

APR 01 REC'D

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, **D. Michael Kramer**

Name of the Holding Company Director and Official

President, CEO & 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.

Reporter's Name, Street, and Mailing Address

First Security Group, Inc.

Legal Title of Holding Company

P. O. Box 11247

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

Chattanooga

TN

37401

City

State

Zip Code

531 Broad Street

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:

Jeff Powers

AVP, Assistant Controller

Name

Title

423-308-2017

Area Code / Phone Number / Extension

423-268-3383

Area Code / FAX Number

jpowers@fsgbank.com

E-mail Address

www.fsgbank.com

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

Signature of Holding Company Director and Official

[Signature]
3/27/2014

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
C.I.

2836801

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."

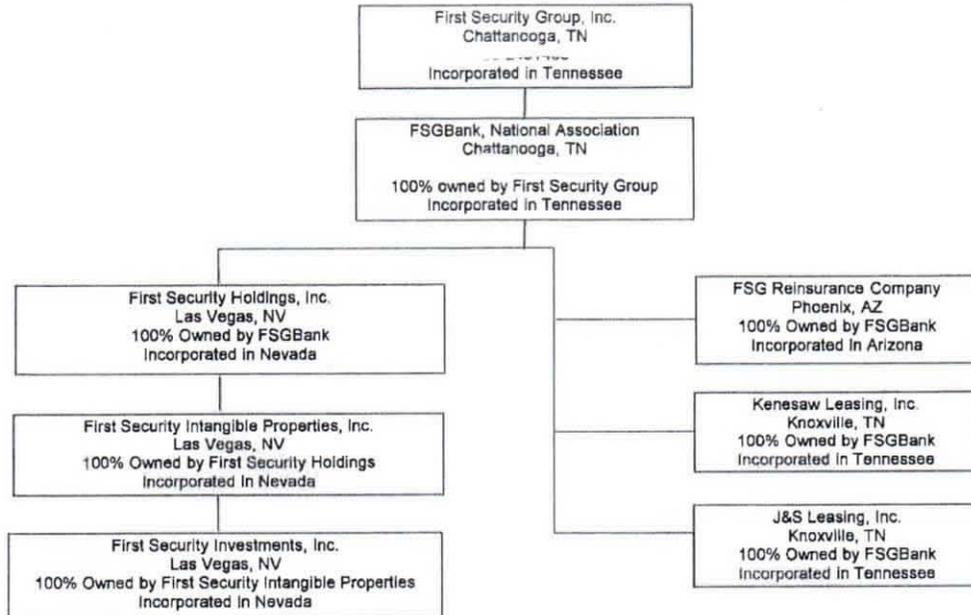
No

Form FR Y-6
First Security Group, Inc.
Chattanooga, TN
Fiscal Year Ending December 31, 2013

