

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, John R. Lancaster

Name of the Holding Company Director and Official

President/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.

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.

Signature of Holding Company Director and Official

3/28/14

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 3807899
C.I. _____

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

December 31, 2013

Month / Day / Year

Reporter's Name, Street, and Mailing Address

First Freedom Bancshares, Inc.

Legal Title of Holding Company

PO Box 100

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

Lebanon TN 37088-0100

City State Zip Code

1620 West Main Street, Lebanon, TN 37087

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Michael R. Wiggington CFO

Name Title

615-470-1312

Area Code / Phone Number / Extension

615-470-1357

Area Code / FAX Number

mwigington@firstfreedombank.com

E-mail Address

www.firstfreedombank.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

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.

N/A

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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First Freedom Bancshares, Inc.

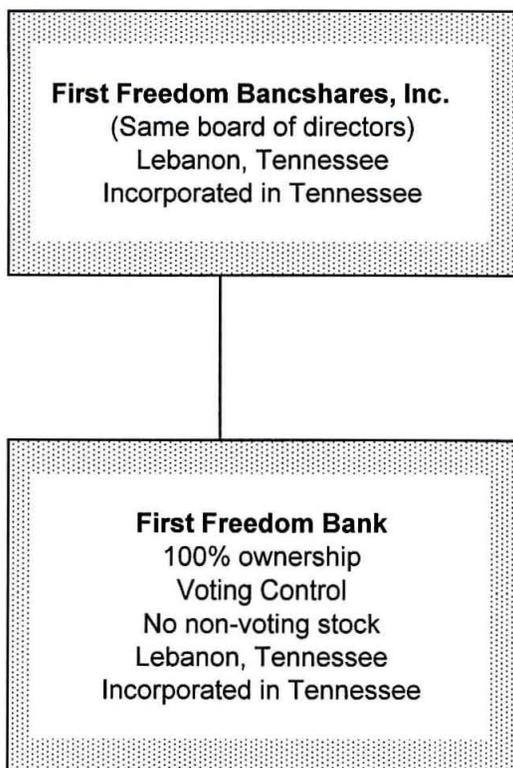
REPORT ITEM 1 : Annual Report to Shareholders

December 31, 2013

No annual report to shareholders will be prepared.

First Freedom Bancshares, Inc.

REPORT ITEM 2a: Organization Chart
December 31, 2013



First Freedom Bancshares, Inc.

REPORT ITEM 2b: Domestic Branch Listing
December 31, 2013

Branch 01: Main Office

Opened 04/03/06

1620 West Main Street

Lebanon, Tennessee 37087 (Wilson County, U.S.A.)

Full Service

Branch 02: Mt. Juliet Office

Opened 04/17/08

12888 Lebanon Road

Mt. Juliet, Tennessee 37122 (Wilson County, U.S.A.)

Full Service

Branch 03: Providence Office

Opened 03/11/09

2008 Providence Parkway

Mt. Juliet, Tennessee 37122 (Wilson County, U.S.A.)

Full Service

OK

First Freedom Bancshares, Inc.

REPORT ITEM 3: Securities holders

December 31, 2013

Subitem 1, Securities holders with more than 5% control of voting securities at year end: **See table below**

| (1)(a) Name, City, State, Country | (1)(b) Country of Citizenship or Incorporation | (1)(c) Number and Percentage of Each Class of Voting Securities |
|-----------------------------------|---|--|
| John High Bradshaw | | 53,370 Shares - Voting Common Stock (3.13%) |
| Lebanon, TN USA | USA | 66,300 Options - Voting Common Stock (3.89%) |
| John Robert Lancaster | | 48,545 Shares - Voting Common Stock (2.85%) |
| Lebanon, TN USA | USA | 66,300 Options - Voting Common Stock (3.89%) |
| Kenneth Cecil Howell | | 26,850 Shares - Voting Common Stock (1.57%) |
| Lebanon, TN USA | USA | 58,400 Options - Voting Common Stock (3.43%) |

Subitem 2, Securities holders with more than 5% control of voting securities during fiscal year not reported above: **None**

First Freedom Bancshares, Inc.

REPORT ITEM 4: Insiders

December 31, 2013

| (1) Name, 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) Names of other companies if 25% or more of voting securities are held |
|---|--|---|---|---|--|--|--|
| John Robert Lancaster Lebanon, TN, USA | CEO & President First Freedom Bank | Director & CEO | CEO / Director - First Freedom Bank | Partner | 6.74% | N/A | Dugdale & Lancaster, GP (50%); Teeley Pole Assets GP (25%) |
| Kenneth Cecil Howell Lebanon, TN, USA | Chairman of First Freedom Bank | Director & Chairman | Chairman / Director - First Freedom Bank | N/A | 5.00% | N/A | N/A |
| John High Bradshaw Lebanon, TN, USA | COO & CLO of First Freedom Bank | Director & COO | COO / Director - First Freedom Bank | Partner | 7.02% | N/A | JB Realty (50%) |
| Robert Cameron Woods Lebanon, TN, USA | Physician | Director | Director - First Freedom Bank | Member, St. Thomas Heart Group | 2.15% | N/A | N/A |
| Veronica Rochell Bender Lebanon, TN, USA | Educator | Director | Director - First Freedom Bank | Principal, Friendship Christian Middle School | 1.50% | N/A | N/A |
| Charles Richard Haskins Lebanon, TN, USA | Farmer / Chemical Supply Co. Owner | Director | Director - First Freedom Bank | Co-owner, Lebanon Chemical, Inc. | 2.18% | N/A | Triple HHH Farms (50%); Lebanon Chemical Inc. (26.66%) |

| (1) Name, 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) Names of other companies if 25% or more of voting securities are held |
|---|--|---|---|---|--|--|--|
| Jackie Waldon Gaither Lebanon, TN, USA | Realtor | Director | Director - First Freedom Bank | Owner & Affiliate Broker, Cumberland Real Estate & Auction | 2.53% | N/A | Wilson County Investors, LLC (50%); Legends Properties, LLC (33.33%); The G Team (50%) |
| Matthew Juddson Sellars Lebanon, TN, USA | Funeral Director | Director | Director - First Freedom Bank | Owner, Sellars Funeral Home and Sellars Cremation Services | 1.11% | N/A | Sellars Funeral Home (50%); Sellars Cremation Services (50%); Mt. Juliet Funeral Home (50%); Mt. Juliet Cemetery (50%); Sellars Commemorative Solutions (100%) |
| Randy Gill Laine Lebanon, TN, USA | Engineer | Director | Director - First Freedom Bank | President, The Laine Company, Inc. | 1.41% | N/A | N/A |
| Hardie Vaughan Sorrells Lebanon, TN, USA | Physician | Director | Director - First Freedom Bank | Private Practice | 2.12% | N/A | Hardie V. Sorrells, MD, PC (100%) |
| Donald Madison Turner Lebanon, TN, USA | Real Estate Investor | Director | Director - First Freedom Bank | Retired President of Cracker Barrel Old Country Stores, Inc. | 2.92% | N/A | All American Classics of TN, Inc (30%); TUMILA, LLC (33.33%); Classic Cars Shareholders (50%) |
| Michael R. Wiggington Lebanon, TN, USA | CFO of First Freedom Bank | CFO | CFO - First Freedom Bank | N/A | 1.34% | N/A | N/A |