

APR 01 REC'D

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 J. Mullins**

Name of the Holding Company Director and Official

Chairman, President, & CEO

Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

FCB Bancshares, Inc.

Legal Title of Holding Company

P. O. Box 1708

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

Cullman

AL

35056

City

State

Zip Code

101 1st Ave. NW

Physical location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

John J. Mullins

Chairman, President, & CEO

Name

Title

256-737-9900

Area Code / Phone Number / Extension

256-739-4889

Area Code / FAX Number

jmulins@premierbankofthesouth.com

E-mail Address

www.premierbankofthesouth.com

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

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.

John J. Mullins
Signature of Holding Company Director and Official

03/26/2014

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
C.I.

2226484

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.

FCB Bancshares, Inc.

Legal Title of Subsidiary Holding Company

P.O. Box 1708

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

Cullman **AL** **35056**
City State Zip Code

101 1st Ave. NW

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

FCB (AL) Statutory Trust

Legal Title of Subsidiary Holding Company

P. O. Box 1708

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

Cullman **AL** **35056**
City State Zip Code

101 1st Ave. NW

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Premier Bank of the South

Legal Title of Subsidiary Holding Company

P. O. Box 1708

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

Cullman **AL** **35056**
City State Zip Code

101 1st Ave. NW

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

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

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

City State Zip Code

Physical location (if different from mailing address)

Form FRY-6
FCB Bancshares, Inc.
Good Hope, Alabama
Fiscal Year Ending December 31, 2013

Report Item

1. The BHC does not prepare an annual report for its Shareholders. The BHC Audited Consolidated Financial Statements dated 12/31/13 are included.

2. Organization Chart

FCB Bancshares, Inc. (Parent Company) incorporated in Cullman, Alabama
FCB (AL) Statutory Trust I (100% Owned Subsidiary) incorporated in Cullman, Alabama
Premier Bank of the South (100% Owned Subsidiary) incorporated in Good Hope, Alabama

There are no other reportable entities.

2.b Domestic Branch Listing – Sent via email March 26, 2014

3. Shareholders

See Attached Chart

4. Insiders

See Attached Chart

Results: A list of branches for your depository institution: PREMIER BANK OF THE SOUTH (ID_RSSD: 1160509).
 This depository institution is held by FCB BANCSHARES, INC. (2226484) of CULLMAN, 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
		Full Service (Head Office)	1160509	PREMIER BANK OF THE SOUTH	460 COUNTY ROAD	GOOD HOPE	AL	35055	CULLMAN	UNITED STATES	38810	0	PREMIER BANK OF THE SOUTH	1160509	
		Full Service	1837669	ADDISON OFFICE	HIGHWAY 278 WEST	ADDISON	AL	35540	WINSTON	UNITED STATES	261135	3	PREMIER BANK OF THE SOUTH	1160509	
		Full Service	1192751	CULLMAN OFFICE	101 FIRST AVENUE NW	CULLMAN	AL	35055	CULLMAN	UNITED STATES	261134	2	PREMIER BANK OF THE SOUTH	1160509	
		Full Service	3719228	CULLMAN SHOPPING CENTER	1204 LORING STREET NW	CULLMAN	AL	35055	CULLMAN	UNITED STATES	472702	7	PREMIER BANK OF THE SOUTH	1160509	
		Full Service	2343532	EVA OFFICE	HIGHWAY 55 AND HIGHWAY 35	EVA	AL	35621	MORGAN	UNITED STATES	261136	4	PREMIER BANK OF THE SOUTH	1160509	
OK Change		Full Service	3341722	MADISON OFFICE	8083 MADISON BOULEVARD	MADISON	AL	35758	MADISON	UNITED STATES	441965	6	PREMIER BANK OF THE SOUTH	1160509	
OK Change		Full Service	3341713	VINEMONT OFFICE	25 COUNTY ROAD 1292	VINEMONT	AL	35179	CULLMAN	UNITED STATES	441964	5	PREMIER BANK OF THE SOUTH	1160509	

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Report Item 3: Shareholders

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/13

(1)(a) Name & Address (City, State, Country)	(1)(b) County of Citizenship or Incorporation	(1)(c) Number of Percentage of Each Class of Voting Securities
John J. Mullins Cullman, AL USA	USA	67,533 41.30% includes *22,653 shares of the KSOP Plan.
		*KSOP shares estimated thru 2013 Annual reports have not yet been received
Dan J. Willingham Cullman, AL USA	USA	33,362 20.40%
E.O. Browder, Jr. Birmingham, AL USA	USA	25,651 15.69%
FCB Bancshares, Inc. KSOP Plan Cullman, AL (Employees vote their vested interest. John J. Mullins votes shares controlled by the Plan.)	USA	37,752 23.09%
C. Woody Browder Eutaw, AL	USA	9,742 5.96%

Shareholders not listed in 3(1)a-c that had ownership, control or holdings of 5% or more with power to vote during fiscal year ending 12/31/13.

Revised

(2)(a) Name & Address (2)(b) County of Citizenship (2)(c) Number and Percentage of

None
Report Item 4: Insiders

As of December 31, 2013

(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Banking Holding Co.	(3)(a) Title & Position with Bank Holding company	(3)(b) Title & Position with Subsidiaries (include names of Subsidiaries)	(3)(c) Title & Position with other businesses (include names of other businesses)	(4)(a) Percentage of voting shares in Bank Holding Company	(4)(b) Percentage of voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) Names of other companies if 25% or more voting securities held
E.O. Browder Jr Birmingham, AL USA	President Browder & Associates PC	Director	Director Premier Bank of the South	President Browder & Associates PC	15.69	0	50% Ft Morgan Beach House LLC 50% Browder & Associates PC 50% Gulf Coast Investments LLC 25% Air Depot Road Investment Co. Partnership 50% Realty Mgrs LLC
Edna Earle Hicks Cullman, AL USA	Retired	Director	Director Premier Bank of the South	NA	3.74	0	N/A
John J. Mullins Cullman, AL USA	NA	Chairman, President, CEO & Director	Director, Chairman, CEO & President Premier Bank of the South	NA	41.30	0	N/A

Report Item 4: Insiders

(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Banking Holding Co.	(3)(a) Title & Position with Bank Holding company	(3)(b) Title & Position with Subsidiaries (include names of Subsidiaries)	(3)(c) Title & Position with other businesses (include names of other businesses)	(4)(a) Percentage of voting shares in Bank Holding Company	(4)(b) Percentage of voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) Names of other companies if 25% or more voting securities held
Dan J. Willingham Cullman, AL USA	Attorney	Director	Director Premier Bank of the South	Fuller & Willingham Partner	20.40	0	43% Fuller & Willingham, Atty 100% S&D Properties 50% Willingham Brothers, LLC 100% Nadan, LLC 50% Willingham Properties, LLC 25.5% MCode, Inc 50% Lechigh, LLC 100% Copia Factorum, LLC 100% Willingham Financial, LLC
FCB Bancshares, Inc KSOP Plan Cullman, AL (Employees vote their vested interest	N/A	Principal Share Holder	N/A	N/A	23.09	N/A	N/A
Ann Mullins Cullman, AL	VP/Manager BBB	Director	Director Premier Bank of the South	VP/Manager BBB	.85	0	N/A
Russell W. Morrow Vinemont, AL	Cullman Business Services, Inc -Owner	Director	Director Premier Bank of the South	Cullman Business Services, Inc.-Owner	75	0	N/A
Russell D. Payne Cullman, AL	CEO & EVP	Secretary	CEO & EVP Premier Bank of the South	N/A	0.00	0	N/A