Report Item 1: Annual Report to Shareholders

First Security Group, Inc. is registered with the SEC

First Security Group, Inc. Organizational Chart



Results: A list of branches for your holding company: FIRST SECURITY GROUP, INC. (2836801) of CHATTANOOGA, 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.
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)	2920737	FSGBANK, NATIONAL ASSOCIATION	531 BROAD STREET	CHATTANOOGA	TN	37402	HAMILTON	UNITED STATES	81319	0	FSGBANK, NATIONAL ASSOCIATION	2920737	
OK		Limited Service	3181030	BRYMAN'S PLAZA BRANCH	715 SOUTH THORNTON AVENUE	DALTON	GA	30720	WHITFIELD	UNITED STATES	360762	17	FSGBANK, NATIONAL ASSOCIATION	2920737	
OK		Full Service	2836810	DALTON BRANCH	401 SOUTH THORNTON AVENUE	DALTON	GA	30720	WHITFIELD	UNITED STATES	77228	13	FSGBANK, NATIONAL ASSOCIATION	2920737	
OK		Full Service	2514042	EAST WALNUT AVENUE BRANCH	2918 EAST WALNUT AVENUE	DALTON	GA	30721	WHITFIELD	UNITED STATES	57088	16	FSGBANK, NATIONAL ASSOCIATION	2920737	
OK		Full Service	2504230	GLENWOOD AVENUE OFFICE	1237 NORTH GLENWOOD AVENUE	DALTON	GA	30721	WHITFIELD	UNITED STATES	289194	14	FSGBANK, NATIONAL ASSOCIATION	2920737	
OK		Full Service	3391138	VARNELL OFFICE	3895 CLEVELAND ROAD	DALTON	GA	30721	WHITFIELD	UNITED STATES	448887	39	FSGBANK, NATIONAL ASSOCIATION	2920737	
OK		Full Service	3208610	RINGGOLD GEORGIA BRANCH	35 POPLAR SPRINGS ROAD	RINGGOLD	GA	30736	CATOOSA	UNITED STATES	422580	18	FSGBANK, NATIONAL ASSOCIATION	2920737	
OK		Full Service	3632420	ALGOOD BRANCH	614 WEST MAIN STREET	ALGOOD	TN	38506	PUTNAM	UNITED STATES	467673	42	FSGBANK, NATIONAL ASSOCIATION	2920737	
OK		Full Service	2957032	FRONTIER BRANCH	835 SOUTH CONGRESS PARKWAY	ATHENS	TN	37303	MCMINN	UNITED STATES	359586	3	FSGBANK, NATIONAL ASSOCIATION	2920737	
OK		Full Service	2957041	EAST RIDGE BRANCH	4227 RINGGOLD ROAD	CHATTANOOGA	TN	37412	HAMILTON	UNITED STATES	361518	7	FSGBANK, NATIONAL ASSOCIATION	2920737	
OK		Full Service	3723560	GUNBARREL BRANCH	1740 GUNBARREL ROAD	CHATTANOOGA	TN	37421	HAMILTON	UNITED STATES	361517	6	FSGBANK, NATIONAL ASSOCIATION	2920737	
OK		Full Service	3030512	HIGHWAY 58 BRANCH	4535 HIGHWAY 58	CHATTANOOGA	TN	37416	HAMILTON	UNITED STATES	360049	4	FSGBANK, NATIONAL ASSOCIATION	2920737	
OK		Limited Service	3723579	SOUTHIDE BRANCH	1301 COWART STREET	CHATTANOOGA	TN	37402	HAMILTON	UNITED STATES	362431	10	FSGBANK, NATIONAL ASSOCIATION	2920737	
OK		Full Service	3632411	52 MOUSE CREEK - CLEVELAND BRANCH	52 MOUSE CREEK ROAD	CLEVELAND	TN	37312	BRADLEY	UNITED STATES	467672	41	FSGBANK, NATIONAL ASSOCIATION	2920737	
OK		Full Service	3389591	KEITH STREET CLEVELAND BRANCH	301 KEITH STREET, SW, VILLAGE GREEN TOWN CENTER	CLEVELAND	TN	37311	BRADLEY	UNITED STATES	448886	38	FSGBANK, NATIONAL ASSOCIATION	2920737	
Close	12/17/2013	Full Service	2423911	COOKEVILLE BRANCH	340 SOUTH JEFFERSON AVENUE	COOKEVILLE	TN	38501	PUTNAM	UNITED STATES	192573	36	FSGBANK, NATIONAL ASSOCIATION	2920737	Branch Closed
OK		Full Service	2767624	JACKSON BANK AND TRUST BRANCH	376 WEST JACKSON STREET	COOKEVILLE	TN	38501	PUTNAM	UNITED STATES	192574	37	FSGBANK, NATIONAL ASSOCIATION	2920737	
OK		Full Service	3276057	DANDRIDGE BRANCH	1013 SOUTH HIGHWAY 92	DANDRIDGE	TN	37725	JEFFERSON	UNITED STATES	430273	29	FSGBANK, NATIONAL ASSOCIATION	2920737	
OK		Full Service	723037	HULL STREET BRANCH	307 HULL AVENUE	GAINESBORO	TN	38562	JACKSON	UNITED STATES	1564	33	FSGBANK, NATIONAL ASSOCIATION	2920737	
OK		Full Service	3957954	HIXSON BRANCH	5188 HIGHWAY 153	HIXSON	TN	37343	HAMILTON	UNITED STATES	493150	43	FSGBANK, NATIONAL ASSOCIATION	2920737	
OK		Full Service	3153550	JEFFERSON CITY BRANCH	167 WEST BROADWAY BOULEVARD	JEFFERSON CITY	TN	37760	JEFFERSON	UNITED STATES	365631	21	FSGBANK, NATIONAL ASSOCIATION	2920737	
OK		Full Service	3247990	FARRAGUT BRANCH	155 NORTH CAMPBELL STATION ROAD	KNOXVILLE	TN	37934	KNOX	UNITED STATES	427728	28	FSGBANK, NATIONAL ASSOCIATION	2920737	
OK		Full Service	3342895	KNOX COUNTY BRANCH	1111 NORTHSHORE DRIVE, SUITE P100	KNOXVILLE	TN	37919	KNOX	UNITED STATES	419845	22	FSGBANK, NATIONAL ASSOCIATION	2920737	
Close	12/27/2013	Full Service	3289619	LOVELL ROAD OFFICE	307 LOVELL ROAD	KNOXVILLE	TN	37934	KNOX	UNITED STATES	431945	30	FSGBANK, NATIONAL ASSOCIATION	2920737	Branch Closed
OK		Full Service	3066829	LENOIR CITY BRANCH	705 EAST BROADWAY	LENOIR CITY	TN	37771	LOUDON	UNITED STATES	424634	26	FSGBANK, NATIONAL ASSOCIATION	2920737	
OK		Full Service	1661139	MADISONVILLE BRANCH	215 WARREN STREET	MADISONVILLE	TN	37354	MONROE	UNITED STATES	1116	23	FSGBANK, NATIONAL ASSOCIATION	2920737	
OK		Full Service	36830	MAYNARDVILLE BRANCH	2905 MAYNARDVILLE HIGHWAY	MAYNARDVILLE	TN	37807	UNION	UNITED STATES	14823	19	FSGBANK, NATIONAL ASSOCIATION	2920737	
OK		Full Service	3723588	OOLTEWAH BRANCH	9217 LEE HIGHWAY	OOLTEWAH	TN	37363	HAMILTON	UNITED STATES	419847	12	FSGBANK, NATIONAL ASSOCIATION	2920737	
OK		Full Service	3030558	RIDGEWAY AVENUE BRANCH	820 RIDGEWAY AVE	SIGNAL MOUNTAIN	TN	37377	HAMILTON	UNITED STATES	360396	5	FSGBANK, NATIONAL ASSOCIATION	2920737	
OK		Full Service	2920849	FIRST SECURITY BANK A DIVISION OF FRONTIER BANK	761 NEW HIGHWAY 68	SWEETWATER	TN	37874	MONROE	UNITED STATES	359585	2	FSGBANK, NATIONAL ASSOCIATION	2920737	

