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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, RODNEY HOWARD

Name of the Holding Company Director and Official

PRESIDENT & DIRECTOR

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.

Rodney Howard
 Signature of Holding Company Director and Official

03/10/2014

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 1980846.

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 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

Physical location (if different from mailing address)

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

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

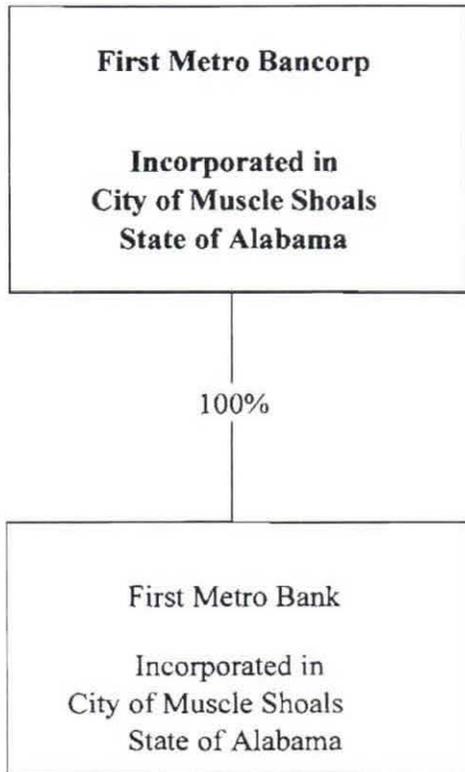
Form FR Y-6

First Metro Bancorp
Muscle Shoals, Alabama
Fiscal Year Ending December 31, 2013

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 12/31/2013. 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)	1222519	FIRST METRO BANK	406 WEST AVALON AVENUE	MUSCLE SHOALS	AL	35601	COLBERT	UNITED STATES	39709	0	FIRST METRO BANK	1222519	
OK		Full Service	3359071	CLOVERDALE ROAD OFFICE	3121 CLOVERDALE ROAD	FLORENCE	AL	35633	LAUDERDALE	UNITED STATES	443307	8	FIRST METRO BANK	1222519	
OK		Full Service	3372726	GREENHILL BRANCH	7400 HIGHWAY 43	FLORENCE	AL	35634	LAUDERDALE	UNITED STATES	442275	7	FIRST METRO BANK	1222519	
OK		Full Service	3366079	MALL BRANCH	2708 HOUGH RD	FLORENCE	AL	35630	LAUDERDALE	UNITED STATES	261903	5	FIRST METRO BANK	1222519	
OK		Full Service	2465733	PINE STREET BRANCH	325 SOUTH PINE STREET	FLORENCE	AL	35630	LAUDERDALE	UNITED STATES	261902	4	FIRST METRO BANK	1222519	
OK		Full Service	3039597	LEXINGTON BRANCH	11277 HIGHWAY 101	LEXINGTON	AL	35648	LAUDERDALE	UNITED STATES	360338	6	FIRST METRO BANK	1222519	
OK		Full Service	2327608	RUSSELLVILLE BRANCH	15315 HIGHWAY 43 BYPASS	RUSSELLVILLE	AL	35653	FRANKLIN	UNITED STATES	261901	3	FIRST METRO BANK	1222519	
OK		Full Service	1836859	TUSCUMBIA BRANCH	301 N MAIN STREET	TUSCUMBIA	AL	35674	COLBERT	UNITED STATES	261900	2	FIRST METRO BANK	1222519	

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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 & % 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 33,743 sh. -- 7.56%	None		Common stock
Rodney Howard Muscle Shoals, AL, USA	USA	Common stock 27,167 sh. -- 6.09%			

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	6.09%	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 - 50% 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	7.56%	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
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	0.32%	N/A	N/A

