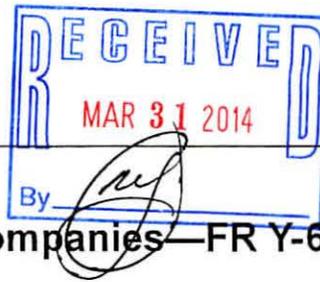




Annual Report of Holding Companies—FR Y-6



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 D. Belew
Name of the Holding Company Director and Official
President
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.

John D. Belew
Signature of Holding Company Director and Official
March 26, 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 1135356
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 National Talladega Corporation
Legal Title of Holding Company
PO Box 797
(Mailing Address of the Holding Company) Street / P.O. Box
Talladega AL 35161
City State Zip Code
120 E. North St. Talladega, AL 35160
Physical location (if different from mailing address)

Person to whom questions about this report should be directed:
Chad Thomas CFO
Name Title
256-761-2298
Area Code / Phone Number / Extension
256-362-3929
Area Code / FAX Number
cthomas@fnbtalladega.com
E-mail Address
www.fnbtalladega.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

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

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)

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City State Zip Code

Physical location (if different from mailing address)

Results: A list of branches for your depository institution: FIRST NATIONAL BANK OF TALLADEGA, THE (ID_RSSD: 257233).

This depository institution is held by FIRST NATIONAL TALLADEGA CORPORATION (1135356) of TALLADEGA, 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)	257233	FIRST NATIONAL BANK OF TALLADEGA, THE	120 EAST NORTH ST	TALLADEGA	AL	35160	TALLADEGA	UNITED STATES	1853	0	FIRST NATIONAL BANK OF TALLADEGA, THE	257233	
OK		Full Service	256731	LINCOLN BRANCH	47743 U S HIGHWAY 78	LINCOLN	AL	35096	TALLADEGA	UNITED STATES	194487	1	FIRST NATIONAL BANK OF TALLADEGA, THE	257233	
OK		Full Service	1216938	MUNFORD BRANCH	44388 AL HIGHWAY 21	MUNFORD	AL	36268	TALLADEGA	UNITED STATES	194488	2	FIRST NATIONAL BANK OF TALLADEGA, THE	257233	

Report Item 2b: Domestic Branch Listing

Verification of the domestic branch listing was e-mailed separately in an excel spreadsheet to Structure1@atl.frb.org on March 12, 2014.

Report Item 3: Securities Holders

- (1) A. Robert C. Weaver, Talladega, AL USA
B. U.S.A.
C. 41,320 shares -- 5.9% Common Capital

A. William Larkin Coker, Talladega, AL USA
B. U.S.A.
C. 36,000 shares B 5.2% Common Capital
- (2) None

Report Item 4: Insiders

- 1. (1) William Larkin Coker, Talladega, AL USA
(2) Industrialist
(3) a. Chairman / Director
b. Chairman (The First National Bank of Talladega)
c. President - Alabama Bag Co.
(4) a. 5.2% Common Capital
b. None
c. Alabama Bag Co., -- 52% Common Capital
- 2. (1) James N. Montgomery, Jr., Talladega, AL USA
(2) Lawyer
(3) a. Director
b. None
c. None
(4) a. 2.6% Common Capital
b. None
c. None
- 3. (1) Allen C. Jacobs, Jr., Talladega, AL USA
(2) Merchant
(3) a. Director

- b. Director (The First National Bank of Talladega)
 - c. President - Brannon's Inc.
 - (4) a. 1.0% Common Capital
 - b. None
 - c. Brannon's Inc., -- 28% Common Capital

- 4. (1) E. Neal Rodgers, Talladega, AL USA
 - (2) Merchant
 - (3) a. Director Emeritus
 - b. Director Emeritus (The First National Bank of Talladega)
 - c. President - Neal Rodgers Textile Dist., Inc.
 - (4) a. 1.2% Common Capital
 - b. None
 - c. Neal Rodgers Textile Dist., Inc. -- 100% Common Capital

- 7. (1) Julian M. King, Lincoln, AL USA
 - (2) Circuit Judge
 - (3) a. Director
 - b. Director (The First National Bank of Talladega)
 - c. None
 - (4) a. 0.6% Common Capital
 - b. None
 - c. Tri B Associates, LLC - 25% Owner

- 8. (1) Tommy Spears, Talladega, AL USA
 - (2) Pharmacist - Retired
 - (3) a. Director
 - b. Director (The First National Bank of Talladega)
 - c. None
 - (4) a. 0.9% Common Capital
 - b. None
 - c. None

9.
 - (1) Richard F. Barber, Talladega, AL USA
 - (2) Owner / Operator of Real Estate Holding Company
 - (3)
 - a. Director
 - b. Director (The First National Bank of Talladega)
 - c. Owner / President – Barber Properties
 - (4)
 - a. 3.5% Common Capital
 - b. None
 - c. Barber Properties – 50% Common Capital
Mini Storage, LLC – 100% Common Capital
Wood Hills, LLC – 100% Common Capital
R. T. Barber Properties, LLC – 50% Common Capital

10.
 - (1) Jonathan Chad Jones, Oxford, AL USA
 - (2) Bank Officer
 - (3)
 - a. Director
 - b. Director, Sr. Vice President and Sr. Loan Officer (The First National Bank of Talladega)
 - c. None
 - (4)
 - a. 0.04% Common Capital
 - b. None
 - c. None

11.
 - (1) John D. Belew, Birmingham, AL USA
 - (2) Bank Officer
 - (3)
 - a. Director and President
 - b. Director, CEO, President and Trust Officer (The First National Bank of Talladega)
 - (4)
 - a. None
 - b. None
 - c. None