

SUPERINTENDENT OF BANKS

ANNUAL REPORT



FISCAL YEAR ENDING
SEPTEMBER 30, 2014





GOVERNOR ROBERT BENTLEY



STATE OF ALABAMA STATE BANKING DEPARTMENT



Robert Bentley
Governor

December 12, 2014

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 2014 Annual Report, ending September 30, 2014, of the Alabama State Banking Department in compliance with § 5-2A-13, Code of Alabama, 1975.

Alabama state-chartered banks continue their trend of returning to and even growing net profitability. The volume of troubled assets has declined to the lowest level in over five years. Alabama's 117 state-chartered banks manage 96% of Alabama's total commercial banking assets. On Tables 7 and 8 respectively, we report on converting 1 savings bank and 4 national banks to Alabama state charters. At fiscal year-end 2014, the State Banking Department regulated commercial bank assets of over \$227 billion. Our banks have an interstate footprint that includes 2,837 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. Our 3 independent trust companies reported steady growth with assets under management approaching \$5.7 billion.

The Bureau of Loans continues to expand allowing them to further protect consumers in the non-depository loan industry. As the local enforcement agency for new Federal Legislation, we along with the Federal Consumer Finance Protection Bureau remain pro-active in the consumer protection arena. The Alabama Bureau of Loans portfolio grew over 21% and now contains nearly 9,900 licensees including 1,043 Deferred Presentment licensees and 181 Mortgage Brokers. With the 2010 adoption of the Alabama SAFE Act, we now have 4,763 licensed mortgage lenders under our purview. The mortgage lenders license group grew over 35% in the last calendar year.

Additionally, we report that we prevailed in our defense of the regulatory authority of the State Banking Department and its leadership in the Circuit Court of Montgomery. The court granted our Motion for Summary Judgment upholding our right to enforce the deferred presentment law through regulation. This case is currently on appeal at the Alabama Supreme Court. Our Department will continue to take all appropriate actions to defend our rights to issue and enforce these regulations and other applicable laws.

Experienced field examiner turnover remains a major concern for our agency. Our inability to offer competitive compensation fuels this challenge. Continued economic improvements within the financial sector will likely cause more difficulties for us to retain seasoned, trained bank examiners. This issue must be addressed.

Governor Bentley, we appreciate your continued leadership to the Great State of Alabama. We value your continued support of the efforts of your State Banking Department. Our management and staff remain diligent and focused on our mission to protect depositors across our banking footprint and Alabama loan consumers.

Respectfully,

John D. Harrison
Superintendent of Banks

Management

John D. Harrison Superintendent of Banks
Trabo Reed Deputy Superintendent of Banks
Michael A. Seals Administrative Division Manager
E. Nelson Cook Banking Division Manager
Elizabeth T. Bressler General Counsel
Scott W. Corscadden Supervisor, Bureau of Loans

Administrative Support

Sherri B. Amburn Administrative Support Assistant II
Carmen J. Coleman Receptionist

Administrative Division

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

Accounting

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

Consumer Services

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

IT Services

Penny L. Richardson IT System Specialist, Sr.
Frank J. Ander IT System Specialist
Charles R. Hysell IT Systems Specialist Associate

Personnel

Alfreda W. Murdock Personnel Manager
Luckcia D. Shorter Personnel Assistant I

Bureau of Banking

Community Bank Group

E. Nelson Cook Banking Division Manager
Jay H. Caver Review Examiner
David P. Florey Review Examiner
Jesse L. Hudson Review Examiner
Richard A. Stephens Review Examiner
Michelle R. Grant Administrative Support Assistant III
Todd W. Hall Administrative Support Assistant III
Cynthia R. Cozad Administrative Support Assistant I

Northern District

Jeff A. Ellis District Supervisor
Kevin D. Reaves Bank Examinations Coordinator
Michael Whitehurst BSA/Audit/Bank Examinations Coordinator

Team I

Allen W. Hawkins, Jr. Supervisor
R. Lee Durden Bank Examinations Specialist, Sr.
Jonathan E. Face Bank Examinations Specialist, Sr.
David E. Smith, Jr. Bank Examinations Specialist, Sr.
Blake T. Blair Bank Examinations Specialist
Jake A. Dew Bank Examinations Specialist
Spencer B. Jones Bank Examinations Specialist
Jeremy O. Lindsey Bank Examinations Specialist
Hudson P. Riedel State Professional Trainee
W. Elizabeth Watson State Professional Trainee

Team II

James J. Daniel Supervisor/Case Manager
Alison Bean Bank Examinations Specialist, Sr.
Alandra S. Hudson Trust/Bank Examinations Specialist, Sr.
Gerry L. King Bank Examinations Specialist, Sr.
D. Bradford Robinson Bank Examinations Specialist, Sr.
Steven R. Davenport Bank Examinations Specialist
William M. Sellers Bank Examinations Specialist
Alex J. Dinges State Professional Trainee
Mackereth R. Harwell State Professional Trainee
Evan T. Mullinax State Professional Trainee

Southern District

Eric J. Wilson District Supervisor
John W. Russell, Jr. Audit SME/Bank Examinations Coordinator
Andre L. Scott Trust/Bank Examinations Coordinator
Chadwick R. White Bank Examinations Coordinator

Team I

Elizabeth W. Starling Supervisor/Case Manager
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.
Travis, Cosby, IV State Professional Trainee
Henry T. Fitzpatrick, IV State Professional Trainee
Ronald P. Howell, II State Professional Trainee
Jordan T. O'Brian State Professional Trainee

Team II

Silas M. Turner III Supervisor/Case Manager
Jason R. Andres Bank Examinations Specialist, Sr.
Barry S. Hollyfield Bank Examinations Specialist, Sr.
W. Brent Amburn Bank Examinations Specialist
Byrl S. Gray Bank Examinations Specialist
Yolanda J. Chandler-Hyde Bank Examinations Specialist
Mason B. Bass State Professional Trainee
Alonya C. Edwards State Professional Trainee
Janae M. Varner State Professional Trainee

Capital Markets

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

Large Institution Team

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

MID Institution Team

Timothy J. Rayborn Case Manager/Bank Examinations Supervisor

Trainers

Marcus R. Andrews Bank Examinations Coordinator
Clinton B. Bridges Bank Examinations Coordinator
Cori S. Gohn Bank Examinations Coordinator
John P. Schindler Bank Examinations Coordinator

Legal Division

Elizabeth T. Bressler General Counsel
Anne W. Gunter Attorney I/II
Nancy A. Lyle Legal Research Assistant

Bureau of Loans

Scott W. Corscadden Supervisor
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
Diana R. Anderson Administrative Support Assistant II
Tangela D. Brooks Administrative Support Assistant I

V. Lynne Windham Loan Examinations Supervisor
Stephen G. Barnett Loan Examinations Specialist, Sr.
Jonathan M. Daffin 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.
Jo Ann Taff Loan Examinations Specialist, Sr.
Jeff A. Thomas Loan Examinations Specialist, Sr.
Erin E. Rogers State Professional Trainee

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, 2014, the Banking Bureau had 117 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 \$227,144,877,000 and \$183,002,560,000, respectively. Equity Capital for state-chartered banks totaled over \$31 billion with the ratio of Average Equity Capital to Total Assets remaining above 13%. Refer to Table 1, 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>
2014	89%	88%
2013	89%	88%
2012	89%	88%
2011	88%	87%
2010	89%	88%
2009	88%	86%

