

Board of Governors of the Federal Reserve System



# Annual Report of Holding Companies—FR Y-6

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

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

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

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

Date of Report (top-tier holding company's fiscal year-end):

**December 31, 2013**

Month / Day / Year

I, **John H. Holcomb, III**

Name of the Holding Company Director and Official

**Chairman of the Board**

Title of the Holding Company Director and Official

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

Reporter's Name, Street, and Mailing Address

**Charles Investment Group, LLC**

Legal Title of Holding Company

**813 Shades Creek Parkway, Ste 100**

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

**Birmingham**

**AL**

**35209**

City

State

Zip Code

Physical location (if different from mailing address)

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

Person to whom questions about this report should be directed:

**Lowell Womack Jr.**

**SVP-Financial Reporting**

Name

Title

**205-313-8147**

Area Code / Phone Number / Extension

**205-313-8112**

Area Code / FAX Number

**lwomack@nationalbankofcommerce.com**

E-mail Address

**www.nationalbankofcommerce.com**

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

*John H. Holcomb, III*

Signature of Holding Company Director and Official

**03/28/2014**

Date of Signature

For holding companies *not* registered with the SEC—

Indicate status of Annual Report to Shareholders:

- is included with the FR Y-6 report
- will be sent under separate cover
- is not prepared

For Federal Reserve Bank Use Only

RSSD ID **4146988**

C.I. \_\_\_\_\_

Does the reporter request confidential treatment for any portion of this submission?

Yes Please identify the report items to which this request applies:

In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.

The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

## 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.

### National Commerce Corporation

Legal Title of Subsidiary Holding Company

813 Shades Creek Parkway, Ste 100

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

Birmingham AL 35209  
City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

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City State Zip Code

Physical location (if different from mailing address)

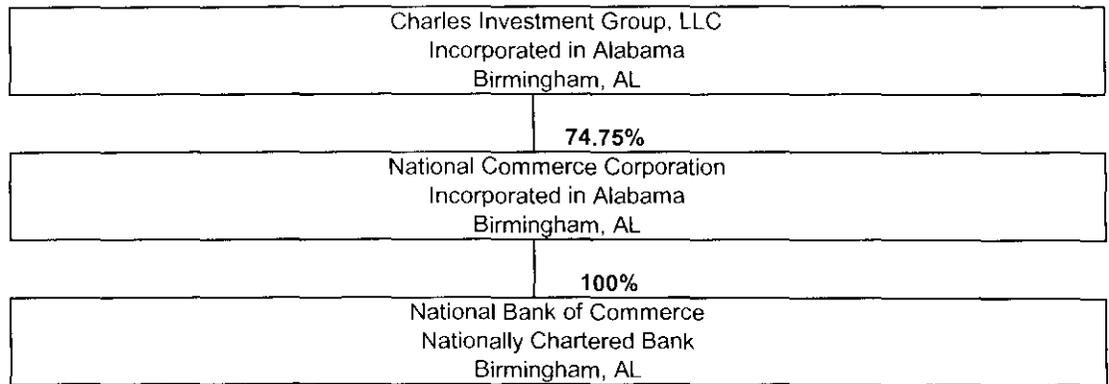
Form FR Y-6

Charles Investment Group, LLC  
Birmingham, Alabama  
Fiscal Year Ending December 31, 2013

Report Item

1 The subsidiary bank holding company, National Commerce Corporation, has audited financials statements. These financials are not ready but will be ready by April 5, 2014. I will send a copy as soon as complete.

2a Organizational Chart



2b There are no changes to the domestic branch listing provided by the FRB.

