

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, 2012**

Month / Day / Year

I, **RODNEY HOWARD**

Name of the Holding Company Director and Official

**PRESIDENT & DIRECTOR**

Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

**FIRST METRO BANCORP**

Legal Title of Holding Company

**406 W AVALON AVE**

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

**MUSCLE SHOALS AL 35661**

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:

**DONNA KEENUM SECRETARY**

Name Title

**256-386-0600-2200**

Area Code / Phone Number / Extension

**256-386-0651**

Area Code / FAX Number

**dkeenum@firstmetro.net**

E-mail Address

n/a

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

Signature of Holding Company Director and Official

**03/25/2013**

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.

**1980846**

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.*

NONE

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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Revised 4-22-13

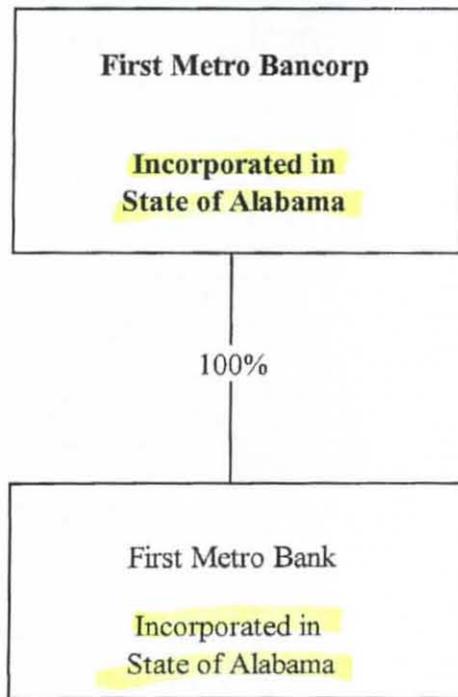
Form FR Y-6

**First Metro Bancorp**  
**Muscle Shoals, Alabama**  
**Fiscal Year Ending December 31, 2012**

Report Item

- 1: a. The BHC is not required to prepare form 10K with the SEC.
- 1: b. The BHC does not prepare an annual report for its shareholders.

2:a. Organization Chart



2.b. Domestic Branch Listing (see attached)

**Results:** A list of branches for your depository institution: FIRST METRO BANK (ID\_RSSD: 1222519).  
 This depository institution is held by FIRST METRO BANCORP (1980848) of MUSCLE SHOALS, AL.  
 The data are as of 12/31/2012. Data reflects information that was received and processed through 02/24/2013.

**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	Count
CORRECT		Full Service (Head Office)	1222519	FIRST METRO BANK	406 WEST AVALON AVENUE	MUSCLE SHOALS	AL	35681	COLE
CORRECT		Full Service	3359071	CLOVERDALE ROAD OFFICE	3121 CLOVERDALE ROAD	FLORENCE	AL	35633	LAUD
CORRECT		Full Service	3372726	GREENHILL BRANCH	7400 HIGHWAY 43	FLORENCE	AL	35634	LAUD
CORRECT		Full Service	3366079	MALL BRANCH	2708 HOUGH RD	FLORENCE	AL	35630	LAUD
CORRECT		Full Service	2465733	PINE STREET BRANCH	304 SOUTH PINE STREET	FLORENCE	AL	35630	LAUD
CORRECT		Full Service	3039597	LEXINGTON BRANCH	11277 HIGHWAY 101	LEXINGTON	AL	35648	LAUD
CORRECT		Full Service	2327608	RUSSELLVILLE BRANCH	15315 HIGHWAY 43 BYPASS	RUSSELLVILLE	AL	35653	FRAN
CORRECT		Full Service	1836859	TUSCUMBIA BRANCH	301 N MAIN STREET	TUSCUMBIA	AL	35674	COLE

**Form FR Y-6**  
December 31, 2011

**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 12-31-12			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 12-31-12		
(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number & % of Each Class of Voting Securities	(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number & % of Each Class of Voting Securities
Noah Edward Underwood Tuscumbia, AL, USA	USA	Common stock 33,560 sh. -- 7.52%	None		Common stock
Rodney Howard Muscle Shoals, AL, USA	USA	Common stock 28,385 sh. -- 6.36%			