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

	<u>September 30, 2014</u>
The Trust Company of Sterne, Agee, Inc.	\$ 4,974,712,000.00
Arlington Trust Company, Inc.	\$ 509,658,000.00
AlaTrust, Inc.	\$ 192,126,000.00
Total	\$ 5,676,496,000.00

**Table 1. Consolidated Reports of Condition as of the close of business September 30th
(117 State-Chartered Banks with 2,837 Branches as of September 30, 2014)**

ASSETS	2014	2013
	Thou. Dol.	
1. Cash and Balances Due From Depository Institutions:		
a. Non-Interest-Bearing Balances and Currency and Coin	3,257,477	3,733,953
b. Interest-Bearing Balances.....	7,996,431	4,846,811
2. Securities.....	42,338,272	40,464,330
3. Federal Funds Sold and Securities Purchased Under Agreements to Resell.....	369,323	340,949
4. Loans and Leases, Net of Unearned Income and Allowance for Loan and Lease Losses	149,093,028	140,673,156
5. Trading Assets	690,280	919,222
6. Premises and Fixed Assets (Including Capitalized Leases).....	3,765,862	3,906,974
7. Other Real Estate Owned.....	367,482	463,824
8. Intangible Assets	10,036,372	10,008,305
9. Other Assets.....	9,230,350	9,188,591
10. TOTAL ASSETS	\$227,144,877	\$214,546,115
LIABILITIES		
11. Deposits	183,002,560	170,343,692
12. Federal Funds Purchased and Securities Sold Under Agreements to Repurchase	2,845,393	3,254,937
13. Trading Liabilities	204,794	285,799
14. Other Borrowed Money (Includes Mortgage Indebtedness and Obligations Under Capitalized Leases).....	4,609,345	5,351,849
15. Subordinated Notes and Debentures (Includes Limited-Life Preferred Stock and Related Surplus).....	2,313,997	2,330,663
16. Other Liabilities	2,755,551	2,784,354
17. TOTAL LIABILITIES.....	195,731,640	184,351,294
EQUITY CAPITAL		
18. Perpetual Preferred Stock and Related Surplus.....	5,200	5,200
19. Common Stock	99,226	97,173
20. Surplus (Excludes All Surplus Related to Preferred Stock).....	33,691,002	34,780,498
21. a. Undivided Profits and Capital Reserves	(2,155,049)	(4,121,601)
b. Net Unrealized Holding Gains (Losses) on Available-for-Sale Securities	24,856	(166,866)
c. Accumulated Net Gains (Losses) on Cash Flow Hedges	(282,323)	(435,179)
22. Noncontrolling interests in consolidated subsidiaries	30,325	35,596
22. TOTAL EQUITY CAPITAL	31,413,237	30,194,821
23. TOTAL LIABILITIES & EQUITY CAPITAL.....	\$227,144,877	\$214,546,115
Reserve for Loan Losses	\$2,152,350	\$2,536,366
Equity Capital to Assets	13.83%	14.07%
Tier 1 Core Capital to Assets	13.93%	14.34%
Tier 1 Leverage	9.57%	9.33%
ADC Loans to Quality Risk Based Capital.....	24.57%	21.90%
Percentage Gross Capital and Reserves to Gross Assets	14.64%	15.08%
Percentage Gross Capital and Reserves to Total Deposits	18.34%	19.21%
Percentage Net Loans to Total Assets	65.64%	65.57%
Percentage Net Loans to Total Deposits	81.47%	82.58%

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

Location	Bank	2014		2013	
		Deposits	Assets	Deposits	Assets
Albertville	Vantage Bank of Alabama	96,791	110,265	64,018	77,135
Aliceville	FNB of Central Alabama (1)	190,342	223,085	0	0
Altoona	The Exchange Bank of Alabama	218,064	250,945	217,703	248,212
Andalusia	CCB Community Bank	350,230	430,136	341,920	418,945
Anniston	Southern States Bank	237,683	289,782	212,228	260,917
Anniston	NobleBank & Trust	152,432	176,048	145,185	167,437
Athens	Reliance Bank	120,269	152,956	110,453	140,931
Atmore	United Bank	432,499	484,584	431,127	481,444
Auburn	AuburnBank	683,067	782,025	651,707	745,115
Auburn	Keystone Bank	204,945	239,111	203,169	235,013
Bessemer	First Financial Bank	137,399	180,295	149,402	192,041
Birmingham	Regions Bank	96,622,297	118,289,749	93,668,475	116,068,082
Birmingham	Compass Bank	60,433,614	78,121,432	52,394,586	69,789,088
Birmingham	ServisFirst Bank	3,406,205	3,952,650	2,921,319	3,395,974
Birmingham	Alostar Bank of Commerce	653,953	917,918	489,818	770,830
Birmingham	Oakworth Capital Bank	262,331	310,606	210,970	255,371
Birmingham	SouthPoint Bank	175,492	206,926	174,442	202,754
Birmingham	Alamerica Bank	31,513	40,946	27,094	36,715
Boaz	Peoples Independent Bank	165,106	185,864	164,500	183,334
Boaz	First Bank of Boaz	135,462	190,249	134,741	183,802
Brantley	Brantley Bank and Trust Company	55,430	65,982	54,824	64,861
Brewton	Bank of Brewton	42,260	51,854	45,366	54,903
Brewton	First Progressive Bank	23,436	31,500	23,361	31,338
Calera	Central State Bank	166,635	193,586	155,606	180,058
Camden	Community Neighbor Bank (1)	87,727	105,840	0	0
Centre	Generations Bank (2)	0	0	61,356	69,582
Chatom	First Community Bank	275,458	325,702	271,733	312,228
Clanton	Peoples Southern Bank	138,364	160,635	129,698	151,274
Cullman	Peoples Bank of Alabama	505,044	600,358	431,035	530,173
Cullman	Traditions Bank	247,202	282,028	222,989	250,958
Cullman	Merchants Bank of Alabama	224,640	249,657	222,702	245,518
Cullman	Premier Bank of the South	135,754	150,978	124,521	138,852
Cullman	First Community Bank of Cullman	62,873	74,375	54,767	65,356
Demopolis	Robertson Banking Company	226,276	262,723	220,238	255,149
Dothan	MidSouth Bank (1)	326,053	367,975	0	0
Dothan	SunSouth Bank	131,684	168,201	149,054	169,610
Dothan	BankSouth	127,622	148,401	141,579	175,498
Dothan	Trinity Bank	82,817	94,828	77,878	87,875
Enterprise	The Citizens Bank	93,016	104,987	84,152	93,572
Eutaw	Merchants & Farmers Bank of Greene County, AL	48,322	57,380	50,810	59,448
Eva	EvaBank	261,120	330,881	266,382	321,226
Evergreen	Bank of Evergreen	48,798	54,561	47,273	52,362