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First Security Group, Inc.
Fiscal Year Ending December 31, 2013

Report Item 3: Shareholders
(1)(a)(b)(c) and (2)(a)(b)(c)

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2013

Shareholders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holding of 5% or more with power to vote during the fiscal year ending 12-31-2013

(1)(a) Name & Address (City, State)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name & Address (City, State)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
MFP Investors, LLC New York, NY	USA	6,080,000 or 9.13% ⁽¹⁾ 6,080,000 or 9.13% ⁽²⁾ 0 or 0.00% ⁽³⁾ 0 or 0.00% ⁽⁴⁾ Common Stock	First Security Group, Inc. 401(k) and Employee Stock Ownership Plan ⁽⁵⁾ Trustee - FSGBank, N.A. Chattanooga, TN	USA	102,930 or 5.81% ⁽¹⁾ 0 or 0.00% ⁽²⁾ 0 or 0.00% ⁽³⁾ 102,930 or 5.81% ⁽⁴⁾ Common Stock
Siget, LLC New York, NY	USA	6,080,000 or 9.13% ⁽¹⁾ 6,080,000 or 9.13% ⁽²⁾ 0 or 0.00% ⁽³⁾ 0 or 0.00% ⁽⁴⁾ Common Stock			
Ulysses Management, LLC New York, NY	USA	6,000,000 or 9.01% ⁽¹⁾ 6,000,000 or 9.01% ⁽²⁾ 0 or 0.00% ⁽³⁾ 0 or 0.00% ⁽⁴⁾ Common Stock			
Forest Hill Capital, LLC Little Rock, AR	USA	3,017,524 or 4.53% ⁽¹⁾ 4,408,847 or 6.62% ⁽²⁾ 0 or 0.00% ⁽³⁾ 0 or 0.00% ⁽⁴⁾ Common Stock			
EJF Capital, LLC Arlington, VA	USA	4,391,481 or 6.60% ⁽¹⁾ 4,391,481 or 6.60% ⁽²⁾ 0 or 0.00% ⁽³⁾ 0 or 0.00% ⁽⁴⁾ Common Stock			

