

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, **William R. Blanton**

Reporter's Name, Street, and Mailing Address

First Century Bancorp

Legal Title of Holding Company

807 Dorsey Street

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

Gainesville

GA

30501

City

State

Zip Code

Name of the Holding Company Director and Official

Chairman and CEO

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.

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:

Denise Smyth

CFO

Name

Title

770-280-0857

Area Code / Phone Number / Extension

770-280-0895

Area Code / FAX Number

denise.smyth@myfcbusa.com

E-mail Address

www.myfirstcenturybank.com

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

Signature of Holding Company Director and Official

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 **2997739**

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

(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

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City State Zip Code

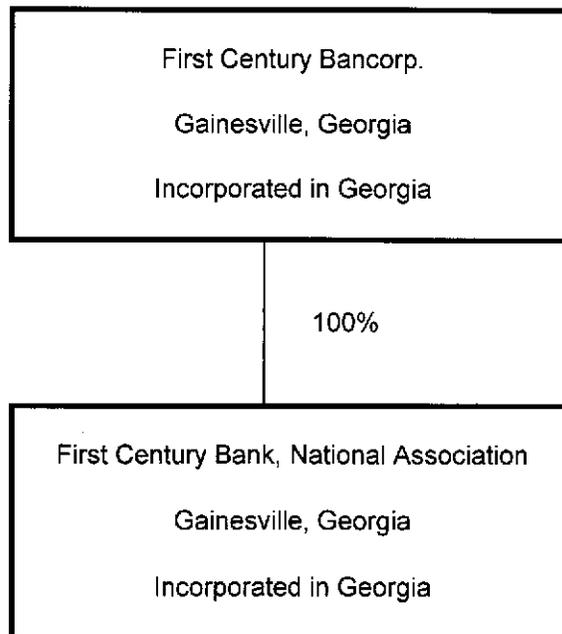
Physical location (if different from mailing address)

**First Century Bancorp.
Gainesville, Georgia
Fiscal Year Ending December 31, 2013**

Reported Item

- 1 (a) Annual report will be forwarded at a later date.
- 1 (b) N/A
- 1 (c) N/A

2. Organization Chart:



Results: A list of branches for your depository institution: FIRST CENTURY BANK NATIONAL ASSOCIATION (ID: RSSD: 2997748). This depository institution is held by FIRST CENTURY BANKCORP. (2997739) of GAINESVILLE, GA. 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 emailing this to your FRB contact, put your institution name, city and state in the subject line of the email.

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://10online.federalreserve.gov>.

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

Branch Action	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)	2997748	FIRST CENTURY BANK NATIONAL ASSOCIATION	807 DONREY STREET	GAINESVILLE	GA	30601	HALL	UNITED STATES	358023		FIRST CENTURY BANK NATIONAL ASSOCIATION	2997748	

Form FR Y-6
First Century Bancorp.
Gainesville, Georgia
Fiscal Year Ending December 31, 2013

Report Item 3: Securities holders
(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 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 fiscal 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	(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
William A. Bagwell, Jr. Alto, GA USA	USA	469 - 7.96% Common Stock 685 - 9.59% Warrants			
William R. Blanton Alpharetta, GA	USA	1,449 - 24.59% Common Stock 2,719 - 23.81% Warrants			
William M. Evans, Jr. Atlanta, GA	USA	356 - 6.04% Common Stock 253 - 3.87% Warrants			
Strickland General Agency Duluth, GA	USA	445 - 7.55% Common Stock 89 - 1.38% Warrants			
Joe McCart 2012 Family Trust Ponte Vedra Beach, FL	USA	585 - 9.93% Common Stock 481 - 6.80% Warrants			
Richard T. Smith Sandy Springs, GA	USA	475 - 8.06% Common Stock 461 - 6.67% Warrants			
Neil Strickland Dawsonville, GA	USA	150 - 2.55% Common Stock 213 - 3.40% Warrants			
Silver Hill Enterprises, LP Atlanta, GA	USA	283 - 4.80% Common Stock 877 - 12.33% Warrants			

