

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, T.E. Lane

Name of the Holding Company Director and Official
 CEO/President

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
 Southern National Corporation

Legal Title of Holding Company
 P.O. Box 400

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

Andalusia AL 36420
 City State Zip Code

225 East Three Notch St, Andalusia, AL 36420

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:

Wendy A. Butler Treasurer
 Name Title

334-222-2561

Area Code / Phone Number / Extension

334-427-4381

Area Code / FAX Number

wbutler@bankccb.com

E-mail Address

Signature of Holding Company Director and Official

02/26/2014

Date of Signature

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

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 1020395
 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."

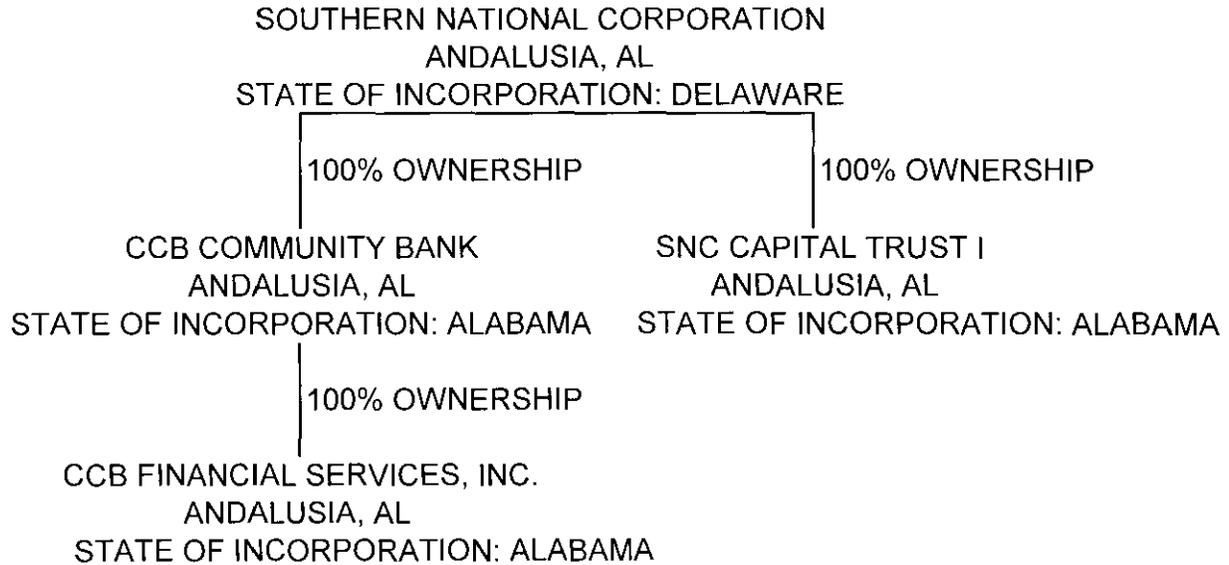
No

FORM FR Y-6

SOUTHERN NATIONAL CORPORATION
ANDALUSIA, ALABAMA
FISCAL YEAR ENDING DECEMBER 31, 2013

REPORT ITEM 2a: ORGANIZATION CHART

CCB COMMUNITY BANK AND SNC CAPITAL TRUST 1 ARE 100% OWNED
SUBSIDIARIES OF SOUTHERN NATIONAL CORPORATION (HOLDING COMPANY).



Results: A list of branches for your depository institution: CCB COMMUNITY BANK (ID_RSSD: 655839).
 This depository institution is held by SOUTHERN NATIONAL CORPORATION (1020395) of ANDALUSIA, 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
OK		Full Service (Head Office)	655839	CCB COMMUNITY BANK	225 EAST THREE NOTCH STREET	ANDALUSIA	AL	36420	COVINGTON
OK		Full Service	3175132	OPP BRANCH	609 FLORALA HWY	OPP	AL	36467	COVINGTON
OK		Full Service	3619690	CRESTVIEW BRANCH	1290 NORTH FERDON BOULEVARD	CRESTVIEW	FL	32536	OKALOOSA
OK		Full Service	4532974	NICEVILLE BRANCH	1502 EAST JOHN SIMS PARKWAY	NICEVILLE	FL	32578	OKALOOSA
DELETED		Full Service	4532992	NICEVILLE BRANCH	1502 EAST JOHN SIMS PARKWAY	NICEVILLE	FL	32578	OKALOOSA

**SOUTHERN NATIONAL CORPORATION
ANDALUSIA, ALABAMA
FISCAL YEAR ENDING DECEMBER 31, 2013**

REPORT ITEM 3: SHAREHOLDERS

THERE ARE 1,186,102 OUTSTANDING SHARES OF STOCK IN SOUTHERN NATIONAL CORPORATION.

