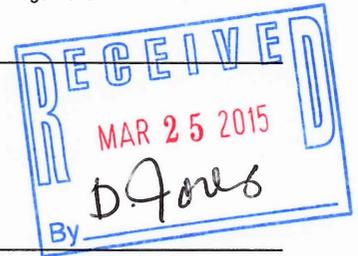


Board of Governors of the Federal Reserve System



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, Ronnie Jackson

Name of the Holding Company Director and Official

Chief Financial Officer and 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

Oakworth Capital, Inc.

Legal Title of Holding Company

2100A Southbridge Parkway, Suite 445

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

Birmingham

AL

35209

City

State

Zip Code

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.

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Judson Spooner

Corporate Accountant

Name

Title

205-263-4733

Area Code / Phone Number / Extension

205-263-4698

Area Code / FAX Number

judd.spooner@oakworthcapital.com

E-mail Address

www.oakworthcapital.com

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

Signature of Holding Company Director and Official

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 4503910  
 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

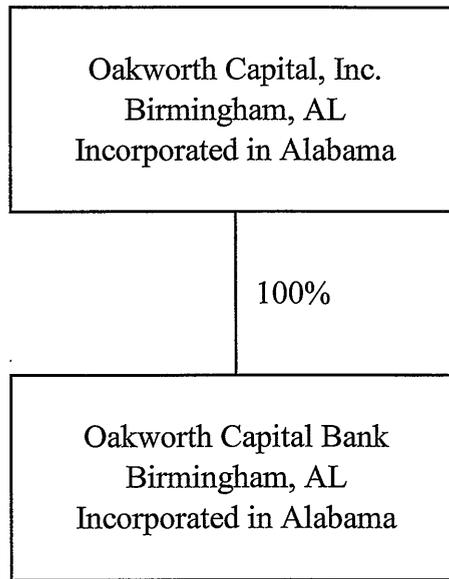
**Form FR Y-6**

**Oakworth Capital, Inc.  
Birmingham, Alabama  
Fiscal Year Ending December 31, 2014**

Report Item

1: The bank holding company is not registered with the SEC and does not prepare an annual report for its securities holders.

2a: Organizational Chart



2b: Domestic branch listing provided to the Federal Reserve Bank via e-mail on 3/17/2015 at 4:51 p.m. central time.

Results: A list of branches for your depository institution: OAKWORTH CAPITAL BANK (ID\_RSSD: 3720608).  
 This depository institution is held by OAKWORTH CAPITAL, INC. (4503910) of BIRMINGHAM, AL.  
 The data are as of 12/31/2014. Data reflects information that was received and processed through 01/07/2015.

**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)	3720608	OAKWORTH CAPITAL BANK	2100 SOUTHBRIDGE PARKWAY	BIRMINGHAM	AL	35209	JEFFERSON	UNITED STATES	467896	0	OAKWORTH CAPITAL BANK	3720608	

✓P

**Form FR Y-6**  
**Oakworth Capital, Inc.**  
**Fiscal Year Ending December 31, 2014**

**Report Item 3: Securities Holders**

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

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/2014			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 during the fiscal year ending 12/31/2014		
(1)(a) Name City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Sam E. Upchurch, Jr. Birmingham, AL, USA	USA	101,428 - 2.60% Common Stock 198,155 - 5.08% Options, Warrants, & Restricted Shares on Common Stock	N/A		
Scott B. Reed Birmingham, AL, USA	USA	152,857 - 3.91% Common Stock 206,726 - 5.28% Options, Warrants, & Restricted Shares on Common Stock			
Robert A. Reed Birmingham, AL, USA	USA	113,644 - 3.02% Common Stock 55,000 - 1.46% Warrants on Common Stock			
Matthew G. Mead Memphis, TN, USA	USA	180,000 - 4.82% Common Stock 25,000 - 0.67% Warrants on Common Stock			

Reed Trust

**Form FR Y-6**  
**Oakworth Capital, Inc.**  
**Fiscal Year Ending December 31, 2014**

**Report Item 4: Insiders**

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

Page 1 of 3

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiary (Oakworth Capital Bank is only subsidiary)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in 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% or more of voting securities are held (List names of companies and percentage of voting securities held)
Sam E. Upchurch, Jr. Birmingham, AL USA	N/A	Director & Chairman	Director & Chairman	Director, Security Engineers, Inc.; Director, Denson & Denson, LLC; Managing Member, Grey Rocks Ranch, LLC; Managing Member, Grey Rocks Investors, LLC	7.67%	None	Grey Rocks Investors, LLC (100%)
Scott B. Reed Birmingham, AL USA	N/A	Director, President, & CEO	Director, President, & CEO	Director, ABC Polymer Industries, LLC; Director, Proventix Systems, Inc.	9.19%	None	Reed Family, LLC (50%); ABC Polymer Industries, LLC (25%)
Ronald C. Jackson Birmingham, AL USA	N/A	Director & CFO	Director & CFO	None	2.27%	None	None
Sam A. Scalici, Jr Birmingham, AL USA	N/A	Director & Head of Banking	Director & Head of Banking	None	2.97%	None	None
Forest W. Whatley, Jr. Birmingham, AL USA	N/A	Director & Head of Risk & Credit	Director & Head of Risk & Credit	None	2.83%	None	None
John B. Norris, V Birmingham, AL USA	N/A	Head of Wealth Management	Head of Wealth Management	None	1.27%	None	None

**Form FR Y-6**  
**Oakworth Capital, Inc.**  
**Fiscal Year Ending December 31, 2014**

**Report Item 4: Insiders**

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

Page 2 of 3

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiary (Oakworth Capital Bank is only subsidiary)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in 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% or more of voting securities are held (List names of companies and percentage of voting securities held)
David M. Driscoll Birmingham, AL USA	N/A	Head of Technology & Operations	Head of Technology & Operations	None	2.14%	None	None
Matthew G. Mead Memphis, TN USA	Principal, Chicksaw Capital Management	Director	Director	Trustee, MainGate MLP Fund; Director, Agri, Inc.	5.49%	None	None
William B. Morton Birmingham, AL USA	President & CEO, Robins & Morton	Director	Director	None	3.99%	None	Robins & Morton Corporation (29.44%)
Robert A. Reed Birmingham, AL USA	President & CEO, ABC Polymer Industries, LLC	Director	Director	Director, MainGate MLP Fund	4.48%	None	ABC Polymer Industries, LLC (37%)
Richard D. Horsley Birmingham, AL USA	Retired	Director	Director	Managing Member, Longleaf Pines, LLC	2.66%	None	Managing Member, Longleaf Pines, LLC (96%)
Luther J. Strange, III Birmingham, AL USA	State of Alabama Attorney General	Director	Director	None	2.08%	None	None

**Form FR Y-6**  
**Oakworth Capital, Inc.**  
**Fiscal Year Ending December 31, 2014**

**Report Item 4: Insiders**

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

Page 3 of 3

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiary (Oakworth Capital Bank is only subsidiary)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in 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% or more of voting securities are held (List names of companies and percentage of voting securities held)
E. Lyle Cain, Jr., M.D. Birmingham, AL USA	Orthopedic Surgeon	Director	Director	None	3.99%	None	None
John McPherson Birmingham, AL USA	Executive Vice President, CFO & Strategy Officer, Vulcan Materials Co.	Director	Director	None	0.20%	None	None