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

Location	Bank	2014		2013	
		Deposits	Assets	Deposits	Assets
Fayette	The Citizens Bank of Fayette	158,214	196,234	155,740	193,101
Flomaton	Escambia County Bank	67,864	79,055	70,576	81,920
Florence	First Southern Bank	183,609	205,838	174,779	196,928
Fort Payne	First Fidelity Bank (1)	81,099	89,136	0	0
Fort Payne	First State Bank of DeKalb County	73,569	88,656	69,305	83,940
Fyffe	Horizon Bank	72,169	90,312	74,632	92,440
Gadsden	The Southern Bank Company	74,021	95,678	72,759	95,746
Geraldine	Liberty Bank	91,784	107,208	90,854	105,347
Greensboro	Peoples Bank of Greensboro	80,909	92,859	82,356	93,940
Greensboro	The Citizens Bank	80,807	98,135	81,135	97,382
Guntersville	Citizens Bank & Trust	293,776	343,072	267,042	310,695
Haleyville	Traders & Farmers Bank	283,398	360,786	283,379	352,666
Hamilton	PeoplesTrust Bank	74,053	83,319	79,288	87,915
Hartford	City Bank of Hartford	46,684	53,260	47,419	53,632
Hazel Green	North Alabama Bank	86,523	97,393	89,631	100,039
Headland	HNB First Bank (1)	87,094	101,532	0	0
Huntsville	Progress Bank and Trust	489,744	570,433	445,654	523,621
Jackson	Merchants Bank	179,748	201,941	186,500	206,919
Jasper	Pinnacle Bank	191,556	218,202	197,666	223,966
Jasper	Bank of Walker County	61,364	71,870	63,732	73,872
Lafayette	Farmers and Merchants Bank	109,768	134,376	101,589	124,306
Leeds	Covenant Bank	70,130	84,000	70,878	83,314
Linden	First Bank of Linden	69,965	81,148	67,768	78,849
Lineville	FirstState Bank	163,948	213,003	157,717	203,288
Louisville	Farmers Exchange Bank	117,240	129,867	123,026	134,718
Luverne	First Citizens Bank	185,086	224,860	188,220	225,965
Maplesville	Peachtree Bank (3)	0	0	46,723	54,750
Marion	Marion Bank and Trust Company	210,132	252,937	220,282	260,885
Mobile	Bay Bank (3)	0	0	58,825	80,337
Monroeville	Peoples Exchange Bank of Monroe County	52,793	61,825	56,216	64,740
Moundville	Bank of Moundville	86,645	94,787	106,201	114,535
Muscle Shoals	First Metro Bank	470,903	529,741	450,723	502,507
Oneonta	The Hometown Bank of Alabama	254,163	301,540	260,776	301,622
Opp	Southern Independent Bank	169,115	195,214	169,678	190,910
Oxford	Cheaha Bank	157,791	186,429	158,451	183,421
Ozark	The Commercial Bank of Ozark	73,007	81,174	71,146	78,858
Pell City	Metro Bank	566,464	652,589	572,448	651,088
Pell City	Union State Bank	209,472	223,944	224,441	239,070
Phenix City	Phenix-Girard Bank	130,511	170,782	124,545	162,724
Piedmont	Farmers and Merchants Bank	156,841	191,109	158,339	190,497
Pine Hill	Bank of Pine Hill	22,460	25,646	21,541	24,614
Prattville	River Bank & Trust	374,154	431,202	369,201	416,883

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

Location	Bank	2014		2013	
		Deposits	Assets	Deposits	Assets
Rainsville	First Bank of the South	76,552	84,958	75,160	83,194
Red Bay	Community Spirit Bank	121,389	140,570	122,236	139,242
Red Level	The Peoples Bank of Red Level	13,900	15,901	12,874	14,878
Reform	West Alabama Bank & Trust	457,405	563,047	441,027	540,958
Robertsdale	Citizens' Bank, Inc.	86,015	97,481	89,259	105,809
Russellville	CB&S Bank, Inc.	1,195,052	1,448,595	1,242,228	1,497,482
Russellville	Valley State Bank	107,222	125,933	102,428	120,091
Samson	The Samson Banking Company, Inc.	48,362	57,667	47,580	56,535
Scottsboro	FNB Bank	314,306	359,934	308,756	350,832
Selma	First Cahawba Bank	77,342	92,726	76,251	91,952
Sheffield	Bank Independent	969,322	1,140,594	925,499	1,089,104
Slocomb	Friend Bank	60,079	69,983	61,817	69,433
Stevenson	First Southern State Bank	313,114	351,771	305,821	348,187
Stevenson	First Jackson Bank, Inc.	191,103	221,762	193,180	221,434
Sulligent	First State Bank of the South, Inc.	78,690	96,335	78,270	95,274
Sweet Water	Sweet Water State Bank	80,437	93,669	82,603	92,137
Tallassee	PrimeSouth Bank	162,619	188,158	155,177	179,668
Thomasville	First United Security Bank	474,614	562,741	476,073	560,002
Troy	Troy Bank & Trust Company	664,825	807,181	726,534	866,771
Tuscaloosa	Bryant Bank	1,031,336	1,236,146	969,310	1,162,954
Tuscaloosa	Capstone Bank	367,361	425,942	348,775	405,644
Tuskegee	First Tuskegee Bank	49,965	55,515	54,035	59,231
Union Springs	AmeriFirst Bank	125,567	147,158	126,281	143,612
Union Springs	Community Bank and Trust - Alabama	60,015	63,699	64,236	68,334
Valley Head	The Citizens Bank of Valley Head	22,583	25,542	23,604	26,518
Vernon	The Bank of Vernon	118,106	140,640	123,145	145,564
Vernon	Citizens State Bank	62,730	81,973	67,159	86,309
Vestavia Hills	First Partners Bank	168,839	206,178	135,928	169,822
Wadley	First Bank	59,164	67,941	57,464	65,242
Waterloo	The Farmers & Merchants Bank	57,016	72,939	54,818	68,628
Wedowee	Small Town Bank	170,500	213,729	183,465	223,848
Wedowee	Bank of Wedowee	99,959	113,970	98,670	112,270
Wetumpka	First Community Bank of Central Alabama	287,019	315,040	275,253	300,293
Winfield	State Bank & Trust	191,508	219,549	177,192	201,908
Winfield	The Citizens Bank of Winfield	135,237	204,781	134,603	191,800
York	Bank of York	74,509	106,033	67,619	86,224

(1) National bank converted into a state-chartered bank

(2) State-chartered bank merged with another state-chartered bank

(3) State-chartered bank acquired by out-of-state bank

Table 3**Ten Largest State-Chartered Banks**

Bank	Assets	Year Established
	<u>Thousand Dollars</u>	
Regions Bank, Birmingham	118,289,749	1871
Compass Bank, Birmingham	78,121,432	1964
ServisFirst Bank, Birmingham	3,952,650	2005
CB&S Bank, Russellville	1,448,595	1906
Bryant Bank, Tuscaloosa	1,236,146	2005
Bank Independent, Sheffield	1,140,594	1947
AloStar Bank of Commerce, Birmingham	917,918	2011
Troy Bank & Trust Company, Troy	807,181	1906
AuburnBank, Auburn	782,025	1907
Metro Bank, Pell City	652,589	1989
Total Assets as of September 30, 2014	\$ 207,348,879	

	<u>Thousand Dollars</u>	
Regions Bank, Birmingham	116,068,082	1871
Compass Bank, Birmingham	69,789,088	1964
ServisFirst Bank, Birmingham	3,395,974	2005
CB&S Bank, Russellville	1,497,482	1906
Bryant Bank, Tuscaloosa	1,162,954	2005
Bank Independent, Sheffield	1,089,104	1947
Troy Bank & Trust Company, Troy	866,771	1906
AloStar Bank of Commerce, Birmingham	770,830	2011
AuburnBank, Auburn	745,115	1907
Metro Bank, Pell City	651,088	1989
Total Assets as of September 30, 2013	\$ 196,036,488	