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Gainesville, Georgia
Fiscal Year Ending December 31, 2013

Report Item 4: Directors and Officers, and principal shareholders

(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 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 name 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) any other company, if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
William A. Bagwell, Jr. Alto, GA USA	Real Estate Investment	Director	Director (First Century Bank, N.A.)	Manager, Homestead Investments, LLC	17.55%	None	None
William R. Blanton Alpharetta, GA USA	Private Investor	Chairman of the Board/CEO	Chairman of the Board/CEO (First Century Bank, N.A.)	Managing Member, Terrazza Realty Investments, LLC Managing Member, Terrazza Realty Advisors, LLC President, 1475 Holding Company Vice Chairman & CEO, First Covenant Bank Managing Member, Skatt Investments, LLC Managing Member, Tassa Enterprises, LLC Managing Member, Imposto Holdings, LLC Managing Member, BRG Collections, LLC Managing Member, Ponce Collections, LLC Managing Member, FTDD3, LLC (inactive) Managing Member, Macon Capital, LLC Managing Member, Rivamar Investments, LLC Managing Member, Tassa Partners I, LLC Managing Member, Provident Payment Systems, LLC	48.40%	None	Terrazza Realty Advisors, LLC - 100% 1475 Holding Company - 100% Skatt Investments, LLC - 85% Tassa Enterprises, LLC - 100% Imposto Holdings, LLC - 100% BRG Collections, LLC - 100% Ponce Collections, LLC - 50% FTDD3, LLC - 50% Macon Capital, LLC - 50% Rivamar Investments, LLC - 85% Tassa Partners I, LLC - 25% Provident Payment Systems, LLC - 60%
Lanny W. Dunagan Gainesville, GA	Welding	Director Corporate Secretary	Director (First Century Bank, N.A.)	Owner, Lanny Dunagan's Welding Service	2.20%	None	Lanny Dunagan's Welding Service - 100%
William M. Evans, Jr. Atlanta, GA USA	Real Estate Development	Director	Director (First Century Bank, N.A.)	President, Fox Creek Properties Partner, Piedmont Investments	9.91%	None	Fox Creek Properties - 100% Piedmont Investments - 33%
R. Allen Smith Cornelia, GA USA	None	None	Director (First Century Bank, N.A.)	None	1.29%	None	None
Dr. Wendell A. Turner Gainesville, GA USA	Medical	Director	Director (First Century Bank, N.A.)	Owner, Gainesville Gynecology, LLC	2.88%	None	Gainesville Gynecology, LLC - 100%
R.K. Whitehead III Gainesville, GA USA	President of Whitehead Die Casting, Co. Inc.	Director	Director (First Century Bank, N.A.)	President, Whitehead Die Casting, Co. Inc. President, WDI Company Managing member, Alegro Leasing, LLC Secretary and Treasurer, Palatka Land and Timber Co. President, Alegro Enterprises Director, Northeast Georgia Health Systems Director, Elachee Nature Science Center	4.71%	None	Whitehead Diecasting - 92% WDI Company - 100%
Michael Harris Watkinsville, GA USA	None	None	Director and Chief Operating Officer (First Century Bank, N.A.)	None	1.04%	None	None
Joë McCart 2012 Family Trust Ponte Vedra Beach, FL USA	N/A	None	None	N/A	16.73%	None	N/A
Silver Hill Enterprises, LP	N/A	None	None	N/A	17.14%	None	N/A

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 Gainesville, Georgia
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(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 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 name 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) any other company, if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Stone Mountain, GA USA							
Richard T. Smith Sandy Springs, GA USA	Attorney	Director	Director (First Century Bank, N.A.)	President, Vista Title Co. Manager, Smith Ronick Corbin, LLC Manager, Ryland Title, LLC President, Richard T. Smith, PC	14.73%	None	Vista Title Co. - 100% Ryland Title, LLC - 50% Richard T. Smith, PC - 50%