**Results:** A list of branches for your depository institution: NATIONAL BANK OF COMMERCE (ID\_RSSD: 3275939).  
 This depository institution is held by NATIONAL COMMERCE CORPORATION (ISS:1389) of BIRMINGHAM, 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)	3275939	NATIONAL BANK OF COMMERCE	813 SHADES CREEK PARKWAY, SUITE 100	BIRMINGHAM	AL	35209	JEFFERSON	UNITED STATES	424214	0	NATIONAL BANK OF COMMERCE	3275939	
OK		Full Service	3548268	ENGLISH VILLAGE BRANCH	1919 CAHABA ROAD	BIRMINGHAM	AL	35223	JEFFERSON	UNITED STATES	453557	1	NATIONAL BANK OF COMMERCE	3275939	
OK		Full Service	4439000	GULF SHORES BRANCH	1544 WEST SECOND STREET, SUITE 114	BIRMINGHAM	AL	35214	JEFFERSON	UNITED STATES	Not Required	Not Required	NATIONAL BANK OF COMMERCE	3275939	
OK		Full Service	4348456	INVERNESS BRANCH	5 INVERNESS CENTER PARKWAY	BIRMINGHAM	AL	35242	SHELBY	UNITED STATES	533106	6	NATIONAL BANK OF COMMERCE	3275939	
OK		Full Service	4224411	FAIRHOPE BRANCH	457 MAGNOLIA AVENUE	FAIRHOPE	AL	36532	BALDWIN	UNITED STATES	517256	3	NATIONAL BANK OF COMMERCE	3275939	
OK		Full Service	4224439	HUNTSVILLE BRANCH	203 GREEN STREET SE	HUNTSVILLE	AL	35801	MADISON	UNITED STATES	517259	5	NATIONAL BANK OF COMMERCE	3275939	
OK		Full Service	4532956	MADISON BRANCH	8153 HIGHWAY 72 WEST	MADISON	AL	35758	MADISON	UNITED STATES	Not Required	Not Required	NATIONAL BANK OF COMMERCE	3275939	
OK		Full Service	4224420	OPELIKA BRANCH	2443 ENTERPRISE DRIVE	OPELIKA	AL	36801	LEE	UNITED STATES	517257	4	NATIONAL BANK OF COMMERCE	3275939	

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Charles Investment Group, LLC  
 Birmingham, Alabama  
 Fiscal Year Ending December 31, 2013

Report Item 3: Securities holders

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

Current securities holders with ownership control or holdings of 5% or more with power to vote as of fiscal year ending December 31, 2013.			Securities holders 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 fiscal year ending December 31, 2013.		
(1)(a) Name City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number & Percentage of Each Class of Voting Securities	(2)(a) Name City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number & Percentage of Each Class of Voting Securities
Charles Phillip McWane 2011 Grantor Retained Annuity Trust Birmingham, AL USA	USA	649.26 - 27.99% of voting units			
NCP II Financial Services, LLC Birmingham, AL USA	USA	200 - 8.62% of voting units		None	
The G. Ruffner Page, Jr. 2010 Grantor Retained Annuity Trust Birmingham, AL USA	USA	135.96 - 5.99% of voting units			

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National Commerce Corporation  
 Birmingham, Alabama  
 Fiscal Year Ending December 31, 2013

Report Item 3: Securities holders

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

Current securities holders with ownership control or holdings of 5% or more with power to vote as of fiscal year ending December 31, 2013.			Securities holders 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 fiscal year ending December 31, 2013.		
(1)(a) Name City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number & Percentage of Each Class of Voting Securities	(2)(a) Name City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number & Percentage of Each Class of Voting Securities
Charles Investment Group, LLC Birmingham, AL USA	USA	3,860,000 - 74.75% of voting common stock			None

Revised

**Charles Investment Group, LLC**  
**Birmingham, Alabama**  
**Fiscal Year Ending December 31, 2013**

**Report Item 4: Insiders**

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

(1) Name City, State Country	(2) Principal Occupation if other than with Bank Holding Co.	(3)(a) Title & Position with Bank Holding Co.	(3)(b) Title & Position with Subsidiaries	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in Bank Holding Co.	(4)(b) Percentage of Voting Shares Subsidiaries	(4)(c) List names of other corporations if 25% or more of voting securities owned
John H. Holcomb, III Birmingham, AL USA	N/A	Chairman & CEO & Director	Chairman & CEO National Commerce Corporation Chairman of the Board National Bank of Commerce	None	1.72%	None	None
Richard Murray, IV Birmingham, AL USA	N/A	President & COO & Director	President & COO National Commerce Corporation CEO & President National Bank of Commerce	None	1.59%	None	None
C. Phillip McWane Birmingham, AL USA	Executive Manufacturing Company Ductile Pipe	Director	N/A	Chairman McWane Inc.	27.99%	None	McWane, Inc. 75%
G. Ruffner Page, Jr. Birmingham, AL USA	Executive Manufacturing Company Ductile Pipe	Director	Director - National Bank of Commerce & National Commerce Corporation	President McWane Inc.	5.99%	None	None