Table 4. Alabama Bank Holding Companies With a Presence in Other States as of June 30, 2014

HOLDING COMPANY	STATES	INSTITUTION	DEPOSITS (Thou. Dol.)
Regions Financial Corporation Birmingham, Alabama	Alabama	Regions Bank Birmingham, Alabama	22,829,805
		Subtotal - Alabama	22,829,805
	Arkansas	Regions Bank Birmingham, Alabama	4,010,523
	Florida	Regions Bank Birmingham, Alabama	19,102,071
	Georgia	Regions Bank Birmingham, Alabama	5,643,389
	Illinois	Regions Bank Birmingham, Alabama	2,388,799
	Indiana	Regions Bank Birmingham, Alabama	2,579,461
	Iowa	Regions Bank Birmingham, Alabama	358,456
	Kentucky	Regions Bank Birmingham, Alabama	713,601
	Louisiana	Regions Bank Birmingham, Alabama	7,239,697
	Mississippi	Regions Bank Birmingham, Alabama	6,621,509
	Missouri	Regions Bank Birmingham, Alabama	2,074,098
	North Carolina	Regions Bank Birmingham, Alabama	337,990
	South Carolina	Regions Bank Birmingham, Alabama	789,833
	Tennessee	Regions Bank Birmingham, Alabama	17,312,255
	Texas	Regions Bank Birmingham, Alabama	3,985,376
	Virginia	Regions Bank Birmingham, Alabama	106,130
		Subtotal - Other States	73,263,188
	Foreign Offices	Regions Bank Birmingham, Alabama	222,985
		Subtotal - Foreign Offices	222,985
Total - Regions Financial Corporation			96,315,978

Table 4. Alabama Bank Holding Companies With a Presence in Other States as of June 30, 2014

HOLDING COMPANY	STATES	INSTITUTION	DEPOSITS (Thou. Dol.)
ServisFirst Bancshares, Inc. Birmingham, Alabama	Alabama	ServisFirst Bank Birmingham, Alabama	2,966,020
		Subtotal - Alabama	2,966,020
	Florida	ServisFirst Bank Mobile, Alabama	246,305
		Subtotal - Florida	246,305
Total - ServisFirst Bancshares, Inc.			3,212,325
<hr/>			
CBS Banc-Corp. Russellville, Alabama	Alabama	CB&S Bank, Inc. Russellville, Alabama	515,618
		Subtotal - Alabama	515,618
	Mississippi	CB&S Bank, Inc. Russellville, Alabama	315,040
		Subtotal - Mississippi	315,040
Tennessee	CB&S Bank, Inc. Russellville, Alabama	383,364	
	Subtotal - Tennessee	383,364	
Subtotal - Other States			698,404
Total - CBS Banc-Corp.			1,214,022
<hr/>			
United Bancorporation of Alabama Atmore, Alabama	Alabama	United Bank Atmore, Alabama	377,697
		Subtotal - Alabama	377,697
	Florida	United Bank Atmore, Alabama	67,453
		Subtotal - Florida	67,453
Total - United Bancorporation of Alabama			445,150
<hr/>			
Southern National Corporation Andalusia, Alabama	Alabama	CCB Community Bank Andalusia, Alabama	274,063
		Subtotal - Alabama	274,063
	Florida	CCB Community Bank Andalusia, Alabama	82,456
		Subtotal - Florida	82,456
Total - Southern National Corporation			356,519

Table 4. Alabama Bank Holding Companies With a Presence in Other States as of June 30, 2014

HOLDING COMPANY	STATES	INSTITUTION	DEPOSITS (Thou. Dol.)
MidSouth Bancorporation Dothan, Alabama	Alabama	MidSouth Bank, N. A. Dothan, Alabama	315,111
		Subtotal - Alabama	315,111
	Florida	MidSouth Bank, N. A. Dothan, Alabama	24,276
		Subtotal - Florida	24,276
Total - MidSouth Bancorporation			339,387
Union Bancshares, Inc. Pell City, Alabama	Alabama	Union State Bank Pell City, Alabama	206,572
		Subtotal - Alabama	206,572
	Florida	Union State Bank Pell City, Alabama	8,478
		Subtotal - Florida	8,478
Total - Union Bancshares, Inc.			215,050
1st Jackson Bancshares, Inc Stevenson, Alabama	Alabama	First Jackson Bank, Inc. Stevenson, Alabama	175,996
		Subtotal - Alabama	175,996
	Tennessee	First Jackson Bank, Inc. Stevenson, Alabama	13,881
		Subtotal - Tennessee	13,881
Total - 1st Jackson Bancshares, Inc			189,877
Independent Bancshares, Inc. Employee Stock Ownership Plan Red Bay, Alabama	Alabama	Community Spirit Bank Red Bay, Alabama	101,914
		Subtotal - Alabama	101,914
	Mississippi	Community Spirit Bank Red Bay, Alabama	22,442
		Subtotal - Mississippi	22,442
Total - Independent Bancshares, Inc – Employee Stock Ownership Plan			124,356
Grand Total			102,412,664

Table 5. Out-of-State Bank Holding Companies and Banks With a Presence in Alabama as of June 30, 2014

HOLDING COMPANY	INSTITUTION	DEPOSITS (Thou. Dol.)
Banco Bilbao Vizcaya Argentaria, S.A. Bilbao, Spain	Compass Bank Birmingham, Alabama	11,270,265
	Subtotal Alabama	11,270,265
	Compass Bank (Arizona) Birmingham, Alabama	3,794,913
	Compass Bank (California) Birmingham, Alabama	3,319,612
	Compass Bank (Colorado) Birmingham, Alabama	2,062,379
	Compass Bank (Florida) Birmingham, Alabama	3,450,210
	Compass Bank (New Mexico) Birmingham, Alabama	608,070
	Compass Bank (Texas) Birmingham, Alabama	33,720,386
	Subtotal - Other States	46,955,570
	Compass Bank Birmingham, Alabama	109,721
	Subtotal - Foreign Offices	109,721
Total Bilbao Vizcaya Argentaria, S. A.		58,335,556
Wells Fargo & Company San Francisco, California	Wells Fargo Bank, N.A. Sioux Falls, South Dakota	8,666,840
Synovus Financial Corp Columbus, Georgia	Synovus Bank Columbus, Georgia	3,570,001
BB&T Corporation Winston-Salem, North Carolina	Branch Banking and Trust Company Winston-Salem, North Carolina	3,355,017
The PNC Financial Services Group, Inc. Pittsburgh, Pennsylvania	PNC Bank, N. A. Wilmington, Delaware	2,940,567
Cadence Bancorp LLC Houston, Texas	Cadence Bank, N.A. Birmingham, Alabama	1,743,384
Trustmark Corporation Jackson, Mississippi	Trustmark National Bank Hinds, Mississippi	1,375,420
USAMERICBANCORP, Inc. Clearwater, Florida	USAmeriBank Largo, Florida	909,271
BancorpSouth, Inc. Tupelo, Mississippi	BancorpSouth Bank Tupelo, Mississippi	788,521
Iberiabank Corporation Lafayette, Louisiana	Iberiabank Lafayette, Louisiana	746,570
Renasant Corporation Tupelo, Mississippi	Renasant Bank Tupelo, Mississippi	726,835

