975 Code), commonly known as the Mini-Code, which designated the Superintendent of Banks as Administrator and the Supervisor of the Bureau of Loans as Deputy Administrator for enforcement purposes. The **Alabama Pawn Shop Act** was enacted into law on May 21, 1992, under the authority of Act No. 92-597 (§ 5-19A-1 et seq.). The **Mortgage Brokers Licensing Act** was enacted into Law on May 30, 2001, under the authority of Act No. 2001-692 (§ 5-25-1-et seq.) The **Deferred Presentment Services Act** was enacted into law on June 20, 2003, under the authority of Act No. 2003-359 (§ 5-18A-1 et seq.). The **Alabama Secure and Fair Enforcement for Mortgage Licensing Act of 2009** or **Alabama S.A.F.E. Act** was enacted into law on May 21, 2009, under the authority of Act No. 2009-627. All of these laws designate the Supervisor of the Bureau of Loans as the regulatory authority to administer and enforce the Acts.

The Bureau of Loans has the statutory authority to examine at any reasonable time the lending activity and other records of any small loan company, finance company, and/or other individuals or persons holding any license from the State Banking Department. Staff examiners normally review records and transactions to determine compliance with Alabama laws at the licensee's place of business. Each licensee pays to the State Banking Department the actual cost of each examination with the amount being reasonably prescribed under uniform and equitable rules and regulations promulgated by the Superintendent of Banks.

ALABAMA SMALL LOAN ACT

Total licensees under the **Alabama Small Loan Act** are shown below for the past five years:

<u>Date</u>	<u>Number</u>
December 31, 2011	603
December 31, 2010	536
December 31, 2009	456
December 31, 2008	428
December 31, 2007	388

Licensees under the **Alabama Small Loan Act** submitted the following financial data for calendar year 2011 as required under Section 5-18-11 of the Code of Alabama.* The Bureau of Loans staff does not audit or otherwise check the financial data submitted by licensees for accuracy.

<u>Item</u>	<u>Number</u>	<u>Amount</u>
Total Assets		\$163,948,137
Total Loans Outstanding	224,245	\$140,605,174
Total Operating Income		\$ 94,291,443
Total Operating Expenses		\$ 76,963,654
Net Profit		\$ 17,327,789

ALABAMA CONSUMER CREDIT ACT

Total licensees under the **Alabama Consumer Credit Act**, known as the Mini-Code, are shown below for the past five years:

<u>Year</u>	<u>Number</u>
December 31, 2011	1337
December 31, 2010	1202
December 31, 2009	1046
December 31, 2008	899
December 31, 2007	1022

Licensees under the **Alabama Consumer Credit Act** submitted the following financial data for the 2011 calendar year: *

<u>Item</u>	<u>Number</u>	<u>Amount</u>
Total Assets		\$6,888,060,317
Gross Loan Receivables	159,273	\$1,616,146,155
Gross Sales Finance Receivables	68,910	\$1,127,606,724
Total Receivables	228,183	\$2,743,752,879
Total Operating Income		\$1,113,507,907
Total Operating Expenses		\$ 880,343,429
Net Profit (Loss)		\$ 233,164,478
Mortgage Loans Closed and Sold to the Secondary Market	21,701	\$3,397,631,918

ALABAMA PAWN SHOP ACT

Active number of licensees under the **Alabama Pawn Shop Act** is shown below for the past five years:

<u>Year</u>	<u>Number</u>
December 31, 2011	1139
December 31, 2010	1125
December 31, 2009	1074
December 31, 2008	1056
December 31, 2007	1014

The **Alabama Pawn Shop Act** does not require financial reporting.

ALABAMA MORTGAGE BROKER LICENSING ACT

Active number of licensees under the **Alabama Mortgage Brokers Licensing Act** is shown below for the past five years:

<u>Year</u>	<u>Number</u>
December 31, 2011	224
December 31, 2010	282
December 31, 2009	333
December 31, 2008	359
December 31, 2007	528

Licensees under the **Alabama Mortgage Brokers Licensing Act** submitted the following financial data for the 2011 calendar year: *

<u>ITEM</u>	<u>NUMBER</u>	<u>AMOUNT</u>
Total Assets		\$13,702,668
Total Net-Worth		\$ 7,476,494
Total Operating Income		\$22,124,233
Total Operating Expenses		\$20,128,612
Net Profit (Loss)		\$ 1,995,621
Total Loans Closed	6,308	\$1,045,925,670

ALABAMA DEFERRED PRESENTMENT SERVICES ACT

Total licensees under this Act are shown below:

<u>Year</u>	<u>Number</u>
December 31, 2011	1070
December 31, 2010	1083
December 31, 2009	1158
December 31, 2008	1192
December 31, 2007	1163

The **Deferred Presentment Services Act** does not require financial reporting.

ALABAMA S.A.F.E. ACT

Total licensees under this Act are shown below:

<u>Year</u>	<u>Number</u>
December 31, 2011	2853
December 31, 2010	2697

The **Secure and Fair Enforcement for Mortgage Licensing Act** does not require financial reporting.