National Commerce Corporation  
Birmingham, Alabama  
Fiscal Year Ending December 31, 2013

## Report Item 4: Insiders

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

(1) Name City, State Country	(2) Principal Occupation if other than with Bank Holding Co.	(3)(a) Title & Position with Bank Holding Co.	(3)(b) Title & Position with Subsidiaries	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in Bank Holding Co.	(4)(b) Percentage of Voting Shares Subsidiaries	(4)(c) List names of other corporations if 25% or more of voting securities owned
John H. Holcomb, III Birmingham, AL USA	N/A	Chairman & CEO & Director	Chairman of the Board National Bank of Commerce	None	None	None	None
Richard Murray, IV Birmingham, AL USA	N/A	President & COO & Director	CEO & President National Bank of Commerce	None	None	None	None
William E. Matthews, V Birmingham, AL USA	N/A	Vice Chairman-CFO & Director	Vice Chairman -CFO National Bank of Commerce	None	0.28% - of voting common stock of National Commerce Corp	None	None
William Ireland, Jr. Birmingham, AL USA	N/A	N/A	EVP - Chief Risk Management Officer - National Bank of Commerce	None	None	None	Dexter Properties, LLC - 51% BAJOBI, LLC - 33%
John R. Bragg Birmingham, AL USA	N/A	EVP - Bank Operations	EVP - Bank Operations	None	None	None	Magnolia Building, LLC - 33%
Bobby Bradley Athens, AL USA	Real Estate Services	Director	Director - National Bank of Commerce	Manager Lewis Properties	None	None	Genesis II, LLC - 50% Lewis Properties, LLC - 50% TSC Partnership - 33.3%
Jerry Kimbrough Birmingham, AL USA	Certified Public Accountant	Director	Director - National Bank of Commerce	Partner Warren Averett Kimbrough & Marino	2.35% - of voting common stock of National Commerce Corp	None	None
C. Phillip McWane Birmingham, AL USA	Executive Manufacturing Company Ductile Pipe	Director	Director - National Bank of Commerce	Chairman McWane Inc.	0.0001% - of voting common stock of National Commerce Corp	None	McWane, Inc. - 75%
G. Ruffner Page, Jr. Birmingham, AL USA	Executive Manufacturing Company Ductile Pipe	Director	Director - National Bank of Commerce	President McWane Inc.	0.0001% - of voting common stock of National Commerce Corp	None	None
W. Stancil Stames Birmingham, AL USA	Insurance Company Executive	Director	Director - National Bank of Commerce	Chairman & CEO ProAssurance Corporation	None	None	None
Russell Vandevelde Birmingham, AL USA	Life Insurance and Benefits Consultant	Director	Director - National Bank of Commerce	CEO EBS Services, LLC	1.90% - of voting common stock of National Commerce Corp	None	EBS, LLC - 30% EBS Services, LLC - 30% CCI, Inc. - 30% CCI Services, LLC - 30%
R. Holman Head Birmingham, AL USA	Executive Manufacturing Company Steel	Director	Director - National Bank of Commerce	President & CEO O'Neal Steel	0.03% - of voting common stock of National Commerce Corp	None	Sigma Investment Corp. - 50%
Temple Tutwiler Birmingham, AL USA	Real Estate	Director	Director - National Bank of Commerce	President Tutwiler Properties, Ltd.	None	None	None
Charles Investment Group, LLC Birmingham, AL USA	Bank Holding Company	N/A	N/A	N/A	74.75% - of voting common stock of National Commerce Corp	None	None

Revised