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Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

NOTE: The *Annual Report of Holding Companies* must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

I, Mitchell G. Key  
Name of the Holding Company Director and Official  
C.E.O., President and Chairman  
Title of the Holding Company Director and Official

attest that the *Annual Report of Holding Companies* (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Mitchell G. Key  
Signature of Holding Company Director and Official

Date of Signature 2-21-14

For holding companies not registered with the SEC—  
Indicate status of Annual Report to Shareholders.  
 is included with the FR Y-6 report  
 will be sent under separate cover  
 is not prepared

For Federal Reserve Bank Use Only  
RSSD ID 3100330  
C.I. \_\_\_\_\_

Date of Report (top-tier holding company's fiscal year-end):  
**December 31, 2013**  
Month / Day / Year

Reporter's Name, Street, and Mailing Address

Swann BancShares, Inc.  
Legal Title of Holding Company  
P.O. Box 207  
(Mailing Address of the Holding Company) Street / P.O. Box  
Wedowee AL 36278  
City State Zip Code  
111 West Broad Street  
Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Brian L. Smith C.F.O.  
Name Title  
256-357-2132  
Area Code / Phone Number / Extension  
256-357-2135  
Area Code / FAX Number  
brians@bankofwedowee.com  
E-mail Address  
N/A  
Address (URL) for the Holding Company's web page

Does the reporter request confidential treatment for any portion of this submission?  
 Yes Please identify the report items to which this request applies:  
 In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.  
 The information for which confidential treatment is sought is being submitted separately labeled "Confidential."  
 No

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

## For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

NONE					
Legal Title of Subsidiary Holding Company			Legal Title of Subsidiary Holding Company		
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box			(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box		
City	State	Zip Code	City	State	Zip Code
Physical location (if different from mailing address)			Physical location (if different from mailing address)		
Legal Title of Subsidiary Holding Company			Legal Title of Subsidiary Holding Company		
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box			(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box		
City	State	Zip Code	City	State	Zip Code
Physical location (if different from mailing address)			Physical location (if different from mailing address)		
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City	State	Zip Code	City	State	Zip Code
Physical location (if different from mailing address)			Physical location (if different from mailing address)		

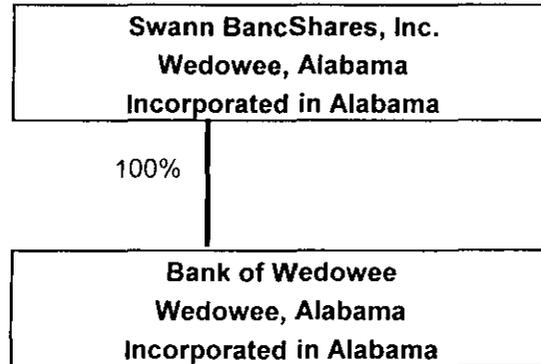
Form FR Y-6

Swann BancShares, Inc.  
Wedowee, Alabama  
Fiscal Year Ending December 31, 2013

Report Item

1: The bank holding company prepares an annual report for its securities holders and is not registered with the SEC. As specified by the appropriate Reserve Bank, one (1) copy is enclosed.

2a: Organizational Chart



2b: Domestic branch listing provided to the Federal Reserve Bank. Submitted via email on February 21, 2014.

**Results:** A list of branches for your depository institution: BANK OF WEDOWEE (ID\_RSSD: 358233).

This depository institution is held by SWANN BANCSHARES, INC. (3100330) of WEDOWEE, AL.

The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

#### Reconciliation and Verification Steps

1. In the **Data Action** column of each branch row, enter one or more of the actions specified below.
2. If required, enter the date in the **Effective Date** column.

#### Actions

**OK:** If the branch information is correct, enter 'OK' in the **Data Action** column.

**Change:** If the branch information is incorrect or incomplete, revise the data, enter 'Change' in the **Data Action** column and the date when this information first became valid in the **Effective Date** column.

**Close:** If a branch listed was sold or closed, enter 'Close' in the **Data Action** column and the sale or closure date in the **Effective Date** column.