Report Item 4: Directors & Officers

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

(1) Names & Address	(2) Principal occupation if other than with Bank Holding Co.	(3)(a) Title & Position with Bank Holding Co.	(3)(b) Title & Position with First Metro Bank	(3)(c) Title & Position with other businesses (include name of other businesses)	(4)(a) % of voting shares in Bank Holding Co.	(4)(b)	(4) List names of other companies (includes partnerships) if 25% or more of voting securities are held (list companies & % of voting securities held)
Rodney Howard Muscle Shoals, AL, USA	Banker	Director & President	Director & CEO	JoBabe Properties, Partner Select Properties, Partner	6.36%	N/A	JoBabe Properties-50% Select Properties - 50%
Harold Gene Aycock Sheffield, AL, USA	Pharmacist & Real Estate Developer	Director	N/A	Second Creek, LLC- Member Ala Tenn - Partner Martin-Aycock Properties LLC - Member Martin-Aycock-McCoy LLC - Member McCoy, Aycock, LLC - Member King Street Properties Riverbluff Properties LLC - Member BAM, LLC-Member	3.64%	N/A	Second Creek, LLC - 50% Ala Tenn - 33% Martin-Aycock Properties LLC - 50% Aycock,McCoy & Martin LLC - 33% McCoy, Aycock, LLC - 50% King Street Properties - 50% Riverbluff Properties LLC - 50% BAM, LLC - 33%
James D. Hughston Tuscumbia, AL, USA	Attorney	Director	N/A	Black & Hughston PC - Partner North AL Abstract & Guaranty Co., Inc. Secretary Triple J Investments, LLC, Partner JH Properties, LLC	4.59%	N/A	Black & Hughston - 50% North AL Abstract & Guaranty Co., Inc. - 50% Triple J Investments, LLC-50% JH Properties, LLC - 100%
Noah Edward Underwood Tuscumbia, AL, USA	Agricultural Equipment Dealer	Director	N/A	Tractor Supply, Inc. - President Agri-City Tractors, Inc. - CEO Underwood, Inc. - President Select Properties - Partner Underwood Farms-Partner TriGreen Equipment, LLC-Director	7.52%	N/A	Tractor Supply, Inc.-51% Agri-City Tractors, Inc.-33% Underwood, Inc. - 50% Select Properties - 50%
Glenda Bowling Florence, AL, USA	Retired	Director	N/A	N/A	3.60%	NA	N/A
Donald L. Lewis Florence, AL USA	Retired	Director	N/A	N/A	1.66%	N/A	N/A
Gregg Pounders Florence, AL, USA	Commercial R/E Broker & Developer	Director	N/A	See "Schedule 1" attached	0.47%	N/A	See "Schedule 1" attached
Greg Bowling Russellville, AL, USA	Banker	Vice President & Director	Exec. VP	N/A	2.86%	N/A	N/A
Harvey Robbins Tuscumbia, AL, USA	Retired	Director	N/A	Robbins Development, Inc.-President Robbins Property Develop, Inc.-Pres. Applied Plastics, Inc.-President Tuscumbia Properties, LLC- President Creative Managmnt Services, Inc.-President	1.15%	N/A	Robbins Development, Inc.-100% Robbins Prop Development-100% Applied Plastics, Inc. - 100% Tuscumbia Properties, LLC - 100% Creative Managmnt Serv.-100%
Bobby Irons Florence, AL, USA	Retired	Director	N/A	N/A	0.11%	N/A	N/A
John Conn Muscle Shoals, AL, USA	CFO	Treasurer	ExecVP&CF	N/A	1.74%	N/A	N/A
Donna Patrick Keenum Muscle Shoals, AL, USA	Executive Secretary	Secretary	Exec. Sec.	N/A	0.25%	N/A	N/A

**"SCHEDULE 1"**  
**Related Interests of**

**Donald Gregg Ponders**

<b>Ownership Percentage</b>	<b>Entity Name</b>	<b>Ownership Percentage</b>	<b>Entity Name</b>
6.67%	Avalon Equity Investors, Ltd.	100.00%	Ponders & Associates XXI, LLC
50.00%	Barnes-Ponders, LLC	100.00%	Ponders & Associates XXII, LLC
50.00%	Carbine & Ponders, LLC	100.00%	Ponders & Associates XXIII, LLC
50.00%	Carbine & Ponders II, LLC	100.00%	Ponders & Associates XXIV, LLC
50.00%	Hardeman-Ponders I, LLC	100.00%	Ponders & Associates XXV, LLC
50.00%	Hardeman-Ponders II, LLC	100.00%	Ponders & Associates XXVI, LLC
50.00%	Hardeman-Ponders III, LLC	100.00%	Ponders & Associates XXVII, LLC
33.33%	Hermitage Commons II, Inc.	50.00%	Ponders & Associates XXVIII, LLC
40.00%	Northwest Alabama Properties, Inc.	100.00%	Ponders & Associates XXIX, LLC
50.00%	Page-Ponders, LLC	100.00%	Ponders & Associates XXX, LLC
33.33%	Plantation Partners, LLC	50.00%	Ponders-Boggs I, LLC
100.00%	Ponders & Associates, Inc.	33.33%	PPG-Florence, LLC
100.00%	Ponders & Associates I, LLC	25.00%	RDIG I, Inc.
100.00%	Ponders & Associates II, LLC	25.00%	RDIG II, Inc.
50.00%	Ponders & Associates III, LLC	100.00%	Seven Points, LLC
61.00%	Ponders & Associates IV, LLC	100.00%	Thornton-Ponders, LLC
100.00%	Ponders & Associates V, LLC	33.33%	Warren-Ponders II, Inc.
33.33%	Ponders & Associates VI, LLC	33.33%	Warren-Ponders III, Inc.
100.00%	Ponders & Associates VII, LLC	33.33%	Warren-Ponders IV, Inc.
100.00%	Ponders & Associates VIII, LLC	33.33%	Warren-Ponders VIII, Inc.
33.33%	Ponders & Associates IX, LLC	33.33%	Warren-Ponders IX, Inc.
75.00%	Ponders & Associates X, LLC	33.33%	Warren-Ponders X, Inc.
100.00%	Ponders & Associates XI, LLC	33.33%	Warren-Ponders XI, Inc.
100.00%	Ponders & Associates XII, LLC	33.33%	Warren-Ponders XII, Inc.
100.00%	Ponders & Associates XIV, LLC	33.33%	Warren-Ponders XIV, Inc.
100.00%	Ponders & Associates XV, LLC	20.00%	Warren-Ponders XV, Inc.
100.00%	Ponders & Associates XVI, LLC	33.33%	Warren-Ponders XVI, Inc.
100.00%	Ponders & Associates XVII, LLC	33.33%	Warren-Ponders XVII, Inc.
100.00%	Ponders & Associates XVIII, LLC	50.00%	Wilson Dam Highway Partners, LLC
100.00%	Ponders & Associates XIX, LLC	100.00%	Woodward Partners, LLC
100.00%	Ponders & Associates XX, LLC		