

RECEIVED

FR 106  
OMB Number 7100-0297  
Approval expires December 31, 2015  
Page 1 of 2

COPY

MAR 18 2014

Board of Governors of the Federal Reserve System



# FRB RICHMOND

## 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, **Wayne F. Shovelin**

Name of the Holding Company Director and Official

**Chairman**

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

**AB&T Financial Corp**

Legal Title of Holding Company

**P.O. Box 1099**

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

**Gastonia NC 28053**

City State Zip Code

**292 West Main Ave., Gastonia, NC 28052**

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:

**Roger Mobley**

**CFO**

Name Title

**704-867-5828**

Area Code / Phone Number / Extension

**704-867-6155**

Area Code / FAX Number

**roger.mobley@alliancebankandtrust.com**

E-mail Address

**www.alliancebanknc.com**

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

*Wayne F. Shovelin*  
Signature of Holding Company Director and Official

**3-17-14**  
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 **3706684**  
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."

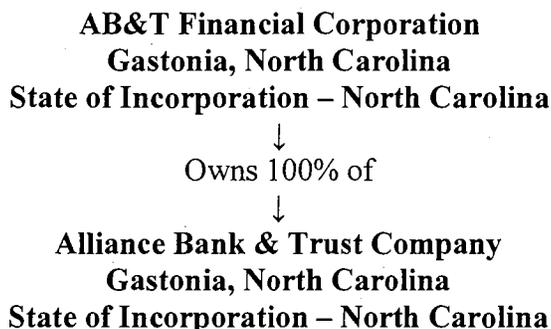
No

**ITEM 1. – ANNUAL REPORT TO SHAREHOLDERS**

There was no Annual Report to Shareholders of AB&T Financial Corporation prepared for the year ended December 31, 2013. Reports on Consolidated Financial Statements will be sent under separate cover.

**ITEM 2a – ORGANIZATIONAL CHART**

As of December 31, 2013, the Company owns all the issued and outstanding shares of capital stock of Alliance Bank & Trust (the “Bank”) located in Gastonia, North Carolina. The Company has no other subsidiaries. The Bank has no other subsidiaries. The organizational chart is below:



**ITEM 2b – DOMESTIC BRANCH LISTING**

Attached is a copy of the Domestic Branch Listing

**ITEM 3 - SECURITIES HOLDERS**

(1)(a)(b)(c) and (2)(a)(b)(c)

Form FR Y-6 AB&T Financial Corporation Fiscal Year Ending December 31, 2013					
Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/2012			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 as of fiscal year ending 12/31/2012		
(1)(a) Name City, State, Country	(1)(b) Country or Citizenship Or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name City, State, Country	(2)(b) Country or Citizenship Or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
CEDE & Co New York, NY	USA	1,417,869 – 52.94% Common Stock	NA	NA	NA
Financial Stocks Capital Partners IV, LP Cincinnati, OH	USA	225,250 – 8.41% Common Stock			

**ITEM 4 - INSIDERS**

(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

<b>Form FR Y-6</b> <b>AB&amp;T Financial Corporation</b> <b>Fiscal Year Ending December 31, 2013</b>							
(1) Name, 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 names 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 name of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Kenneth C. Appling Forest City, NC	President, Appling Boring Company	Director	Director (Alliance Bank & Trust)	General Partner – Money Matters	4.08%	NA	Appling Boring – 68% Money Matters – 50% KCA Motorsports – 100% KCA Investments – 100%
Don J. Harrison Gastonia, NC	President, CEO – (Alliance Bank & Trust)	President, CEO	President, CEO – (Alliance Bank & Trust)	NA	0%	NA	NA
Paul T. Price, III Charlotte, NC	EVP, Chief Information Officer, Chief Risk Officer – (Alliance Bank & Trust)	NA	EVP, Chief Information Officer, Chief Risk Officer – (Alliance Bank & Trust)	NA	0%	NA	NA
Wayne F. Shovelin Gastonia, NC	Retired	Director, Chairman	Director, Chairman (Alliance Bank & Trust)	General Partner – Shovelin Investments LLLP	6.15%	NA	Shovelin Investments LLLP – 50%
David W. White Shelby, NC	President, White Investments of Shelby, LLC	Director	Director (Alliance Bank & Trust)	President – White and Son Construction Co.	5.39%	NA	White Investments of Shelby – 100% White and Son Construction – 100%
Roger A. Mobley, Charlotte, NC	CFO – (Alliance Bank & Trust)	CFO	CFO – (Alliance Bank & Trust)	NA	0.0%	NA	NA

**Results:** A list of branches for your depository institution: ALLIANCE BANK & TRUST COMPANY (ID\_RSSD: 3276543).  
 This depository institution is held by AB&T FINANCIAL CORPORATION (3706684) of GASTONIA, NC.  
 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)	3276543	ALLIANCE BANK & TRUST COMPANY	292 WEST MAIN AVENUE	GASTONIA	NC	28052	GASTON	UNITED STATES	423245	0	ALLIANCE BANK & TRUST COMPANY	3276543	
OK		Full Service	3928749	GASTONIA BRANCH	2227 UNION ROAD	GASTONIA	NC	28054	GASTON	UNITED STATES	479897	5	ALLIANCE BANK & TRUST COMPANY	3276543	
OK		Full Service	3928767	KINGS MOUNTAIN BRANCH	209 SOUTH BATTLEGROUND AVENUE	KINGS MOUNTAIN	NC	28086	CLEVELAND	UNITED STATES	479896	4	ALLIANCE BANK & TRUST COMPANY	3276543	
OK		Full Service	3680971	SHELBY BRANCH	412 S DEKALB STREET	SHELBY	NC	28150	CLEVELAND	UNITED STATES	431707	1	ALLIANCE BANK & TRUST COMPANY	3276543	