

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, Chris Bailey

Name of the Holding Company Director and Official

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.

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

09107115

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 1084753

C.I. _____

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

December 31, 2014

Month / Day / Year

N/A

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address

First Bancorporation of Geraldine, Inc.

Legal Title of Holding Company

P.O. Box 187

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

Geraldine

AL

35974-0187

City

State

Zip Code

40956 Alabama Highway 75

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Elaine Gilbert

Vice-President

Name

Title

256-659-2175

Area Code / Phone Number / Extension

256-659-4882

Area Code / FAX Number

egilbertlibertybank@charter.net

E-mail Address

N/A

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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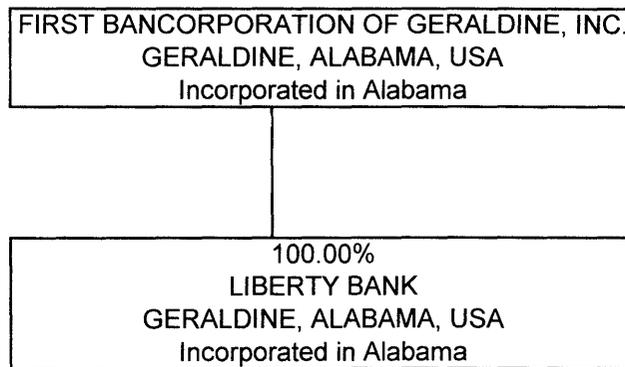
City State Zip Code

Physical Location (if different from mailing address)

FIRST BANCORPORATION OF GERALDINE, INC.

**ORGANIZATION CHART
Report Item 2**

December 31, 2014



All Entities are Incorporated in Alabama.

FIRST BANCORPORATION OF GERALDINE, INC.
 FRY-6 Report Item 3 - Shareholders
 DECEMBER 31, 2014

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

Current Shareholders with ownership, control or holdings
 of 5% or more with power to vote as of 12-31-2014.

| (1) (a) NAME & ADDRESS | (1) (b) COUNTRY OF CITIZENSHIP | (1) (c) NUMBER AND PERCENTAGE OF EACH | | |
|---|--------------------------------------|--|--------|---------|
| | | NUMBER | CLASS | PERCENT |
| Coolidge Isbell Geraldine, AL | USA | 5,538 | Common | 10.27% |
| Betty Parris Trust Margaret Parris, Trustee Geraldine, AL | USA | 8,975 | Common | 16.65% |
| Vicki Anderson Hixon, TN | USA | 5,868 | Common | 10.88% |

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 12-31-2014.

(2) (a) (2) (b) (2) (c)

None

Exhibit D

FIRST BANCORPORATION OF GERALDINE, INC.

ITEM 4 - INSIDERS

(1) (2) (3) (a) (b) (c) AND (4) (a) (b) (c)
DECEMBER 31, 2014

| (1) NAME & ADDRESS | (2) PRINCIPAL OCCUPATION IF OTHER THAN HOLDING CO. | (3) (a) POSITION WITH HOLDING COMPANY | (3) (b) POSITION WITH LIBERTY BANK | (3) (c) POSITION WITH OTHER COMPANY | (4) (a) PERCENTAGE BANK HOLDING COMPANY | (4) (b) PERCENTAGE OWNED IN BANK | (4) (c) OTHER COMPANY EXCEEDING 25% |
|--------------------------------------|---|---|--|--|---|--|---|
| Chris Bailey Boaz, AL USA | N/A | President/ | President/ CEO | None | 0.008% | 0.00% | None |
| Robert Decker Albertville, AL USA | Investment Broker | Chairman/ Director | Chairman/ Director | Edward D. Jones Investment Broker | 4.83% | 0.00% | None |
| Billy F. Cooper Madison, AL USA | Retired | Director | Director | None | 2.93% | 0.00% | None |
| Joel Murdock Albertville, AL USA | Machine Operator | Director | Director | N/A | 1.68% | 0.00% | None |
| Betty Parris Geraldine, AL USA | Housewife | None | None | N/A | 16.65% | 0.00% | None |
| Coolidge Isbell Geraldine, AL USA | Real Estate | None | None | BIB Partnership 50% Ownership | 10.27% | 0.00% | None |
| David Wear Ft. Payne, AL USA | Attorney | Director | Director | President- Wear & Wear, P.A. 100% Ownership | 0.19% | 0.00% | None |
| Vicki Anderson Hixon, TN USA | Marketing | Director | Director | Director of Marketing- Chattanooga Business | 10.88% | 0.00% | None |