Table 5. Out-of-State Bank Holding Companies and Banks With a Presence in Alabama as of June 30, 2014

HOLDING COMPANY	INSTITUTION	DEPOSITS (Thou. Dol.)
Hancock Holding Corporation Gulfport, Mississippi	Whitney Bank Gulfport, Mississippi	689,538
Home Bancshares, Inc. Conway, Arkansas	Centennial Bank Conway, Arkansas	290,620
SunTrust Banks, Inc. Atlanta, Georgia	SunTrust Bank Atlanta, Georgia	248,379
None	CharterBank West Point, Georgia	193,746
Ameris Bancorp Moutrie, Georgia	Ameris Bank Moutrie, Georgia	189,292
The First Bancshares, Inc Hattiesburg, Mississippi	The First, N.A. Hattiesburg, Mississippi	172,057
PeopleSouth Bancshares, Inc Colquitt, Georgia	PeoplesSouth Bank Colquitt, Georgia	154,198
State Bank & Trust Company Employee Stock Ownership Plan Greenwood, Mississippi	State Bank & Trust Company Greenwood, Mississippi	145,387
None	Heritage Bank of the South Albany, Georgia	140,529
Community Bancshares of Mississippi, Inc Employee Stock Ownership Plan Brandon, Mississippi	Coast Community Bank Mobile, Alabama	139,529
Bank of the Ozarks, Inc. Little Rock, Arkansas	Bank of the Ozarks Little Rock, Arkansas	132,270
First Pulaski National Corporation Pulaski, Tennessee	First Pulaski National Bank Pulaski, Tennessee	130,919
Bancorp of Lucedale, Inc. Lucedale, Mississippi	Century Bank Lucedale, Mississippi	68,301
Community Bankshares, Inc. Cornelia, Georgia	Community Bank & Trust - Alabama Union Springs, Alabama	61,254
Citizens Bancshares Corporation Atlanta, Georgia	Citizens Trust Bank Atlanta, Georgia	60,326
First National Bankers Bankshares, Inc. Baton Rouge, Louisiana	First National Banker's Bank Baton Rouge, Louisiana	45,551
Southcrest Financial Group, Inc. Fayetteville, Georgia	Southcrest Bank, N. A. Tyrone, Georgia	43,904
Commerce Bancshares, Inc. Franklin, Tennessee	Peoples State Bank of Commerce Nolensville, Tennessee	37,352
None	Beal Bank, SSB Plano, Texas	31,798
None	Metro City Bank Doraville, Georgia	25,900

Table 5. Out-of-State Bank Holding Companies and Banks With a Presence in Alabama as of June 30, 2014

HOLDING COMPANY	INSTITUTION	DEPOSITS (Thou. Dol.)
Woodforest Financial Group, Employee Stock Ownership Plan The Woodlands, Texas	Woodforest National Bank The Woodlands, Texas	24,138
Capital City Bank Group, Inc. Tallahassee, Florida	Capital City Bank Tallahassee, Florida	22,569
Merchants & Marine Bancorp, Inc. Pascagoula, Mississippi	Merchants & Marine Bank Pascagoula, Mississippi	17,537
None	Citizens Bank & Trust Trenton, Georgia	12,718
Tennessee Bancshares, Inc. Tullahoma, Tennessee	Southern Community Bank Tullahoma, Tennessee	5,854
Dickinson Financial Corporation II Kansas City, Missouri	Armed Forces Bank, N.A. Fort Leavenworth, Kansas	5,226
	Grand Total	86,246,874

SUMMARY STATISTICS

STATE-CHARTERED BANKS:

Number of state-chartered banks at September 30, 2013		115
New Banks Opened (Table 6)		0
Banks Closed (Table 20)		0
Conversions:		
National-to-State (Table 8)	4	
State-to-National	0	
FSB-to-State (Table 7)	1	
State-to-FSB	0	5
Mergers:		
State with State (Table 19)	-1	
State with National	0	
State with Out-of-State (Table 9)	-2	<u>-3</u>
Number of state-chartered banks at September 30, 2014		117

BRANCH OFFICES:

Number of branch offices at September 30, 2013		2,882
Adjustments for late notifications	-4	
New branch offices opened (Table 10)	+10	
Branches established as a result of mergers	0	
Branches gained in S & L conversions (Table 7)	+2	
Branches gained in National Bank conversions (Table 8)	+15	
Branches gained in Purchase/Assumption (Table 14)	+1	
Branches lost as a result of banks closing (Table 20)	0	
Branches closed /relocations (Tables 16 & 18)	-63	
Branches lost as a result of mergers	-6	
Branches lost in state-to-FSB conversions	0	
Branches lost in Purchase/Assumption (Table 17)	0	<u>-45</u>
Number of branch offices at September 30, 2014		2,837

**Commercial Bank Assets by State (In Millions)
Ranked by Total Assets Per State Charter
September 30, 2014**

STATE	NATIONAL CHARTER	STATE CHARTER	ALL BANKS
New York	\$ 118,865,620	\$ 664,841,511	\$ 783,707,131
California	\$ 226,923,907	\$ 343,780,458	\$ 570,704,365
Massachusetts	\$ 1,957,245	\$ 316,348,254	\$ 318,305,499
Georgia	\$ 8,175,193	\$ 266,181,216	\$ 274,356,409
Utah	\$ 143,619,821	\$ 263,057,216	\$ 406,677,037
Illinois	\$ 144,958,899	\$ 245,448,791	\$ 390,407,690
North Carolina	\$ 1,528,789,283	\$ 240,315,395	\$ 1,769,104,678
Texas	\$ 123,202,933	\$ 230,010,783	\$ 353,213,716
Alabama	\$ 9,376,663	\$ 227,144,877	\$ 236,521,540
Ohio	\$ 2,601,354,344	\$ 152,015,614	\$ 2,753,369,958
Delaware	\$ 898,871,289	\$ 117,533,748	\$ 1,016,405,037
Missouri	\$ 29,871,672	\$ 100,414,459	\$ 130,286,131
Pennsylvania	\$ 59,820,208	\$ 90,050,642	\$ 149,870,850
Iowa	\$ 6,548,140	\$ 62,875,719	\$ 69,423,859
Virginia	\$ 510,496,638	\$ 62,704,707	\$ 573,201,345
Mississippi	\$ 15,976,023	\$ 60,220,172	\$ 76,196,195
Florida	\$ 76,310,370	\$ 55,198,071	\$ 131,508,441
Tennessee	\$ 30,472,520	\$ 52,721,697	\$ 83,194,217
Arkansas	\$ 11,898,042	\$ 52,313,966	\$ 64,212,008
Louisiana	\$ 4,663,725	\$ 52,112,106	\$ 56,775,831
Kentucky	\$ 5,950,504	\$ 48,177,228	\$ 54,127,732
Wisconsin	\$ 38,049,610	\$ 47,004,209	\$ 85,053,819
Minnesota	\$ 19,006,511	\$ 41,751,687	\$ 60,758,198
Colorado	\$ 3,073,527	\$ 41,385,206	\$ 44,458,733
Michigan	\$ 4,205,339	\$ 40,858,329	\$ 45,063,668
Indiana	\$ 25,270,271	\$ 40,001,075	\$ 65,271,346
Hawaii	\$ 627,336	\$ 39,713,025	\$ 40,340,361
Oklahoma	\$ 45,208,163	\$ 39,257,998	\$ 84,466,161
Kansas	\$ 16,284,562	\$ 36,051,019	\$ 52,335,581
Nebraska	\$ 23,787,325	\$ 35,455,008	\$ 59,242,333
Washington	\$ 16,482,004	\$ 34,998,658	\$ 51,480,662
New Jersey	\$ 22,056,858	\$ 33,695,545	\$ 55,752,403
South Carolina	\$ 3,428,489	\$ 31,940,091	\$ 35,368,580
Oregon	\$ 377,794	\$ 30,568,517	\$ 30,946,311
Montana	\$ 1,211,159	\$ 25,920,249	\$ 27,131,408
Maryland	\$ 813,421	\$ 25,497,384	\$ 26,310,805
West Virginia	\$ 4,337,887	\$ 23,918,479	\$ 28,256,366
South Dakota	\$ 2,884,176,159	\$ 21,731,112	\$ 2,905,907,271
North Dakota	\$ 5,999,682	\$ 18,428,632	\$ 24,428,314
Nevada	\$ 6,436,542	\$ 13,716,335	\$ 20,152,877
Arizona	\$ 6,739,452	\$ 12,397,915	\$ 19,137,367
New Mexico	\$ 6,954,376	\$ 8,777,100	\$ 15,731,476
Rhode Island	\$ 101,950,293	\$ 5,323,604	\$ 107,273,897
Wyoming	\$ 1,459,345	\$ 5,321,342	\$ 6,780,687
Idaho	\$ 414,677	\$ 4,666,363	\$ 5,081,040
New Hampshire		\$ 3,390,164	\$ 3,390,164
Maine	\$ 20,673,470	\$ 3,380,503	\$ 24,053,973
Connecticut	\$ 23,636,591	\$ 3,115,929	\$ 26,752,520
Vermont	\$ 1,354,153	\$ 2,512,088	\$ 3,866,241
Alaska	\$ 3,244,302	\$ 2,192,180	\$ 5,436,482