PART (1)

<u>1(a)</u>	<u>1(b)</u>	<u>1(c)</u>	
		<u>#</u>	<u>%</u>
The U.W.W. Sidney Fuller Family Trust J. Mel Fuller Trustee Andalusia AL 36420 USA	USA	99,998 Common	8.43%
Louisa Mann Baker Andalusia AL 36420 USA	USA	70,000 Common	5.90%
David McKowen, Jr Andalusia AL 36420 USA	USA	100,000 Common	8.43%
James M. Taylor II Family Trust Regions Morgan Keegan Trustee Andalusia, AL 36420 USA	USA	75,000 Common	6.32%
Riley R Taylor Non-Marital Trust C/O Ala Trust Inc. Birmingham, AL 35296 USA	USA	100,000 Common	8.43%
Charles Roland Andalusia, AL 36420 USA	USA	140,000 Common	11.80%
John Vick Andalusia AL 36420 USA	USA	100,000 Common	8.43%

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SOUTHERN NATIONAL CORPORATION
ANDALUSIA, ALABAMA
FISCAL YEAR ENDING DECEMBER 31, 2013

REPORT ITEM 3: SHAREHOLDERS - continued

Thomas E Lane Freeport, FL 32439 USA	USA	85,000 Common	7.17%
Rupert E. Phillips Destin, FL 32541 USA	USA	100,000 Common	8.43%

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SOUTHERN NATIONAL CORPORATION
ANDALUSIA, ALABAMA
FISCAL YEAR ENDING DECEMBER 31, 2013

REPORT ITEM 3, PART 2

<u>2(a)</u>	<u>2(b)</u>	<u>2(c)</u>	
		<u>#</u>	<u>%</u>

NONE

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**SOUTHERN NATIONAL CORPORATION
ANDALUSIA, ALABAMA
FISCAL YEAR ENDING DECEMBER 31, 2013**

REPORT ITEM 4: INSIDERS

(1)	(2)	(3) (a)	(3) (b)	(3) (c)	(4) (a)	(4) (b)	(4) (c)
Charles Roland Andalusia, AL USA	Farmer	Director	Director, CCB Community Bank	None	11.80%	None	100% Charles Roland & Company
Kim Roland Andalusia, AL USA	Spicer's Dry Cleaning, Owner	Director	Director, CCB Community Bank	Spicer's Dry Cleaning Owner	3.37%	None	100%, Spicer's Dry Cleaning
J Mel Fuller Andalusia AL USA	Builder Columns & Moldings	Director	Director, CCB Community Bank	None	0.0002%	None	None
Mark Harper Andalusia AL USA	Treasurer, Harper Electric Company	Director	Director, CCB Community Bank	Treasurer, Harper Electric Company	2.36%	None	None
David McKowen, Jr Andalusia AL USA	M.D., Retired	Director Vice-Chairman of the Board	Director, CCB Community Bank	None	8.43%	None	None
John Taylor Montgomery AL USA	VP General Parts, Inc., Carquest	Director	Director, CCB Community Bank	None	0.25%	None	None
Riley R. Taylor Andalusia AL USA	Owner, Taylor Linen Service	Director	Director, CCB Community Bank	Taylor Linen Service, President	0.25%	None	100.0000% Taylor Linen Service
John E Vick Andalusia AL USA	Owner, John Vick	Director Chairman of the Board	Director, CCB Community Bank	John Vick & Co., Owner	8.43%	None	100.0000% John Vick & Co
Thomas E Lane Freeport, FL, USA	Southern National Corp President	Director President	Chairman of the Board, CEO, CCB Community Bank	None	7.17%	None	None
Louisa Mann Andalusia, AL USA	Owner, Ansley's Place	Directory Secretary	Director, CCB Community Bank	Ansley Place, Owner	5.90%	None	100.0000% Ansley Place
Daniel Taylor Birmingham, AL USA	Owner Medical Clinics	Director	Director, CCB Community Bank	Medical Clinics Owner	2.11%	None	100% Medical Clinics