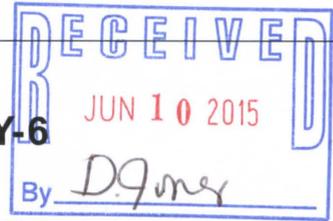


Board of Governors of the Federal Reserve System



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, 2014

Month / Day / Year

N/A

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

I, Gerald R. Smith Jr

Name of the Holding Company Director and Official

CEO

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

Keystone Bancshares, Inc.

Legal Title of Holding Company

2394 East University Drive

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

Auburn

AL

36830

City

State

Zip Code

Same

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:

Rob Steen

SVP/Controller

Name

Title

334-466-2210

Area Code / Phone Number / Extension

334-826-0425

Area Code / FAX Number

rsteen@keystonebank.us

E-mail Address

N/A

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

*Gerald R. Smith Jr*  
 Signature of Holding Company Director and Official  
 05/19/2015  
 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 4517932  
 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

## 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.

N/A  
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)

N/A  
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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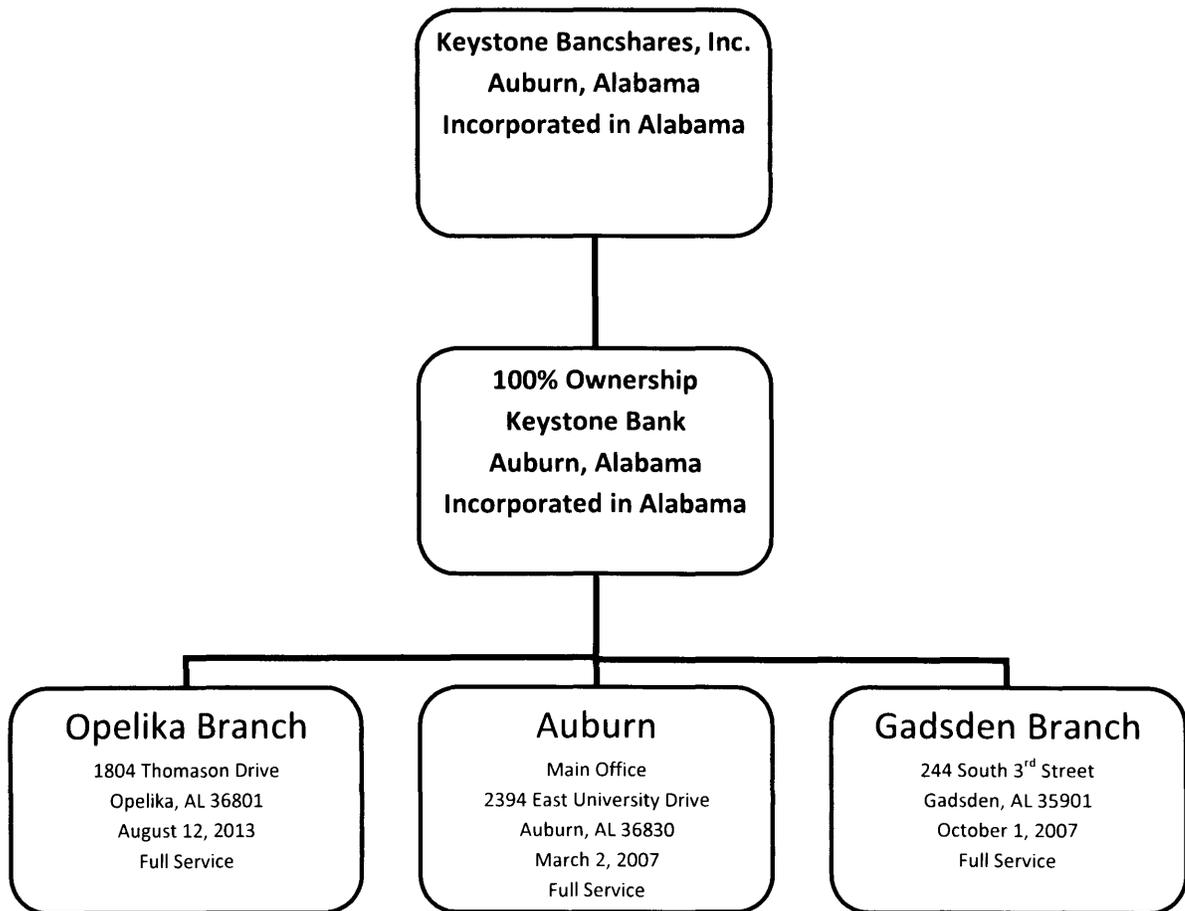
City State Zip Code

