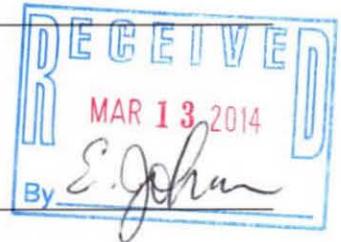


Board of Governors of the Federal Reserve System



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. **Phillip L. Crawford**

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.

Reporter's Name, Street, and Mailing Address

First Pikeville Bancshares, Inc.

Legal Title of Holding Company

P.O. Box 488

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

Pikeville TN 37367

City State Zip Code

411 Spring Street, Pikeville, TN 37367

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:

Phillip L. Crawford President

Name Title

423-447-2931

Area Code / Phone Number / Extension

423-447-2319

Area Code / FAX Number

pcrawford@fnbpikevilletn.com

E-mail Address

Not Applicable

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 **1082834**
 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

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

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

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

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

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

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

Physical location (if different from mailing address)

Report Item 1: Annual Reports to Shareholders

Not applicable.

Report Item 2a: Organization Chart

The organization chart of First Pikeville Bancshares, Inc. and Subsidiary has been included as Attachment 1 to FR Y-6 on page 2.

Report Item 2b: Domestic Branch Listing

Domestic branch listing provided to the Federal Reserve Bank via e-mail on February 4, 2014.

Report Item 3: Securities Holders

(1) A list of shareholders with 5% or more of the voting power of First Pikeville Bancshares, Inc. has been included as Attachment 2 to FR Y-6 on page 3.

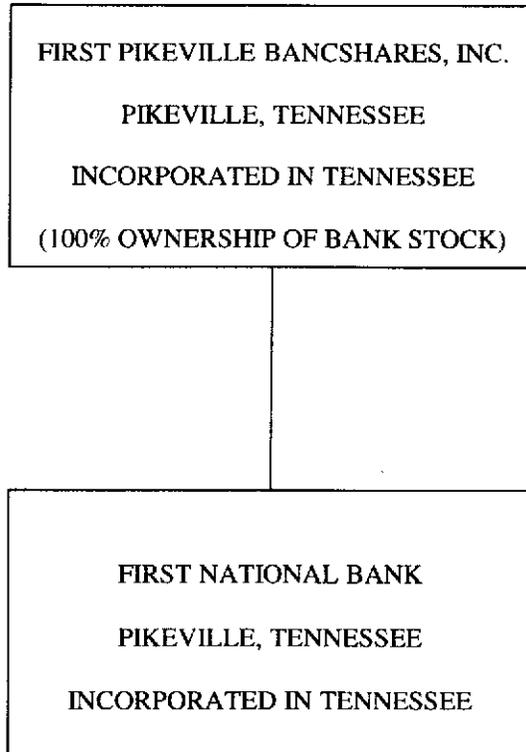
(2) Not applicable.

Report Item 4: Insiders

A list of insiders of First Pikeville Bancshares, Inc. has been included as Attachment 3 to FR Y-6 on page 4.

FIRST PIKEVILLE BANCSHARES, INC. AND SUBSIDIARY

ORGANIZATION CHART
December 31, 2013



Results: A list of branches for your depository institution: FIRST NATIONAL BANK (ID_RSSD: 702836).
 This depository institution is held by FIRST PIKEVILLE BANCSHARES, INC. (1082834) of PIKEVILLE, TN.
 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.

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)	702836	FIRST NATIONAL BANK	441 SPRING STREET	PIKEVILLE	TN	37367	BLEDSoE	UNITED STATES	3302	0	FIRST NATIONAL BANK	702836	
ok		Full Service	3480443	CROSSVILLE BRANCH	1251 NORTH MAIN STREET	CROSSVILLE	TN	38555	CUMBERLAND	UNITED STATES	457261	2	FIRST NATIONAL BANK	702836	
change		Full Service	3216428	DUNLAP BRANCH	16893 RANKIN AVENUE NORTH	DUNLAP	TN	37327	SEQUATCHIE	UNITED STATES	422889	1	FIRST NATIONAL BANK	702836	

✓

FIRST PIKEVILLE BANCSHARES, INC.

CURRENT SECURITIES HOLDERS WITH OWNERSHIP, CONTROL OR
HOLDINGS OF 5% OR MORE WITH POWER TO VOTE AS OF
FISCAL YEAR ENDED DECEMBER 31, 2013

(1) (a) Name <u>City, State, Country</u>	(1) (b) Country of <u>Citizenship</u>	(1) (c) Number and Percentage of Each Class of <u>Voting Securities</u>	
Phillip Crawford Pikeville, Tennessee, USA	USA	4,764	13.3%
Howard Upchurch Pikeville, Tennessee, USA	USA	2,491	6.9%
SunTrust Bank as Co-Trustee Atlanta, Georgia, USA	USA	2,024	5.6%

FIRST PIKEVILLE BANCSHARES, INC.

LIST OF INSIDERS
December 31, 2013

(1) Name City, State, Country	(2) Principal Occupation	3(a) Bank Holding Company	3(b) Title or Position With		4(a)		4(b) Percent of Voting Shares		4(c)
			Bank	Other Business	First Pikeville Bancshares, Inc.		Subsidiaries	Other Companies	
Phillip L. Crawford Pikeville, Tennessee, USA	Banker	President and Director	President and Director	None	4,764	13.3%	Not applicable	Not applicable	
L. Clay Roberson Pikeville, Tennessee, USA	None	Director	Director	None	1,673	4.7%	Not applicable	Not applicable	
J. William Pope, Jr. Pikeville, Tennessee, USA	Attorney	Chairman	Chairman	Attorney J. William Pope, Attorney	704	2.0%	Not applicable	Not applicable	
Mark L. Stephens Pikeville, Tennessee, USA	None	Director	Director	None	348	1.0%	Not applicable	Not applicable	
George S. Hamilton, Jr. Pikeville, Tennessee, USA	Realtor	Director	Director	None	1,276	3.5%	Not applicable	100% - Hamilton Land and Auction Co.	
Howard Upchurch Pikeville, Tennessee, USA	Attorney	Secretary and Director	Director	Attorney Howard Upchurch Attorney	2,491	6.9%	Not applicable	Not applicable	
James William Pope, III Pikeville, Tennessee, USA	Attorney	Director	Director	Assistant District Attorney	112	0.3%	Not applicable	Not applicable	