

MAR 13 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 G. Wolbach, Jr.**

Reporter's Name, Street, and Mailing Address

Southeastern Financial, Inc.

Name of the Holding Company Director and Official

Legal Title of Holding Company

Director, President

1300 McFarland Blvd. NE

Title of the Holding Company Director and Official

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

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.

Tuscaloosa

AL

35406

City

State

Zip Code

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:

Anita Billings

Administrative Assistant

Name

Title

205-391-6700

Area Code / Phone Number / Extension

205-391-6714

Area Code / FAX Number

abillings@1stfed.com

E-mail Address

None

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

[Signature]
 Signature of Holding Company Director and Official

3/11/14
 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 **3814459**
 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

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

N/A

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

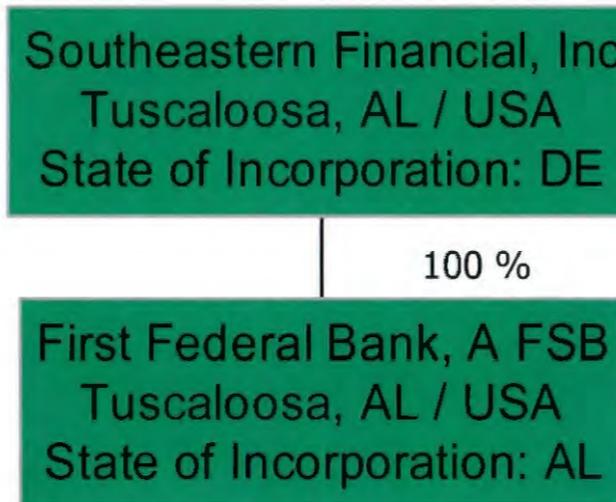
| | |
|---|---|
| <p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical location (if different from mailing address)</p> <hr/> | <p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical location (if different from mailing address)</p> <hr/> |
| <p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical location (if different from mailing address)</p> <hr/> | <p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical location (if different from mailing address)</p> <hr/> |
| <p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical location (if different from mailing address)</p> <hr/> | <p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical location (if different from mailing address)</p> <hr/> |
| <p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical location (if different from mailing address)</p> <hr/> | <p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical location (if different from mailing address)</p> <hr/> |

Southeastern Financial, Inc.
Tuscaloosa, Alabama
FRY-6 Submittal
12-31-2013

Report Item:

1: The bank holding company does not prepare an annual report for its securities holders and is not registered with the SEC.

2a: Organizational Chart



2b: Domestic Branch Listing Enclosed

Southeastern Financial, Inc.
 FRY-6 Submittal
 Report Item 2b: Domestic Branch
 12/31/2013

Results: A list of branches for your depository institution: **FIRST FEDERAL BANK, A FSB (ID_RSSD: 814074)**.
 This depository institution is held by **SOUTHEASTERN FINANCIAL, INC. (3814459)** of TUSCALOOSA, 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 | Popular Name | Street Address | City | State | Zip Code | County | Country | FDIC UNINUM* | Office | Head Office | Head Office ID_RSSD* | Comments |
|-------------|----------------|----------------------------|---------|----------------------------|-------------------------------------|------------|-------|----------|------------|---------------|--------------|--------|---------------------------|----------------------|----------|
| OK | | Full Service (Head Office) | 814074 | FIRST FEDERAL BANK, A FSB | 1300 MCFARLAND BOULEVARD, NORTHEAST | TUSCALOOSA | AL | 35406 | TUSCALOOSA | UNITED STATES | 43961 | 0 | FIRST FEDERAL BANK, A FSB | 814074 | |
| OK | | Full Service | 4163136 | DOWNTOWN TUSCALOOSA BRANCH | 2315 9TH STREET | TUSCALOOSA | AL | 35401 | TUSCALOOSA | UNITED STATES | 427734 | 102 | FIRST FEDERAL BANK, A FSB | 814074 | |
| OK | | Full Service | 4163127 | SOUTH TUSCALOOSA BRANCH | 9710 HIGHWAY 69 SOUTH | TUSCALOOSA | AL | 35405 | TUSCALOOSA | UNITED STATES | 492458 | 103 | FIRST FEDERAL BANK, A FSB | 814074 | |

Southeastern Financial, Inc
 FRY-6 Submittal
 Report Item 3: Securities Holders
 12/31/2013

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

| (1)(a) Name | City, State/Country | (1)(b) Country of Citizenship or Incorporation | (1)(c) # of Securities | % of Voting Securities |
|--------------------------|---------------------|---|------------------------|------------------------|
| Robert W. Poellnitz, Jr. | Tuscaloosa, AL/USA | USA | 154,768 | 27.187% |
| Lehman Pendley | Tuscaloosa, AL/USA | USA | 100,194 | 17.601% |
| H. Chester Boston, Jr. | Tuscaloosa, AL/USA | USA | 54,290 | 9.537% |
| Poellnitz Family Trust | Tuscaloosa, AL/USA | USA | 53,235 | 9.352% |
| D Walburn Revoc Trust | Birmingham, AL/US | USA | 29,448 | 5.173% |

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

None

Southeastern Financial, Inc
 FRY-6 Submittal
 Report Item 4: Insiders
 12/31/2013

| (1) Name | City, State/Country | (2) Principal Occupation | (3)(a) Title & Position with Holding Company | (3)(b) Title & Position with Subsidiaries (Sub. Name) | (3)(c) Title & Position with other Bus. | (4)(a) % of Voting Shares in Holding Companies | (4)(b) % of Voting Shares in Subsidiaries | (4)(c) Names of other Co. |
|---|----------------------|--------------------------|---|--|--|---|--|---------------------------|
| Robert W. Poellnitz, Jr. | Tuscaloosa, AL/USA | Insurance | Chairman | Chairman (First Federal Bank) | N/A | 27.187% | N/A | N/A |
| Robert W. Poellnitz, Jr as Trustee for Poellnitz Family Trust | Tuscaloosa, AL/USA | Insurance | Chairman | Chairman (First Federal Bank) | N/A | 9.352% | N/A | N/A |
| Charles G. Wolbach, Jr. | Tuscaloosa, AL/USA | Banker | Director, President | Director, President (First Federal Bank) | N/A | 2.732% | N/A | N/A |
| H. Kelley Ouzts | Orange Beach, AL/USA | Banker | N/A | SR VP (First Federal Bank) | N/A | 3.777% | N/A | N/A |
| Robert Earl Stewart | Troy, AL/USA | College Administrator | Director | Director (First Federal Bank) | N/A | 0.622% | N/A | N/A |
| James H. Walburn | Tuscaloosa, AL/USA | Retired Physician | Director | N/A | N/A | 4.704% | N/A | N/A |
| H. Chester Boston, Jr. | Tuscaloosa, AL/USA | Physician | Director | Director (First Federal Bank) | N/A | 9.537% | N/A | N/A |
| Lehman Pendley | Tuscaloosa, AL/USA | Retired Business Owner | Director | Director (First Federal Bank) | N/A | 17.601% | N/A | N/A |
| James E. Shotts | Tuscaloosa, AL/USA | Physician | N/A | Director (First Federal Bank) | N/A | 3.487% | N/A | N/A |
| William A. Tate | Tuscaloosa, AL/USA | Accountant | N/A | Director Emeritus (First Federal Bank) | N/A | 0.272% | N/A | N/A |