**Commercial Bank Assets by State (In Millions)
Ranked by Total Assets for All Banks
September 30, 2014**

STATE	NATIONAL CHARTER	STATE CHARTER	ALL BANKS
South Dakota	\$ 2,884,176,159	\$ 21,731,112	\$ 2,905,907,271
Ohio	\$ 2,601,354,344	\$ 152,015,614	\$ 2,753,369,958
North Carolina	\$ 1,528,789,283	\$ 240,315,395	\$ 1,769,104,678
Delaware	\$ 898,871,289	\$ 117,533,748	\$ 1,016,405,037
New York	\$ 118,865,620	\$ 664,841,511	\$ 783,707,131
Virginia	\$ 510,496,638	\$ 62,704,707	\$ 573,201,345
California	\$ 226,923,907	\$ 343,780,458	\$ 570,704,365
Utah	\$ 143,619,821	\$ 263,057,216	\$ 406,677,037
Illinois	\$ 144,958,899	\$ 245,448,791	\$ 390,407,690
Texas	\$ 123,202,933	\$ 230,010,783	\$ 353,213,716
Massachusetts	\$ 1,957,245	\$ 316,348,254	\$ 318,305,499
Georgia	\$ 8,175,193	\$ 266,181,216	\$ 274,356,409
Alabama	\$ 9,376,663	\$ 227,144,877	\$ 236,521,540
Pennsylvania	\$ 59,820,208	\$ 90,050,642	\$ 149,870,850
Florida	\$ 76,310,370	\$ 55,198,071	\$ 131,508,441
Missouri	\$ 29,871,672	\$ 100,414,459	\$ 130,286,131
Rhode Island	\$ 101,950,293	\$ 5,323,604	\$ 107,273,897
Wisconsin	\$ 38,049,610	\$ 47,004,209	\$ 85,053,819
Oklahoma	\$ 45,208,163	\$ 39,257,998	\$ 84,466,161
Tennessee	\$ 30,472,520	\$ 52,721,697	\$ 83,194,217
Mississippi	\$ 15,976,023	\$ 60,220,172	\$ 76,196,195
Iowa	\$ 6,548,140	\$ 62,875,719	\$ 69,423,859
Indiana	\$ 25,270,271	\$ 40,001,075	\$ 65,271,346
Arkansas	\$ 11,898,042	\$ 52,313,966	\$ 64,212,008
Minnesota	\$ 19,006,511	\$ 41,751,687	\$ 60,758,198
Nebraska	\$ 23,787,325	\$ 35,455,008	\$ 59,242,333
Louisiana	\$ 4,663,725	\$ 52,112,106	\$ 56,775,831
New Jersey	\$ 22,056,858	\$ 33,695,545	\$ 55,752,403
Kentucky	\$ 5,950,504	\$ 48,177,228	\$ 54,127,732
Kansas	\$ 16,284,562	\$ 36,051,019	\$ 52,335,581
Washington	\$ 16,482,004	\$ 34,998,658	\$ 51,480,662
Michigan	\$ 4,205,339	\$ 40,858,329	\$ 45,063,668
Colorado	\$ 3,073,527	\$ 41,385,206	\$ 44,458,733
Hawaii	\$ 627,336	\$ 39,713,025	\$ 40,340,361
South Carolina	\$ 3,428,489	\$ 31,940,091	\$ 35,368,580
Oregon	\$ 377,794	\$ 30,568,517	\$ 30,946,311
West Virginia	\$ 4,337,887	\$ 23,918,479	\$ 28,256,366
Montana	\$ 1,211,159	\$ 25,920,249	\$ 27,131,408
Connecticut	\$ 23,636,591	\$ 3,115,929	\$ 26,752,520
Maryland	\$ 813,421	\$ 25,497,384	\$ 26,310,805
North Dakota	\$ 5,999,682	\$ 18,428,632	\$ 24,428,314
Maine	\$ 20,673,470	\$ 3,380,503	\$ 24,053,973
Nevada	\$ 6,436,542	\$ 13,716,335	\$ 20,152,877
Arizona	\$ 6,739,452	\$ 12,397,915	\$ 19,137,367
New Mexico	\$ 6,954,376	\$ 8,777,100	\$ 15,731,476
Wyoming	\$ 1,459,345	\$ 5,321,342	\$ 6,780,687
Alaska	\$ 3,244,302	\$ 2,192,180	\$ 5,436,482
Idaho	\$ 414,677	\$ 4,666,363	\$ 5,081,040
Vermont	\$ 1,354,153	\$ 2,512,088	\$ 3,866,241
New Hampshire		\$ 3,390,164	\$ 3,390,164

**Table 6. New State Chartered Institutions Established
October 1, 2013 to September 30, 2014**

DATE	NEW BANK
	NONE

**Table 7. Conversion of Savings & Loan to State-Chartered Banks
October 1, 2013 to September 30, 2014**

DATE	DESCRIPTION OF CONVERSION
06/25/2014	First Federal Bank, Fort Payne, Alabama a Savings Institution converted into a state chartered bank with the name "First Fidelity Bank"

