

APR 18 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, Charles S. Bowles, Jr.

Name of the Holding Company Director and Official

President/Chief Executive Officer

Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

Port City Holding Company, Inc.

Legal Title of Holding Company

Post Office Box 1070

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

Bainbridge GA 39818-1070

City State Zip Code

400 West Shotwell Street, Bainbridge, Georgia 39819

Physical location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

Chris New SVP

Name Title

229-248-3644

Area Code / Phone Number / Extension

Area Code / FAX Number

cnew@firstportcity.com

E-mail Address

firstportcity.com

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

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.

Signature of Holding Company Director and Official

03/26/2014

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 [X] will be sent under separate cover [] is not prepared

For Federal Reserve Bank Use Only RSSD ID 1082601 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." [X] 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.

Form FR Y-6

Port City Holding Company, Inc.
400 West Shotwell Street
Bainbridge, Georgia 39819
Fiscal Year ending December 31, 2013

Report Item

- 1) The bank holding company prepares an annual report for its stockholders. Two copies will be submitted when final versions are received.
2a) Organizational chart



2b) No changes

3) 1-Securities Holders

1a,b

Name, City, State & Country

Charles R. Rozier
Georgia-Florida Investments, Ltd
Pewsum Investments, LTD
Bainbridge, Georgia USA

Jerry D. Sharber
Bainbridge, Georgia USA

Alec Loyd Poitevint II
Bainbridge, Georgia, USA

1c

Number and percentage of shares

13,374 shares (7.05%) common stock

11,598 shares (6.14%) common stock

10,078 shares (5.34%) common stock

2-None

Results: A list of branches for your depository institution: FIRST PORT CITY BANK (ID_RSSD: 262237). This depository institution is held by PORT CITY HOLDING COMPANY, INC. (1082601) of BAINBRIDGE, GA. The data are as of 12/31/2013. Data reflects information that was received and processed through 04/07/2014.

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)	262237	FIRST PORT CITY BANK	400 WEST SHOTWELL STREET	BAINBRIDGE	GA	39819	DECATUR	UNITED STATES	15088	0	FIRST PORT CITY BANK	262237	
OK		Full Service	3386200	SOUTHSIDE BRANCH	1410 TALLAHASSEE HIGHWAY	BAINBRIDGE	GA	39819	DECATUR	UNITED STATES	445003	2	FIRST PORT CITY BANK	262237	

Report Item

4)

Name, City, State, Country	Principal Occupation	BHC Title	Bank Title	# of shares/ % BHC Stock (*)	# of shares/ % Bank Stock	Other Company Affil.
Major H. Brannen Bainbridge, GA USA	Invest. Advisor	Chairman	NA	175/.09%	0/0	Warren, Brannen & Lyle (50%) VP
Ted C. Martin Bainbridge, GA USA	Retired	Vice Chairman	NA	1,558/.83%	0/0	None
Henry Metcalf Bainbridge, GA USA	Manu- facturing	Director	NA	3,181/1.68%	0/0	NA
Billy K. Reynolds, Jr. Bainbridge, GA USA	Insurance Advisor	Director	NA	3,498/1.85%	0/0	Reynolds Jeffords Agency LLC (100%) Owner Vada Place LLC (40%) Member
William R. Burke Bainbridge, GA USA	CPA	Director	NA	100/.05%	0/0	Burke, Worsham & Harrell, LLC (30%) Managing Partner Burke, Burke & Co. PC (40%) Pres. Betty Johnson 2005 Trust, Trustee Todd Johnson Trust, Trustee H.E. Breckenridge Marital Trust, Trustee Rebecca Di Stefano Insurance Trust, Trustee
Thomas H. Dollar II Bainbridge, GA USA	Farming	Director	NA	415/.22%	0/0	Dollar Farm Products (100%) President/CEO
Robert M. Palmer Bainbridge, GA USA	Insurance Advisor	Director	NA	214/.13%	0/0	The Palmer Agency, Inc. (100%) President
Jerry D. Sharber Bainbridge, GA USA	Retired	Director	NA	11,598/6.14%	0/0	Jerry D. & J.E. Sharber Partnership (50%) partner
B. Thomas Conger Bainbridge GA, USA	Attorney	Director	NA	1,875/.99%	0/0	Bainbridge Enterprises LLC (50%) Member Old School Enterprises LLC (50%) Member North Campus Enterprises LLC (100%)Member Conger Family Trust (100%) Trustee & Beneficiary B. Thomas Conger, Attorney at Law PC (100%) Pres. Pro Wash Investments LLC (100%) Member Bainbridge Ice Company LLC (50%) Member Three Dog Enterprises LLC (33.3 %) Member

Name, City, State, Country	Principal Occupation	BHC Title	Bank Title	# of shares/ % BHC Stock	# of shares/ % Bank Stock	Other Company Affil.
Charles S. Bowles, Jr. Bainbridge, GA USA	NA	President/ CEO Director	President /CEO	11/.01% 264/.14%- Options	0	Charter Management Group, LLC (50%) Member Bainbridge Charter Management, Inc. (50%) Sec. /Treas. CDL, LLC (100%) Managing Member
Marvalynn W. Carroll Bainbridge GA, USA	NA	Director	SVP/ COO	50/.03 35/.02%- Options	0	None
Jenny S. Herring Bainbridge, GA USA	NA	Secretary	AVP/ Secretary	15/.01%	0	None
L. Scott Ewing Bainbridge, GA USA	NA	NA	SVP/ Sr. Lender	284/.15% 220/.12%- Options	0	None
Christopher D. New Bainbridge, GA USA	NA	NA	SVP/ CFO	100/.05% 35/.02%- Options	0	None

(*) Only one class of stock exists- Common Stock