⁽¹⁾ Represents shares beneficially owned with "Shared Voting Power" as defined by the SEC Schedule 13G.
⁽²⁾ Represents shares beneficially owned with "Shared Dispositive Power" as defined by the SEC Schedule 13G.
⁽³⁾ Represents shares beneficially owned with "Sole Voting Power" as defined by the SEC Schedule 13G.
⁽⁴⁾ Represents shares beneficially owned with "Sole Dispositive Power" as defined by the SEC Schedule 13G.

⁽⁵⁾ The ESOP has sole voting power with respect to shares held by it which have not been allocated to participant accounts, shared voting power with respect to shares held by it which have been allocated to participant accounts and sole dispositive power with respect to all shares (allocated and unallocated) held by the ESOP. The Trustee may be deemed to beneficially own the shares held by the ESOP. However, the Trustee expressly disclaims beneficial ownership of all of such shares. Other than the shares held by the ESOP, the Trustee does not beneficially own any shares of Common Stock. Pursuant to the ESOP, participants in the ESOP are entitled to instruct the Trustee as to the voting of the shares allocated to their ESOP accounts. On each issue with respect to which shareholders are entitled to vote, the Trustee is required to vote the shares held by the ESOP which have not been allocated to participant accounts in the manner directed under the ESOP.

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First Security Group, Inc.
Fiscal Year Ending December 31, 2013

Report Item 4: Insiders
(1)(a)(b)(c) and (2)(a)(b)(c)

(1) Names & (City, State)	(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) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
D. Michael Kramer Chattanooga, TN	N/A	President, CEO & Director	President, CEO & Director (FSGBank, N.A.)	N/A	0.51%	N/A	None
Larry D. Mauldin Knoxville, TN	Retired	Chairman of the Board & Director	Chairman of the Board & Director (FSGBank, N.A.)	Chairman of the Board - Covenant Health Chairman of the Board - Project GRAD Owner/Manager - Mauldin Properties, LLC	0.31%	N/A	Mauldin Properties, LLC - 100%
Carol H. Jackson Knoxville, TN	Retired	Director	Director (FSGBank, N.A.)	N/A	0.11%	N/A	None
William C. Hall Chattanooga, TN	Retired	Director	Director (FSGBank, N.A.)	N/A	0.02%	N/A	T&C Holdings G.P. - 30%
Robert R. Lane Powell, OH	Higher Education	Director	Director (FSGBank, N.A.)	Faculty Advisor for the Fisher College of Business at Ohio State University CEO of Lane Leadership Group, LLC	0.03%	N/A	N/A
William F. Grant, III Williamsburg, VA	Retired	Director	Director (FSGBank, N.A.)	N/A	0.06%	N/A	None
Henchy Enden New York, NY	Financial Services	Director	Director (FSGBank, N.A.)	Equity Analyst - MFP Investors, LLC	0.00%	N/A	None
Kelly P. Kirkland Chattanooga, TN	Retired	Director	Director (FSGBank, N.A.)	N/A	0.03%	N/A	None
Adam Hurwich New York, NY	Financial Services	Director	Director (FSGBank, N.A.)	Portfolio Manager-Ulysses Management, LLC	0.00%	N/A	None

(1) Name & (City, State)	(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) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentages of voting securities held)
Denise M. Cobb Chattanooga, TN	N/A	Chief Administrative Officer & Executive Vice President	Chief Administrative Officer & Executive Vice President (FSGBank, N.A.)	N/A	0.19%	N/A	None
John R. Haddock Chattanooga, TN	N/A	Chief Financial Officer, Secretary & Executive Vice President	Chief Financial Officer, Secretary & Executive Vice President (FSGBank, N.A.)	N/A	0.37%	N/A	None
Chris Tietz Chattanooga, TN	N/A	Chief Credit Officer & Executive Vice President	Chief Credit Officer & Executive Vice President (FSGBank, N.A.)	N/A	0.38%	N/A	None