

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, James B. Flemming,
 Name of the Holding Company Director and Official
President,
 Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

First National Bancshares of Central Alabama, Inc.

Legal Title of Holding Company

2323 Paul Bryant Drive

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

<u>Tuscaloosa</u>	<u>AL</u>	<u>35401</u>
City	State	Zip Code

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.

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:

Ginny Lee Treasurer

Name Title

205-469-1700

Area Code / Phone Number / Extension

205-345-0882

Area Code / FAX Number

glee@fnbca.com

E-mail Address

Virginia Lee - CFO
 Signature of Holding Company Director and Official

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

March 19, 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 1086476
 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.

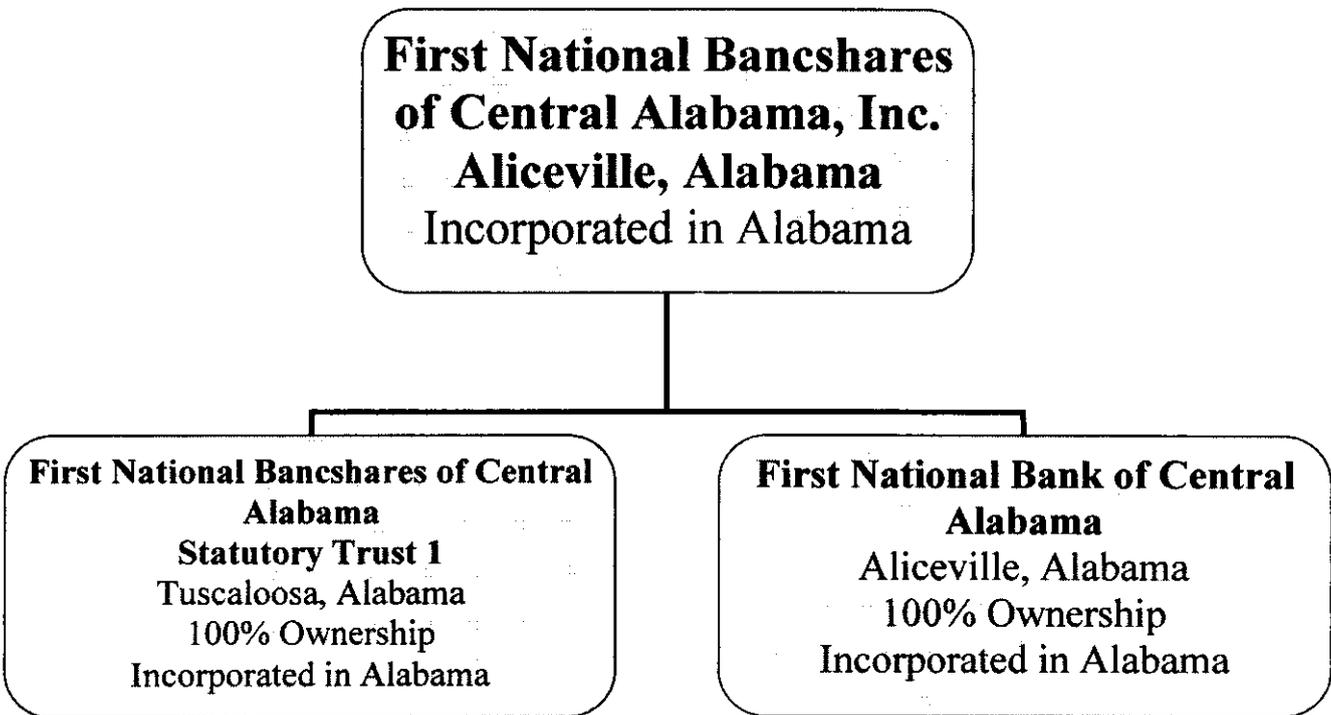
Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical location (if different from mailing address)	Physical location (if different from mailing address)
Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
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FORM FR Y-6

FIRST NATIONAL BANCSHARES OF CENTRAL ALABAMA, INC.
ALICEVILLE, ALABAMA
DECEMBER 31, 2013

Report Item.

- 1: The bank holding company does prepare an annual report for its shareholders. Enclosed is one copy of the annual report.
- 2(a): Organizational Chart



- 2(b): Branch verification

Submitted via e-mail on March 14, 2014.