Revised

"SCHEDULE 1"
Related Interests of Donald Gregg Ponders

DONALD GREGG PONDERS

<u>Entity Name</u>	<u>Ownership Percentage</u>	<u>Title</u>
Avalon Equity Investors, Ltd.	10.05%	General Partner is Northwest Alabama Properties, Inc. and I am Secretary-Treasurer of Northwest Alabama Properties, Inc.
Barnes Ponders, LLC	50.00%	Member/Manager
Carbine & Ponders, LLC	50.00%	Member/Manager
Carbine & Ponders II, LLC	50.00%	Member/Manager
Hardeman-Ponders I, LLC	50.00%	Member/Manager
Hardeman-Ponders II, LLC	50.00%	Member/Manager
Hardeman-Ponders III, LLC	50.00%	Member/Manager
Hermitage Commons II, Inc.	33.33%	Secretary-Treasurer
Northwest Alabama Properties, Inc.	40.00%	Secretary-Treasurer
Page-Ponders, LLC	50.00%	Member/Manager
Plantation Partners, LLC	33.33%	Member/Manager
Ponders & Associates, Inc.	100.00%	President
Ponders & Associates I, LLC	100.00%	Member/Manager
Ponders & Associates II, LLC	100.00%	Member/Manager
Ponders & Associates III, LLC	50.00%	Member/Manager
Ponders & Associates IV, LLC	50.00%	Member/Manager
Ponders & Associates V, LLC	100.00%	Member/Manager
Ponders & Associates VI, LLC	33.33%	Member/Manager
Ponders & Associates VII, LLC	100.00%	Member/Manager
Ponders & Associates VIII, LLC	100.00%	Member/Manager
Ponders & Associates IX, LLC	33.33%	Member/Manager
Ponders & Associates X, LLC	75.00%	Member/Manager
Ponders & Associates XI, LLC	100.00%	Member/Manager
Ponders & Associates XII, LLC	100.00%	Member/Manager
Ponders & Associates XIV, LLC	100.00%	Member/Manager
Ponders & Associates XV, LLC	100.00%	Member/Manager
Ponders & Associates XVI, LLC	100.00%	Member/Manager
Ponders & Associates XVII, LLC	100.00%	Member/Manager
Ponders & Associates XVIII, LLC	100.00%	Member/Manager
Ponders & Associates XIX, LLC	100.00%	Member/Manager
Ponders & Associates XX, LLC	100.00%	Member/Manager
Ponders & Associates XXI, LLC	100.00%	Member/Manager
Ponders & Associates XXII, LLC	100.00%	Member/Manager
Ponders & Associates XXIII, LLC	100.00%	Member/Manager
Ponders & Associates XXIV, LLC	100.00%	Member/Manager
Ponders & Associates XXV, LLC	100.00%	Member/Manager
Ponders & Associates XXVI, LLC	100.00%	Member/Manager
Ponders & Associates XXVII, LLC	100.00%	Member/Manager
Ponders & Associates XXVIII, LLC	50.00%	Member/Manager
Ponders & Associates XXIX, LLC	100.00%	Member/Manager
Ponders & Associates XXX, LLC	100.00%	Member/Manager
Ponders & Associates XXXI, LLC	100.00%	Member/Manager
Ponders-Boggs I, LLC	50.00%	Member/Manager
PPG-Florence, LLC	33.33%	Member/Manager
RDIG I, Inc.	25.00%	Treasurer
RDIG II, Inc.	25.00%	Treasurer
Seven Points, LLC	100.00%	Member/Manager
Thornton-Ponders, LLC	100.00%	Member/Manager
Warren-Ponders II, Inc.	33.33%	Secretary-Treasurer
Warren-Ponders III, Inc.	33.33%	Secretary-Treasurer
Warren-Ponders IV, Inc.	33.33%	Secretary-Treasurer
Warren-Ponders VIII, Inc.	33.33%	Secretary-Treasurer
Warren-Ponders IX, Inc.	33.33%	Secretary-Treasurer
Warren-Ponders X, Inc.	33.33%	Secretary-Treasurer
Warren-Ponders XI, Inc.	33.33%	Secretary-Treasurer
Warren-Ponders XII, Inc.	33.33%	Secretary-Treasurer
Warren-Ponders XIV, Inc.	33.33%	Secretary-Treasurer
Warren-Ponders XV, Inc.	40.00%	Secretary-Treasurer
Warren-Ponders XVI, Inc.	33.33%	Secretary-Treasurer
Warren-Ponders XVII, Inc.	33.33%	Secretary-Treasurer
Wilson Dam Highway Partners, LLC	50.00%	Member/Manager
Woodward Partners, LLC	100.00%	Member/Manager