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By

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, Carlton DeVaughn
Name of the Holding Company Director and Official

Executive Vice President
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.

Carlton DeVaughn
Signature of Holding Company Director and Official

February 11, 2015
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 1132980
C.I.

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2014
Month / Day / Year

N/A
Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address
First State Capital Corporation
Legal Title of Holding Company

Post Office Box 547
(Mailing Address of the Holding Company) Street / P.O. Box

Lineville	AL	36266
City	State	Zip Code

88730 Highway 9; Lineville, Alabama 36266
Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Stanley E. Nelson, CPA	Certified Public Accountant
Name	Title

256-241-0560 6207
Area Code / Phone Number / Extension

256-236-4670
Area Code / FAX Number

stan.nelson@warrenaverett.com
E-mail Address

www.fsbandme.com
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, NW, 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.

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)

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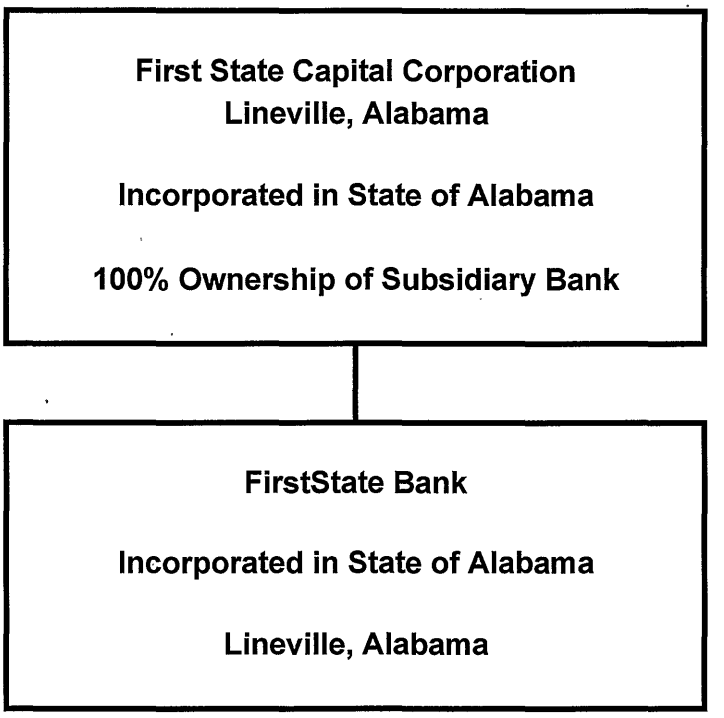
Physical Location (if different from mailing address)

FORM FR Y - 6
FIRST STATE CAPITAL CORPORATION
DECEMBER 31, 2014

Report Item 2a: Organization Chart



FORM FR Y - 6
FIRST STATE CAPITAL CORPORATION
DECEMBER 31, 2014

Report Item 2b: Domestic Branch Listing

Results: A list of branches for your depository institution: FIRSTSTATE BANK (ID_RSSD: 540739).
This depository institution is held by FIRST STATE CAPITAL CORPORATION (1132980) of LINEVILLE, AL.
The data are as of 12/31/2014. Data reflects information that was received and processed through 01/07/2015.

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)	540739	FIRSTSTATE BANK	88730 HIGHWAY 9	LINEVILLE	AL	36266	CLAY	UNITED STATES	14114	0	FIRSTSTATE BANK	540739	
OK		Full Service	1168233	ASHLAND SOUTH BRANCH	40651 HIGHWAY 77	ASHLAND	AL	36251	CLAY	UNITED STATES	251106	1	FIRSTSTATE BANK	540739	
OK		Full Service	3761094	LAKE WEDOWEE BRANCH	105 MAIN STREET SOUTH	WEDOWEE	AL	36278	RANDOLPH	UNITED STATES	422565	2	FIRSTSTATE BANK	540739	

FORM FR Y-6
FIRST STATE CAPITAL CORPORATION
FISCAL YEAR ENDING DECEMBER 31, 2014

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

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending December 31, 2014			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 fiscal year ending December 31, 2014		
(1)(a) Name & Address (City, State, Country)	**(1)(b) Country of Citizenship or**	**(1)(c) Number and Percentage of Each Class of Voting Securities**	**(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**
Gail McCord Lineville, AL, USA	USA	14,751 Shares of Common Stock 6.57% of Voting Securities	**N/A**		
Kenneth D. Vaughn Lineville, AL, USA	USA	13,199 Shares of Common Stock 5.88% of Voting Securities			

FR Y - 6
FIRST STATE CAPITAL CORPORATION
FISCAL YEAR ENDING DECEMBER 31, 2014

Report Item 4: Insiders
(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) Names & Address (City, State, Country)	(2) Principal Occupation if Other than with Bank Holding Company	(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 (including names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (including names of subsidiaries)	(4)(c) 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)
Steve Foster Lineville, AL 36266	Bank President	President, CEO, Director	President & CEO FirstState Bank	Owner	1.56%	None	Foster Farms 100%
Carlton DeVaughn Lineville, AL 36266	Bank Vice President	EVP, CFO, Director, Secretary	EVP / CFO FirstState Bank	N/A	0.62%	None	N/A
Don Hogan Lineville, AL 36266	Pharmacist	Chairman	Director FirstState Bank	N/A	4.45%	None	N/A
JoAnn Blair Ashland, AL 36251	Education	Director	Director FirstState Bank	N/A	1.10%	None	N/A
Doyle L Phillips Delta, AL 36258	Farmer	Director	Director FirstState Bank	N/A	1.78%	None	N/A
James E. Malone Lineville, AL 36266	Attorney	Director	Director FirstState Bank	N/A	1.74%	None	N/A
Anna Marie Rush Lineville, AL 36266	Farmer	Director	Director FirstState Bank	N/A	1.16%	None	N/A
Donald Harris Ashland, AL 36251	Electrical/Plumbing Supply	Director	Director FirstState Bank	Partner Harris Plumbing & Electric	1.20%	None	Harris Plumbing & Electric 50%
Larry Raughton Woodland, AL 36280	Farmer	Director	Director FirstState Bank	N/A	0.45%	None	N/A