



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, **Radford A. West**

Reporter's Name, Street, and Mailing Address

Macon BancTrust, Inc.

Legal Title of Holding Company

609 Red Boiling Springs Road/P. O. Box 10

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

Lafayette

TN

37083

City

State

Zip Code

Name of the Holding Company Director and Official

President and CEO

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.

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:

Radford A. West

President and CEO

Name

Title

615-666-2121

Area Code / Phone Number / Extension

615-666-5767

Area Code / FAX Number

west@maconbtc.com

E-mail Address

www.maconbankandtrust.com

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

Signature of Holding Company Director and Official

02/18/2014

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 **1136577**
 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

MACON BANCTRUST, INC.
Annual Report of Bank Holding Companies - FR Y-6
Report Items Index
2013

1. Annual Reports to Shareholders

NONE

2a. Organizational Chart

See Exhibit A

2b. Domestic Branch Listing

See Exhibit B

3. Securities Holders

See Exhibit C

4. Insiders

See Exhibit D

MACON BANCTRUST, INC.

Organizational Chart

December 31, 2013

**MACON BANCTRUST, INC.
LAFAYETTE, TN
INCORPORATED IN TENNESSEE, U. S. A.**



**100%
MACON BANK AND TRUST COMPANY
LAFAYETTE, TN
INCORPORATED IN TENNESSEE, U. S. A.**

The company does not own directly or indirectly in excess of 5% of the shares of any class of voting securities of any other company.

Exhibit B

Results: A list of branches for your depository institution: **MACON BANK AND TRUST COMPANY (ID_RSSD: 709639)**.
 This depository institution is held by **MACON BANCTRUST, INC. (1136577)** of **LAFAYETTE, 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)	709639	MACON BANK AND TRUST COMPANY	609 RED BOILING SPRINGS ROAD	LAFAYETTE	TN	37083	MACON	UNITED STATES	4114	0	MACON BANK AND TRUST COMPANY	709639	
ok		Full Service	944636	CELINA BRANCH	201 MAIN ST	CELINA	TN	38551	CLAY	UNITED STATES	15532	6	MACON BANK AND TRUST COMPANY	709639	
ok		Full Service	777834	LAFAYETTE PUBLIC SQUARE BRANCH	101 PUBLIC SQUARE	LAFAYETTE	TN	37083	MACON	UNITED STATES	208709	1	MACON BANK AND TRUST COMPANY	709639	
ok		Full Service	2898724	WALMART SUPER CENTER BRANCH	419 HIGHWAY 52 BYPASS WEST	LAFAYETTE	TN	37083	MACON	UNITED STATES	334444	5	MACON BANK AND TRUST COMPANY	709639	
ok		Full Service	65830	RED BOILING SPRGS BR	261 MARKET STREET	RED BOILING SPRINGS	TN	37150	MACON	UNITED STATES	208710	2	MACON BANK AND TRUST COMPANY	709639	
ok		Full Service	3366891	WESTMORELAND BRANCH	5284 NEW HWY 31E	WESTMORELAND	TN	37186	SUMNER	UNITED STATES	442259	7	MACON BANK AND TRUST COMPANY	709639	
ok		Full Service	2241731	WESTSIDE BRANCH	10615 HIGHWAY 52 WEST	WESTMORELAND	TN	37186	MACON	UNITED STATES	208711	3	MACON BANK AND TRUST COMPANY	709639	

MACON BANCTRUST, INC.

Exhibit C

Shareholder Owning 5% or More
of Registrant's Shares
as of
December 31, 2013

<u>Name and Address</u>	<u>Country of Citizenship</u>	<u>Shares of Registrant Owned</u>	
		<u>Number</u>	<u>Percentage</u>
Gregory Investments, LLC Odric Gregory Gallatin, TN USA	U.S.A.	6,019	11.24%
Hugh Wayne Clark Red Boiling Springs, TN USA	U. S. A.	5,012	9.36%

No other person owned or controlled 5% or more of any class of voting securities during the year.

MACON BANCTRUST, INC
Directors & Officers
December 31, 2013

Exhibit D

<u>Name and Address</u>	<u>Principal Occupation</u>	<u>Macon Banctrust, Inc.</u>	<u>Position with</u>		<u>Percentage of Voting Securities Owned or Controlled</u>		
			<u>Macon Bank & Trust Company</u>	<u>Other Business</u>	<u>Macon Banctrust, Inc. Percent</u>	<u>Other Business If More than 25% Owned Name of Business</u>	<u>Percent</u>
Donald Ray Birdwell Red Boiling Springs, TN USA	Retired Banker	Director, EVP	Director	N/A	0.29%	N/A	N/A
Darrell Carman Hartsville, TN USA	Real Estate Agent	Director	Director	Darrell Carman LLC d/b/a Gene Carman Real Estate & Auction	0.20%	Darrell Carman LLC d/b/a Gene Carman R.E. & Auction	100%
Eddie K. Chitwood Lafayette, TN USA	Pharmacist	Director	Director	President TMC Group, Inc.	2.98%	TMC Group, Inc.	33.3%
Hugh Wayne Clark Red Boiling Springs, TN USA	Lumberman	Director	Director	Pres.- Clark Lumber Co., Inc. Partner - Clark Lumber Co., LLC Pres. - Bran-Em Trucking	9.36%	Clark Lumber Co., Inc Clark Lumber Co., LLC Bran-Em Trucking	80% 80% 80%
Rudolph Donoho Lafayette, TN USA	Retired Vocational School Director	Director	Director	N/A	1.77%	N/A	N/A
Melvin Grace Red Boiling Springs, TN USA	Retail Merchant	Director	Director	President - Grace Discount Foods Member - Mel Coe, LLC	0.41%	Grace Discount Foods Mel Coe, LLC	52% 50%

MACON BANCTRUST, INC
Directors & Officers
December 31, 2013

Exhibit D

<u>Name and Address</u>	<u>Principal Occupation</u>	<u>Macon Banctrust, Inc.</u>	<u>Position with Macon Bank & Trust Company</u>	<u>Other Business</u>	<u>Percentage of Voting Securities Owned or Controlled</u>		
					<u>Macon Banctrust, Inc. Percent</u>	<u>Other Business If More than 25% Owned Name of Business</u>	<u>Percent</u>
William B. Green Red Boiling Springs, TN USA	Retired Banker	Chairman of the Board	Chairman of the Board	N/A	2.45%	N/A	N/A
Odric Gregory Gallatin, TN USA	Rental Properties	Director	Director	Partner - Womack & Gregory Member - Gregory Investments, LLC Member - Gregory Real Estate, LLC	11.24%	Womack & Gregory Farming Gregory Investments, LLC Gregory Real Estate, LLC	50% 50% 50%
Olin Jent, Jr. Bowling Green, KY USA	Pharmacist	Director	Director	N/A	0.004%	N/A	N/A
Jerry Kirby Westmoreland, TN USA	Rental Properties	Director	Director	Partner - Kirby & Kirby	0.005%	Kirby & Kirby, Partner.	75%
Radford West Lafayette, TN USA	Banking	President, CEO & Treasurer	President and CEO	N/A	3.49%	N/A	N/A
Carolyn C. Wilburn Lafayette, TN USA	Banking	Secretary	Vice President & Personnel Director	N/A	0.003%	N/A	N/A

* No director or officer has any voting power in the subsidiary.