FORM FR Y-6

FIRST NATIONAL BANCSHARES OF CENTRAL ALABAMA, INC.
ALICEVILLE, AL
December 31, 2013

Item 2(b): Branch Locations

Results: A list of branches for your depository institution: FIRST NATIONAL BANK OF CENTRAL ALABAMA (ID_RSSD: 739430).
This depository institution is held by FIRST NATIONAL BANCSHARES OF CENTRAL ALABAMA, INC. (1086476) of ALICEVILLE, 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)	739430	FIRST NATIONAL BANK OF CENTRAL ALABAMA	25 THIRD AVENUE, NE	ALICEVILLE	AL	35442	PICKENS	UNITED STATES	13269	0	FIRST NATIONAL BANK OF CENTRAL ALABAMA	739430	
OK		Full Service	1836765	CARROLLTON BRANCH	160 REFORM STREET	CARROLLTON	AL	35447	PICKENS	UNITED STATES	248442	2	FIRST NATIONAL BANK OF CENTRAL ALABAMA	739430	
OK		Full Service	319832	GORDO BRANCH	120 2ND AVENUE NORTHWEST	GORDO	AL	35466	PICKENS	UNITED STATES	9060	1	FIRST NATIONAL BANK OF CENTRAL ALABAMA	739430	
OK		Full Service	2350325	NORTHPORT BRANCH	54 MCFARLAND BOULEVARD	NORTHPORT	AL	35476	TUSCALOOSA	UNITED STATES	248444	4	FIRST NATIONAL BANK OF CENTRAL ALABAMA	739430	
OK		Full Service	3421893	PAUL BRYANT DRIVE BRANCH	2323 PAUL W BRYANT DRIVE	TUSCALOOSA	AL	35403	TUSCALOOSA	UNITED STATES	448913	5	FIRST NATIONAL BANK OF CENTRAL ALABAMA	739430	

FORM FR Y-6
FIRST NATIONAL BANCSHARES OF CENTRAL ALABAMA, INC.
DECEMBER 31, 2013

Report Item 3: Shareholders

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

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-13			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 12-31-13		
(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	(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage Each Class of Voting Securities
W. C. Martin, Jr. Aliceville, AL	USA	10,740 – 12% common stock	None		
W. R. McKinzey Aliceville, AL	USA	* 14,003 – 15% common stock			
Susan M. Milner Aliceville, AL	USA	*14,302 – 16% common stock			
Milner Ltd Partnership Aliceville, AL	USA	12,429 – 13% common stock			
Barbara Jordan Aliceville, AL	USA	13,472 – 15% common stock			
Juanita S. Lee Aliceville, AL	USA	6,100 – 6% common stock			

*Includes shares of Milner Limited Partnership

FORM FR Y-6
FIRST NATIONAL BANCSHARES OF CENTRAL ALABAMA, INC.
DECEMBER 31, 2013

Report Item 4: Directors and Officers

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

(1) Name & 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 (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) 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)
Barbara Jordan Aliceville, AL USA	Retired	Director	Director (First National Bank of Central Alabama)	N/A	15%	N/A	N/A
W.C. Martin, Jr. Aliceville, AL USA	Retired	None	None	N/A	12%	N/A	N/A
Virginia S. Lee Aliceville, AL USA	N/A	VP, Secretary, and Treasurer	COO, Director and Chief Financial Officer (First National Bank of Central Alabama)	N/A	1%	N/A	N/A
Newell Moss Gordo, AL USA	N/A	None	Senior Vice President (First National Bank of Central Alabama)	N/A	1%	N/A	N/A
Shirley Griffin Aliceville, AL USA	N/A	None	Senior Vice President (First National Bank of Central Alabama)	N/A	1%	N/A	N/A
Jennifer James Aliceville, AL USA	N/A	None	Senior Vice President (First National Bank of Central Alabama)	N/A	0%	N/A	N/A
James B. Flemming Tuscaloosa, AL USA	N/A	President	President, CEO and Director (First National Bank of Central Alabama)	N/A	1%	N/A	N/A

(Continued)

FORM FR Y-6
 FIRST NATIONAL BANCSHARES OF CENTRAL ALABAMA, INC.
 DECEMBER 31, 2013

Report Item 4: Directors and Officers

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

(1) Name & 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 (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) 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)
W. R. McKinzey Aliceville, AL USA	Mayor of the City of Aliceville and Business Owner	Chairman and Director	Director (First National Bank of Central Alabama)	President - Tenn-Tom Publishing Corporation President - M & M Printing Corporation	*15%	N/A	Tenn-Tom Publishing Corporation - 100% M&M Printing Corporation - 100%
Susan M. Milner Aliceville, AL USA	Attorney	None	Director (First National Bank of Central Alabama)	N/A	*16%	N/A	N/A
Mary M. Noland Aliceville, AL USA	N/A	Vice Chairman and Director	Director and Banking Officer (First National Bank of Central Alabama)	N/A	3%	N/A	N/A
James H. Clayton, Jr. Tuscaloosa, AL USA	N/A	None	Director and Executive Vice President (First National Bank of Central Alabama)	N/A	1%	N/A	N/A
Principal Shareholder: Milner Ltd Partnership Aliceville, AL USA	N/A	None	None	N/A	13%	N/A	N/A

* Includes shares of Milner Limited Partnership