

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

MAR 26 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):

12/31/2013

Month / Day / Year

I, William E. Blackmon

Name of the Holding Company Director and Official

President & Director

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

Southwest Banc Shares, Inc.

Legal Title of Holding Company

P O Box 1419

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

Chatom

AL

36518

City

State

Zip Code

34 Court Street

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.

*William E. Blackmon*

Signature of Holding Company Director and Official

3/19/2014

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 1132403  
C.I. \_\_\_\_\_

Person to whom questions about this report should be directed:

William E. Blackmon

President & Director

Name

Title

251.345.9907

Area Code / Phone Number / Extension

251.471.0067

Area Code / FAX Number

bill.blackmon@fcb-al.com

E-mail Address

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

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.

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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**FRY-6 REPORT**

**SOUTHWEST BANC SHARES, INC.  
CHATOM, ALABAMA  
FISCAL YEAR ENDING DECEMBER 31, 2013**

Report Item:

- 1: The bank holding company prepares an annual report for its shareholders and is not registered with the SEC as of December 31, 2013. As specified by the appropriate Reserve Bank one (1) copy is enclosed.
  
- 2a: Organizational Chart



- 2b. SEE APPENDIX A

**Results:** A list of branches for your depository institution; FIRST COMMUNITY BANK (ID\_RSSD: 186838).  
 This depository institution is held by SOUTHWEST BANC SHARES, INC. (1132403) of CHATOM, 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)	186838	FIRST COMMUNITY BANK	34 COURT STREET	CHATOM	AL	36518	WASHINGTON	USA	9209	0	FIRST COMMUNITY BANK	186838	
OK		Full Service	1364905	CITRONELLE BRANCH	19495 NORTH THIRD STREET	CITRONELLE	AL	36522	MOBILE	USA	249062	3	FIRST COMMUNITY BANK	186838	
OK		Full Service	3816725	DAPHNE BRANCH	27555 HIGHWAY 98	DAPHNE	AL	36526	BALDWIN	USA	480339	10	FIRST COMMUNITY BANK	186838	
OK		Full Service	472933	MILLRY BRANCH	30122 HWY 17 SOUTH	MILLRY	AL	36558	WASHINGTON	USA	232048	1	FIRST COMMUNITY BANK	186838	
DK CHANGE	1/13/2014	Full Service	3020849	COTTAGE HILL BRANC-1	6241 COTTAGE HILL ROAD	MOBILE	AL	36609	MOBILE	USA	359721	6	FIRST COMMUNITY BANK	186838	Branch relocation.
OK	See Comments	Full Service	3545379	DAUPHIN STREET BRANCH	2862 DAUPHIN STREET	MOBILE	AL	36606	MOBILE	USA	452401	8	FIRST COMMUNITY BANK	186838	Street number was listed incorrectly. 2862 is correct.
OK		Full Service	2852744	SCHILLINGER BRANCH	720 SCHILLINGER ROAD NORTH	MOBILE	AL	36608	MOBILE	USA	232050	5	FIRST COMMUNITY BANK	186838	
OK		Full Service	549237	MOUNT VERNON BRANCH	18930 HIGHWAY 43	MOUNT VERNON	AL	36560	MOBILE	USA	194380	2	FIRST COMMUNITY BANK	186838	
OK		Full Service	2440253	SARALAND BRANCH	1063 HIGHWAY 158	SARALAND	AL	36571	MOBILE	USA	232049	4	FIRST COMMUNITY BANK	186838	
OK		Full Service	3449002	SPANISH FORT BRANCH	10021 HIGHWAY 31	SPANISH FORT	AL	36527	BALDWIN	USA	451775	7	FIRST COMMUNITY BANK	186838	

**FRY-6 REPORT  
SOUTHWEST BANC SHARES, INC.  
CHATOM, ALABAMA**

<b>Report Item 3: Shareholders</b>						
<b>[1.a; 1.b; 1.c; 2.a; 2.b; 2.c]</b>						
Current Shareholders with ownership, control or holding of 5% or more with power to vote as of 12-31-2013				Shareholders 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		
1.a	1.b	1.c	2.a	2.b	2.c	
Name & Address (City, State, Country)	Country of Citizenship or Incorporation	Number and Percentage of Each Class of Voting Securities	Name and Address (City, State, Country)	Country of Citizenship or Incorporation	Number and Percentage of Each Class of Voting Securities	
The Fred K. Granade Irrevocable Trust Bay Minette, AL, USA <b>Trustee: Fred K. Granade</b>		4,303 - 5.98% Common Stock	NONE			
The William A. Granade Irrevocable Trust Bay Minette, AL, USA <b>Trustee: William A. Granade</b>		4,304 - 5.98% Common Stock				
Katherine W. Granade Chatom, AL, USA		10,640 - 14.80% Common Stock				
William A. Granade Chatom, AL, USA		5,067 - 7.05% Common Stock				
Laura Deer Moore Southhampton, NY, USA		5,530 - 7.69% Common Stock				
Stanley G. Moore Austin, TX, USA		10,556 - 14.68% Common Stock				
Mary Heather Moore Riser Lovington, VA, USA		5,530 - 7.69% Common Stock				

**Form FR Y-6**  
**SOUTHWEST BANC SHARES, INC.**  
**December 31, 2013**

**Report Item 4: Directors and Officers**

**[1; 2; 3.a; 3.b; 3.c; 4.a; 4.b; 4.c]**

1 Name & Address (City, State, Country)	2 Principal Occupation if other than with Bank Holding Company	3.a Title & Position with Bank Holding Company	3.b Title & Position with Subsidiaries (include name of subsidiaries)	3.c Title & Position with Other Businesses (include names of other businesses)	4.a Percentage of Voting Shares in Bank Holding Company	4.b Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	4.c List Names of Other Companies (include partnerships) if 25% or More of Voting Securities are Held (list names of companies and percentage of voting securities held)
Fred K. Granade Bay Minette, AL, USA	Attorney	Director	Chairman - First Community Bank	Partner Stone, Granade & Crosby, PC	3.16%	N/A	N/A
Katherine W. Granade Chatom, AL, USA	Retired	Principal Shareholder	N/A	N/A	14.80%	N/A	N/A
William A. Granade Chatom, AL, USA	Private Investor	Director	Director - First Community Bank	N/A	7.05%	N/A	N/A
Stanley G. Moore Austin, TX, USA	Retailer	Director, Vice President	Director - First Community Bank	Owner/President Over the Rainbow, Inc.	14.68%	N/A	Over the Rainbow, Inc. - 100%
James H. Massey Citronelle, AL, USA	Automobile Dealer	Director & Secretary	Director - First Community Bank	Owner Massey Automotive & Massey Chrysler Center, Inc.	0.03%	N/A	Massey Automotive and Massey Chrysler Center, Inc. - 66.75%
Clyde A. Smith Citronelle, AL, USA	Retired Pharmacist	Director	Director- First Community Bank	N/A	0.03%	N/A	N/A
William A. Blackmon Daphne, AL, USA	Banker	President & Director	Director, President & CEO First Community Bank	N/A	0.01%	N/A	N/A