**Delete:** If a branch listed was never owned by this depository institution, enter 'Delete' in the **Data Action** column.

**Add:** If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the **Data Action** column and the opening or acquisition date in the **Effective Date** column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

#### Submission Procedure

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information.

If you are e-mailing this to your FRB contact, put your Institution name, city and state in the subject line of the e-mail.

#### Note:

To satisfy the **FR Y-10 reporting requirements**, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a **Data Action** of Change, Close, Delete, or Add.

The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

\* FDIC UNINUM, Office Number, and ID\_RSSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	358233	BANK OF WEDOWEE	111 WEST BROAD STREET	WEDOWEE	AL	36278	RANDOLPH	UNITED STATES	3818	0	BANK OF WEDOWEE	358233	
OK		Full Service	2636690	ROANOKE BRANCH	3500 HIGHWAY 431	ROANOKE	AL	36274	RANDOLPH	UNITED STATES	207884	2	BANK OF WEDOWEE	358233	
OK		Full Service	266936	WOODLAND BRANCH	24514 HIGHWAY 48	WOODLAND	AL	36280	RANDOLPH	UNITED STATES	207883	1	BANK OF WEDOWEE	358233	

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Swann BancShares, Inc  
Fiscal Year Ending December 31, 2013

Report Item 3: Shareholders  
(1)(a)(b)© (2)(a)(b)(c)

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-2013

Shareholders not listed in (3)(1)(a) through (3)(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the year ending 12-31-2013

(1)(a) Name & address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities
James H Allen Roanoke, AL, USA	USA	36,000 5.31% Common Stock
Kathy Brannon Metairie, LA, USA	USA	35,184 5.19% Common Stock
Elizabeth R. Dauthier Denham Springs, LA, USA	USA	35,433 5.22% Common Stock
Jane Fischer Trust Winder, GA, USA	USA	48,000 7.08% Common Stock
Glenda G. Hale Roanoke, AL, USA	USA	46,060 6.79% Common Stock
Robert J Hooton, Jr. Villa Rica, GA, USA	USA	35,200 5.19% Common Stock
Laura R. Lombardo Baton Rouge, LA, USA	USA	35,183 5.19% Common Stock
John G. Swann, Jr. Wedowee, AL, USA	USA	64,880 9.56% Common Stock
William Leazer Irving, TX, USA	USA	50,400 7.43% Common Stock

(2)(a) Name & address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
NONE		

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Swann BancShares, Inc.  
Fiscal Year Ending December 31, 2013

Report Item 4: Insiders

(1) (2) (3)(a)(b)(c) and (4)(a)(b)(c)

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Name, City, State, Country	Principal Occupation if other than with Holding Company	Title or Position with the Holding Company	Title or Position with Subsidiaries (include names of subsidiaries)	Title or Position with Any Other Company	Percentage of Voting Shares in Holding Company	Percentage of Voting Shares in Subsidiaries (include name of subsidiary)	List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Mitchell G. Key Oxford, Alabama, USA	N/A	Director, Chairman & President	Director, Chairman & President (Bank of Wedowee)	N/A	0.02%	None	N/A
Charles T. Holmes Wedowee, Alabama, USA	N/A	Director & Vice-President	Director & Executive Vice-President (Bank of Wedowee)	N/A	0.44%	None	N/A
Glenda G. Hale Roanoke, Alabama, USA	Retired	Director	Director (Bank of Wedowee)	N/A	6.79%	None	N/A
James W. Fincher Roanoke, Alabama, USA	Retired Airline Pilot	Director	Director (Bank of Wedowee)	N/A	4.66%	None	N/A
John H. Harmon Wedowee, Alabama, USA	Pharmacist	Director	Director (Bank of Wedowee)	Owner - H&M Drugs, Inc.  Member Ava Hills, LLC	4.77%	None	H&M Drugs, Inc. 100%  Ava Hills, LLC 50%
Kenneth W. Shelton Woodland, Alabama, USA	Retired	Director	Director (Bank of Wedowee)	N/A	0.22%	None	N/A