

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

MAY 19 REC'D

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, WILLIAM R. FAULK

Reporter's Name, Street, and Mailing Address

SOUTHERN COMMUNITY BANCSHARES, INC

Name of the Holding Company Director and Official

Legal Title of Holding Company

PRESIDENT

420 2ND AV SW

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.

CULLMAN AL 35055

City State Zip Code

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.

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

BETH BRANCH SECRETARY

Name Title

256-737-8905

Area Code / Phone Number / Extension

256-737-8900

Area Code / FAX Number

MBB@FCBCULLMAN.COM

E-mail Address

Signature of Holding Company Director and Official

03/31/2014

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

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 4260727
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.

NOT APPLICABLE

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)

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City State Zip Code

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City State Zip Code

Physical location (if different from mailing address)

FORM FR Y-6

**SOUTHERN COMMUNITY BANCSHARES, INC
420 2ND AVENUE SOUTHWEST
CULLMAN, ALABAMA**

REPORT ITEM 1: ANNUAL REPORT TO SHAREHOLDERS

THE BANK HOLDING COMPANY PREPARES AN ANNUAL REPORT TO ITS SHAREHOLDERS. TWO COPIES ARE ENCLOSED.

REPORT ITEM 2a: ORGANIZATIONAL CHART

BANK HOLDING COMPANY:	SOUTHERN COMMUNITY BANCSHARES, INC. 420 2 ND AVENUE SOUTHWEST CULLMAN, ALABAMA 35055
	OWNERSHIP PERCENTAGE: 100%
SUBSIDIARY BANK:	FIRST COMMUNITY BANK OF CULLMAN 420 2 ND AVENUE SOUTHWEST CULLMAN, ALABAMA 35055

ALL ENTITIES ARE INCORPORATED IN THE STATE OF ALABAMA, UNITED STATES OF AMERICA

REPORT ITEM 2b: DOMESTIC BRANCH LISTING

VERIFIED EARLY THROUGH <http://structurelists.federalreserve.gov/>

Results: A list of branches for your depository institution: FIRST COMMUNITY BANK OF CULLMAN (ID_RSSD: 812379).
 This depository institution is held by SOUTHERN COMMUNITY BANCSHARES, INC. (4260727) of CULLMAN, 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 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)	812379	FIRST COMMUNITY BANK OF CULLMAN	420 2ND AVENUE SOUTHWEST	CULLMAN	AL	35055	CULLMAN	UNITED STATES	43000	0	FIRST COMMUNITY BANK OF CULLMAN	812379	
OK		Full Service	4163118	SOUTH BRANCH	1900 MARKTPLATZ CENTER	CULLMAN	AL	35055	CULLMAN	UNITED STATES	278898	100	FIRST COMMUNITY BANK OF CULLMAN	812379	

REPORT ITEM 3: SECURITIES HOLDERS
 (1)(a)(b)(c) and (2)(a)(b)(c)

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	(1)(b) COUNTRY OF CITIZENSHIP	(1)(c) NUMBER AND PERCENTAGE OF VOTING SECURITIES
Southern Community Bancshares, Inc Employee Stock Option Plan Cullman, Alabama	USA	124,196/24.31% Common Stock
William R. Faulk Paige H. Faulk Maxie T. Hudson Cullman, Alabama	USA	48,597/9.51% Common Stock
W. Daniel Keel Cullman, Alabama	USA	37,835/7.41% Common Stock
Gerald L. Jones Arab, Alabama	USA	26,197/5.13% Common Stock
Ronald P. Martin Jeanette Martin Cullman, Alabama	USA	32,620/6.39% Common Stock
Don Pichelmayr Yvonne Pichelmayr Cullman, Alabama	USA	31,150/6.10% Common Stock
F.E. St. John IV Gaynor St. John Cullman, Alabama	USA	38,307/7.50% Common Stock

SECURITIES HOLDERS NOT ABOVE WITH OWNERSHIP, CONTROL OR HOLDINGS OF 5%
 OR MORE WITH POWER TO VOTE DURING FISCAL YEAR ENDING 12-31-2013

(2)(a) NAME, CITY, STATE	(2)(b) COUNTRY OF CITIZENSHIP	(2)(c) NUMBER AND PERCENTAGE OF VOTING SECURITIES
NONE		

Revised

FORM FR Y-6
 SOUTHERN COMMUNITY BANCSHARES, INC
 FISCAL YEAR ENDING DECEMBER 31, 2013

REPORT ITEM 4: INSIDERS
 (1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) NAME, CITY, STATE, COUNTRY	(2) PRINCIPAL OCCUPATION IF OTHER THAN BHC	(3)(a) TITLE AND POSITION WITH BHC	(3)(b) TITLE AND POSITION WITH SUBSIDIARIES	(3)(c) TITLE AND POSITION WITH OTHER BUSINESSES	(4)(a) PERCENTAGE OF VOTING SHARES IN BHC	(4)(b) PERCENTAGE OF VOTING SHARES IN SUBSIDIARIES	(4)(c) LIST NAMES OF OTHER COMPANIES (INCLUDES PARTNERSHIPS) IF 25% OR MORE OF VOTING SECURITIES ARE HELD
William R. Faulk Cullman, Alabama USA	N/A	PRESIDENT/DIRECTOR	PRESIDENT FIRST COMMUNITY BANK	N/A	7.16%	N/A	N/A
Maxie T. Hudson Cullman, Alabama USA	RETIRED	DIRECTOR	N/A	N/A	2.35%	N/A	N/A
W. Daniel Keel Cullman, Alabama USA	RETIRED	DIRECTOR	N/A	N/A	7.41%	N/A	N/A
F.E. St. John IV Cullman, Alabama USA	ATTORNEY	DIRECTOR/CHAIRMAN	N/A	CULLMAN ENVIRONMENTAL, INC OWNER	7.50%	N/A	CULLMAN ENVIRONMENTAL, INC (39%)
Southern Community Bancshares, Inc Employee Stock Option Plan	ESOP PLAN	N/A	N/A	N/A	24.31%	N/A	N/A