**Table 8. Conversion of National Banks to State-Chartered Banks
October 1, 2013 to September 30, 2014**

DATE	DESCRIPTION OF CONVERSION
12/30/2013	The Camden National Bank, Camden, Alabama converted into a State Chartered Bank with the name "Community Neighbor Bank"
03/28/2014	Midsouth Bank, N.A., Dothan, Alabama to convert into a state chartered bank with the name "Midsouth Bank, Dothan, Alabama"
03/31/2014	The Headland National Bank, Headland, Alabama to convert into a state chartered bank with the name "HNB First Bank, Headland, Alabama"
06/26/2014	First National Bank of Central Alabama, Aliceville, Alabama, a national banking association converted into a state chartered bank with the name "FNB of Central Alabama"

**Table 9. Mergers and Acquisitions of State-Chartered Banks with Out-of-State Banks
October 1, 2013 to September 30, 2014**

DATE	DESCRIPTION OF MERGER/ACQUISITION
02/18/2014	Peachtree Bank, Maplesville, Alabama merged with and into the First National Bank of Polk County, Cedartown, Georgia
06/26/2014	Bay Bank, Theodore, Alabama merged with and into The First, A National Banking Association, Hattiesburg, Mississippi

**Table 10. Branches Opened by State-Chartered Banks
October 1, 2013 to September 30, 2014**

DATE	BANK	BRANCH LOCATION
10/21/2013	First Partner Bank, Birmingham, Alabama	2121 Highland Avenue South, Birmingham, Alabama
12/30/2013	First Community Bank of Central Alabama Wetumpka, Alabama	526 Gilmer Avenue, Tallassee, Alabama
01/14/2014	Premier Bank of the South, Cullman, Alabama	2123 Whitesburg Drive SE, Huntsville, Alabama
01/29/2014	Reliance Bank, Athens, Alabama	108 Longwood Drive, Huntsville, Alabama
04/14/2014	Farmers & Merchants Bank, Lafayette, Alabama	216 North Broadnax Street, Dadeville, Alabama
05/19/2014	CB&S Bank, Russellville, Alabama	3425 West Main Street, Tupelo, Mississippi
05/30/2014	Premier Bank of the South, Cullman, Alabama	3323 Alabama Highway 157, Cullman, Alabama
06/16/2014	CB&S Bank, Russellville, Alabama	901 S. Gloster, Tupelo, Mississippi
08/19/2014	Bank Independent, Sheffield, Alabama	203 Greene Street, SE, Suite 300, Huntsville, Alabama
09/03/2014	ServisFirst Bank, Birmingham, Alabama	4400 Old Shell Road, Mobile, Alabama

**Table 11. Merger of FSB to State Chartered Banks
October 1, 2013 to September 30, 2014**

DATE	DESCRIPTION OF MERGER
	NONE

**Table 12. Mergers of Out-of-State Banks with Alabama State-Chartered Banks
October 1, 2013 to September 30, 2014**

DATE	DESCRIPTION OF MERGER
	NONE

**Table 13. Mergers of National Banks with State-Chartered Banks
October 1, 2013 to September 30, 2014**

DATE	DESCRIPTION OF MERGER
	NONE

**Table 14. Branch Acquisition (Certain Assets & Assumption of Certain Liabilities)
October 1, 2013 to September 30, 2014**

DATE	BANK	SELLER	BRANCH LOCATION
05/02/2014	Vantage Bank of Alabama Albertville, Alabama	Merchants & Marine Bank Pascagoula, Mississippi	8331 Al Highway 227 N. Crossville, Alabama

**Table 15. Main Office Relocations
October 1, 2013 to September 30, 2014**

DATE	BANK	FROM	TO
01/21/2014	Peoples Bank of Alabama Cullman, Alabama	811 2nd Avenue SW Cullman, Alabama	1912 Cherokee Avenue SW Cullman, Alabama

**Table 16. Branches Closed by State-Chartered Banks
October 1, 2013 to September 30, 2014**

DATE	BANK	BRANCH LOCATION
11/15/2013	Compass Bank, Birmingham, Alabama	500 South Main Street, Winters, Texas
11/15/2013	Compass Bank, Birmingham, Alabama	411 Cody Road, Deming, New Mexico
12/13/2013	Regions Bank, Birmingham, Alabama	1361 South Powerline Road, Pompano Beach, Florida
12/31/2013	Peoples Bank of Alabama, Cullman, Alabama	1495 County Road 437, Cullman, Alabama
01/14/2014	Premier Bank of the South, Cullman, Alabama	2123 Whitesburg Drive SE, Huntsville, Alabama
01/15/2014	Compass Bank, Birmingham, Alabama	8135 West Lane, Stockton, California
01/17/2014	Compass Bank, Birmingham, Alabama	460 George Wallace Drive, Gadsden, Alabama
01/17/2014	Peoples Bank of Alabama, Cullman, Alabama	1495 County Road 437, Cullman, Alabama
02/07/2014	Regions Bank, Birmingham, Alabama	851 E I-65 Service Road S., Mobile, Alabama
03/14/2014	Regions Bank, Birmingham, Alabama	211 South Quincy, Clinton, Illinois
03/14/2014	Regions Bank, Birmingham, Alabama	100 N. Wood River Avenue, Wood River, Illinois
03/14/2014	Regions Bank, Birmingham, Alabama	101 N. Main Street, Palestine, Illinois
03/14/2014	Regions Bank, Birmingham, Alabama	200 Fifth Avenue, Indialantic, Florida
03/14/2014	Regions Bank, Birmingham, Alabama	751 Duval Station Road, Jacksonville, Florida
03/14/2014	Regions Bank, Birmingham, Alabama	4845 New Broad Street, Orlando, Florida
03/14/2014	Regions Bank, Birmingham, Alabama	4095 Millenia Boulevard, Orlando, Florida
03/14/2014	Regions Bank, Birmingham, Alabama	3815 South Orlando Drive, Sanford, Florida
03/14/2014	Regions Bank, Birmingham, Alabama	866 E. State Road 434, Winter Springs, Florida
03/14/2014	Regions Bank, Birmingham, Alabama	101 South Public Square, Alexandria, Tennessee
03/14/2014	Regions Bank, Birmingham, Alabama	322 Main Street, Baxter, Tennessee

Table 16. (Cont'd.)