Physical Location (if different from mailing address)

**Form FR Y-6**  
**Keystone Bancshares, Inc.**  
**Auburn, Alabama**  
**Fiscal Year Ending December 31, 2014**

**Report Item:**

1. Annual Report is not yet complete. We will provide Audited Financials when complete.
2. Organizational Chart:



Results: A list of branches for your depository institution: KEYSTONE BANK (ID\_RSSD: 3582552).

This depository institution is held by KEYSTONE BANCSHARES, INC. (4517832) of AUBURN, AL.

The data are as of 12/31/2014. Data reflects information that was received and processed through 04/06/2015.

**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)	3582552	KEYSTONE BANK	2394 EAST UNIVERISTY DRIVE	AUBURN	AL	36830	LEE	UNITED STATES	449818	0	KEYSTONE BANK	3582552	
ok		Full Service	3688940	GADSDEN BRANCH	244 SOUTH 3RD STREET	GADSDEN	AL	35901	ETOWAH	UNITED STATES	482370	1	KEYSTONE BANK	3582552	
ok		Full Service	4552468	OPELIKA BRANCH	1804 THOMASON DRIVE	OPELIKA	AL	36801	LEE	UNITED STATES	Not Required	Not Required	KEYSTONE BANK	3582552	

**Form FR Y-6**  
**Keystone Bancshares, Inc.**  
**Fiscal Year Ending December 31, 2014**

**Report Item:**

3. Securities holders – There is no person that controls 5 % as of 12/31/2014.

Form FR Y-6

Keystone Bancshares, Inc.

Fiscal Year Ending December 31, 2014

Report Item: 4. Insiders - (1), (2), (3)(a)(b)(c), and 4(a)(b)(c)

(1) Name, City, State, Country	(2) Principal Occupation if other than 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 names of other companies (includes partnerships) if 25% of more of voting securities are held (list names of companies and percentage of voting securities held)
Mr. Gerald Ray Smith Jr. Gadsden, AL USA	N/A	CEO	CEO Keystone Bank	N/A	1.68%	None	N/A
Mr. John F. Gittings Jr. Auburn, AL USA	N/A	CFO	CFO Keystone Bank	N/A	1.19%	None	N/A
Mr. Boles B. Pegues III Cussetta, AL USA	N/A	President	President Keystone Bank	N/A	1.40%	None	N/A
Mr. William Murray Neighbors Auburn, AL USA	US Treasury Agent (retired)	Chairman	Chairman Keystone Bank	Retired US Treasury Agent	2.80%	None	N/A
Mr. John Y. Reynolds Auburn, AL USA	Banking Technology	Director	Director Keystone Bank	Computer Services Inc. Employee	0.56%	None	N/A
Mr. William Banks Herndon Opelika, AL USA	Real Estate Land Sales Retired Attorney	Director	Director Keystone Bank	Tutt Land Employee	0.56%	None	N/A
Mr. Howard J. Porter Jr. Auburn, AL USA	Self Employed Commercial Real Estate	Director	Director Keystone Bank	Sec/Treasury of Traylor Porter HealthCare	0.84%	None	Arbor Springs Ltd 50% Traylor Porter HealthCare Inc 50% TP Services LLC 35% HJ Porter and Associates Inc 100% HoPo Realty LLC 99% Old Ivy Investments LLC 60% Wood Valley LLC 100% EG Enterprises Inc 100% Porter Properties 30% RPM Holdings LLC 55% Sanport Housing LLC 51%

Mr. Jonathan Mark Traylor Opelika, AL USA	Nursing Home	Director	Director Keystone Bank	President of Traylor Porter HealthCare	0.81%	None	Arbor Springs Ltd 50% Traylor Porter HealthCare Inc 50% TP Services LLC 50%
Dr. Lucian Newman III Gadsden, AL USA	General Surgeon	Director	Director Keystone Bank	Surgeon for Gadsden Surgical Associates	1.13%	None	N/A
Mr. John A. Freeman Gadsden, AL USA	Real Estate Sales and Development	Director	Director Keystone Bank	President of Freeman Land	1.19%	None	N/A