

Revised

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.

I, John DeStefano, Jr

Name of the Holding Company Director and Official

☒ Director & Secretary

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.

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.

Signature of Holding Company Director and Official

03/26/2014

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 4151012
C.I. _____

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2013

Month / Day / Year

Reporter's Name, Street, and Mailing Address

First City Fund Corporation

Legal Title of Holding Company

299 Whalley Ave

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

New Haven

CT

06511

City

State

Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Carroll Pereira

Assistant Treasurer

Name

Title

203-787-9513

Area Code / Phone Number / Extension

203-772-0427

Area Code / FAX Number

cpereira@startbank.com

E-mail Address

www.startbank.com

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

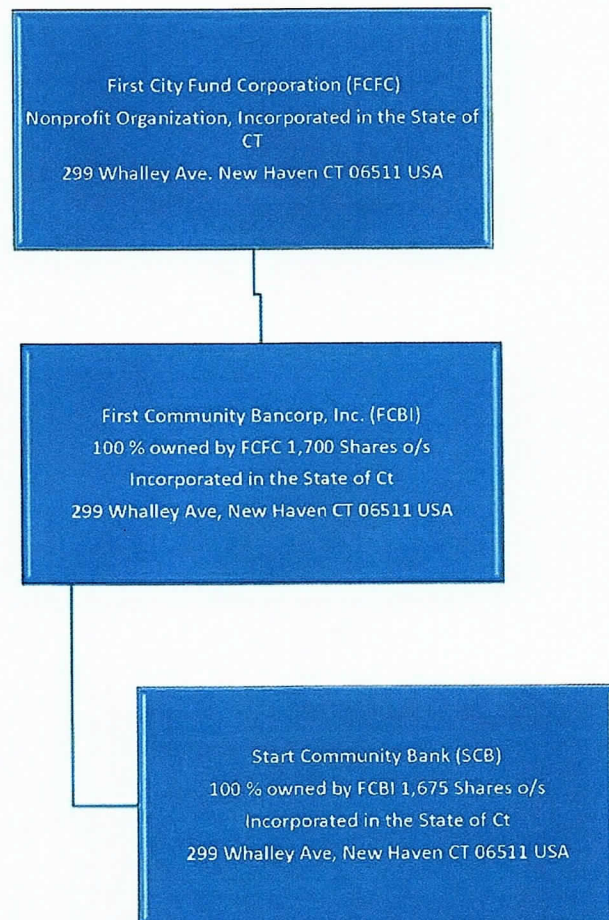
Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

<p><u>First Community Bancorp</u></p> <p>Legal Title of Subsidiary Holding Company</p> <p><u>299 Whalley Ave</u></p> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <p><u>New Haven</u> <u>CT</u> <u>06511</u></p> <p>City State Zip Code</p> <p>Physical location (if different from mailing address)</p>	<p>Legal Title of Subsidiary Holding Company</p> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <p>City State Zip Code</p> <p>Physical location (if different from mailing address)</p>
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ITEM #2A**ORGANIZATION CHART**

The principal organizing entity of the Bank is First City Fund Corporation (FCFC), a charitable nonprofit foundation whose charter mandates the formation of a locally based community bank to assist in the economic development and progress of the City of New Haven. FCFC provided the initial capitalization of the Bank through First City Bancorp Inc (FCBI), an intermediate holding company that owns 100% of the Bank's voting shares. FCBI is 100% owned by FCFC. Both FCFC and FCBI have received approval from the Federal Reserve Bank of Boston to become bank holding companies under the Bank Holding Company Act.

The organization structure of the Corporation/Bancorp/Bank is shown below. There are no other entities associated with the companies.



Results: A list of branches for your holding company: **FIRST CITY FUND CORPORATION (4351012) of NEW HAVEN, CT.**
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)	3843392	START COMMUNITY BANK	299 WHALLEY AVENUE	NEW HAVEN	CT	06511	NEW HAVEN	UNITED STATES	481671		0	START COMMUNITY BANK	
ok		Full Service	4234698	GRAND AVE BRANCH	258 GRAND AVE	NEW HAVEN	CT	06513	NEW HAVEN	UNITED STATES	516275		1	START COMMUNITY BANK	3843392

FR Y-6

December 31, 2013

First City Fund Corporation

Item #3

Security Holders

First City Fund Corporation is a not for profit Corporation and as such there are no security holders.

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12/31/2013
First City Fund Corporation

ITEM #4 Insiders

Name, City, State, Country	Title & Position with Bank Holding Company	Title & Position with Subsidiaries	Title and Position with Other Businesses	Principal Occupation if other than with the Bank Holding Company	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Subsidiary	List names of other companies (incl partnerships) if 25% or more if voting securities are held
John DeStefano Jr., New Haven CT, USA	Director and Secretary	Director: FCBI, Start Community Bank	N/A	Retired	N/A	N/A	None
Anita Seth New Haven CT, USA	Director	N/A	N/A	Unite Here at Yale	N/A	N/A	None
Mark G. Sklarz New Haven CT, USA	Director and President	N/A	N/A	Partner, Day Pitney	N/A	N/A	None
Susan Whetstone New Haven CT, USA	Director	Director and Secretary	N/A	retired	N/A	N/A	None
Rolan Joni Young Smith Orange CT, USA	Director	Director and Chair	N/A	Partner, Berchem, Moses and Devlin	N/A	N/A	None
Charles Negaro New Haven CT, USA	Director and Vice President	Director	N/A	CEO, Chabaso Bakery	N/A	N/A	None
Carl Goldfield New Haven CT USA	Director	N/A	N/A	Partner, Meneo & Goldfield	N/A	N/A	None
Robin Golden New Haven CT USA	Director and Treasurer	N/A	N/A	Consultant	N/A	N/A	None