**Branches Closed by State-Chartered Banks
October 1, 2013 to September 30, 2014**

DATE	BANK	BRANCH LOCATION
03/14/2014	Regions Bank, Birmingham, Alabama	259 North Main Street, Eagleville, Tennessee
03/14/2014	Regions Bank, Birmingham, Alabama	20190 E. Main Street, Huntingdon, Tennessee
03/14/2014	Regions Bank, Birmingham, Alabama	605 West Church Street, Lexington, Tennessee
03/14/2014	Regions Bank, Birmingham, Alabama	4485 Poplar Avenue, Memphis, Tennessee
03/14/2014	Regions Bank, Birmingham, Alabama	210 Eisenhower Drive, Biloxi, Mississippi
03/14/2014	Regions Bank, Birmingham, Alabama	9217 State Highway 19 N, Collinsville, Mississippi
03/14/2014	Regions Bank, Birmingham, Alabama	109 West Cunningham Avenue, Terry, Mississippi
03/14/2014	Regions Bank, Birmingham, Alabama	16921 FM 2493, Flint, Texas
03/14/2014	Regions Bank, Birmingham, Alabama	3200 Highway 78, Livonia, Louisiana
03/14/2014	Regions Bank, Birmingham, Alabama	130 South Main Street, Loreauville, Louisiana
03/14/2014	Regions Bank, Birmingham, Alabama	7711 Weeks Island Road, New Iberia, Louisiana
03/14/2014	Regions Bank, Birmingham, Alabama	2501 LA 20 West, Vacherie, Louisiana
03/14/2014	Regions Bank, Birmingham, Alabama	10082 Florida Blvd, Walker, Louisiana
03/14/2014	Regions Bank, Birmingham, Alabama	601 East Broadway, Ashlana, Missouri
03/14/2014	Regions Bank, Birmingham, Alabama	11400 Parkside Drive, Knoxville, Tennessee
03/14/2014	Regions Bank, Birmingham, Alabama	1141 East Main, Batesville, Arkansas
03/14/2014	Regions Bank, Birmingham, Alabama	630 Ohio Avenue, Lynn Haven, Florida
03/14/2014	Regions Bank, Birmingham, Alabama	1711 South Broad Street, Scottsboro, Alabama
03/28/2014	Regions Bank, Birmingham, Alabama	2400 North Federal Highway, Fort Lauderdale, Florida
04/11/2014	Compass Bank, Birmingham, Alabama	601 Business 1015, Progreso, Texas
04/11/2014	Compass Bank, Birmingham, Alabama	8931 Virginia Parkway, McKinney, Texas
04/11/2014	Compass Bank, Birmingham, Alabama	4415 Blanco Road, San Antonio, Texas
04/11/2014	Compass Bank, Birmingham, Alabama	6363 East 22nd Street, Tucson, Arizona
04/11/2014	Compass Bank, Birmingham, Alabama	9870 Gateway Boulevard North, El Paso, Texas
04/18/2014	Compass Bank, Birmingham, Alabama	6910 South Broadway Avenue, Tyler, Texas
04/18/2014	Compass Bank, Birmingham, Alabama	1038 Culebra Road, San Antonio, Texas
04/25/2014	CB&S Bank, Russellville, Alabama	625 South Gay Street, Suite 110, Knoxville, Tennessee
04/25/2014	CB&S Bank, Russellville, Alabama	11543 Kingston Pike, Knoxville, Tennessee
05/02/2014	Compass Bank, Birmingham, Alabama	101 South Wheeler, Comesneil, Texas
05/02/2014	Compass Bank, Birmingham, Alabama	3549 N. Twin City Highway, Port Arthur, Texas
05/02/2014	Compass Bank, Birmingham, Alabama	3810 Highway 365, Port Arthur, Texas
05/16/2014	Compass Bank, Birmingham, Alabama	901 West Expressway 83, San Juan, Texas
05/16/2014	CB&S Bank, Russellville, Alabama	86 South Thomas Street, Tupelo, Mississippi
08/15/2014	Regions Bank, Birmingham, Alabama	1400 Gulf Shore Blvd N. #130, Naples, Florida
08/22/2014	Regions Bank, Birmingham, Alabama	101 South 4th Street, Murray, Kentucky

**Table 17. Branch Sales (Certain Branch Assets & Assumption of Certain Liabilities)
October 1, 2013 to September 30, 2014**

DATE	BANK	PURCHASER	BRANCH LOCATION
NONE			

**Table 18. Branch Office Relocation
October 1, 2013 to September 30, 2014**

DATE	BANK	FROM	TO
11/04/2013	Regions Bank Birmingham, Alabama	500 N. Akard Dallas, Texas	1717 McKinney Avenue Dallas, Texas
12/02/2013	First Metro Bank Muscle Shoals, Alabama	304 South Pine Street Florence, Alabama	325 South Pine Street Florence, Alabama
12/16/2013	Progress Bank Huntsville, Alabama	217 N. Seminary Street Florence, Alabama	230 E. Tennessee Street Florence, Alabama
12/16/2013	Compass Bank Birmingham, Alabama	5299 DTC Boulevard Greenwood Village, Colorado	8101 East Belleview Avenue Denver, Colorado
01/13/2014	First Community Bank Chatom, Alabama	5229 Cottage Hill Road Mobile, Alabama	6241 Cottage Hill Road Mobile, Alabama
05/20/2014	Compass Bank Birmingham, Alabama	2335 Post Oak Blvd. Houston, Texas	2200 Post Oak Blvd. Houston, Texas
09/02/2014	Regions Bank Birmingham, Alabama	2511 Memorial Parkway S. Huntsville, Alabama	922 Bob Wallace Avenue, SW Huntsville, Alabama
09/08/2014	Regions Bank Birmingham, Alabama	716 Northwestern Ave. West Lafayette, Indiana	720 Northwestern Ave. West Lafayette, Indiana

**Table 19. In-State Mergers by State-Chartered Banks
October 1, 2013 to September 30, 2014**

DATE	SELLER	PURCHASER
08/18/2014	Generations Bank, Centre, Alabama	Peoples Bank of Alabama, Cullman, Alabama

**Table 20. State Chartered Institutions Closed
October 1, 2013 to September 30, 2014**

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, 2013	796
December 31, 2012	644
December 31, 2011	603
December 31, 2010	536
December 31, 2009	456

Licensees under the **Alabama Small Loan Act** submitted the following financial data for calendar year 2013 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		\$ 375,328,542
Total Loans Outstanding	301,825	\$ 284,071,610
Total Operating Income		\$ 182,134,526
Total Operating Expenses		\$ 170,558,601
Net Profit (Loss)		\$ 11,575,925

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, 2013	1728
December 31, 2012	1462
December 31, 2011	1337
December 31, 2010	1202
December 31, 2009	1046

Licensees under the **Alabama Consumer Credit Act** submitted the following financial data for the 2013 calendar year: *

<u>Item</u>	<u>Number</u>	<u>Amount</u>
Total Assets		\$ 5,418,534,132
Gross Loan Receivables	224,745	\$ 3,164,064,673
Gross Sales Finance Receivables	107,876	\$ 1,694,438,453
Total Receivables	332,621	\$ 4,858,503,126
Total Operating Income		\$ 1,130,588,232
Total Operating Expenses		\$ 859,484,997
Net Profit (Loss)		\$ 271,103,235
Mortgage Loans Closed and Sold to the Secondary Market	28,057	\$ 4,181,179,375

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, 2013	1360
December 31, 2012	1229
December 31, 2011	1139
December 31, 2010	1125
December 31, 2009	1074

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, 2013	181
December 31, 2012	197
December 31, 2011	224
December 31, 2010	282
December 31, 2009	333

Licensees under the **Alabama Mortgage Brokers Licensing Act** submitted the following financial data for the 2013 calendar year: *

<u>Item</u>	<u>Number</u>	<u>Amount</u>
Total Assets		\$ 13,956,214
Total Net-Worth		\$ 9,867,771
Total Operating Income		\$ 24,170,125
Total Operating Expenses		\$ 21,266,996
Net Profit (Loss)		\$ 2,903,129
Total Loans Closed	5,934	\$ 940,347,319

ALABAMA DEFERRED PRESENTMENT SERVICES ACT

Total licensees under this Act are shown below:

<u>Year</u>	<u>Number</u>
December 31, 2013	1043
December 31, 2012	1063
December 31, 2011	1070
December 31, 2010	1083
December 31, 2009	1158

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, 2013	4763
December 31, 2012	3521
December 31, 2011	2853
December 31, 2010	2697

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

