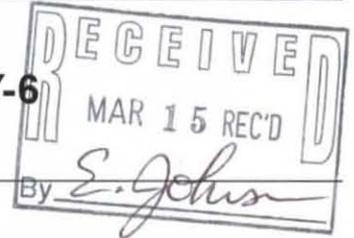


Board of Governors of the Federal Reserve System



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, 2012**

Month / Day / Year

I, **Albert H. Garrett**

Reporter's Name, Street, and Mailing Address

**RBC, INC.**

Legal Title of Holding Company

**P.O. Box 490**

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

**Demopolis AL 36732**

City State Zip Code

**216 North Walnut Avenue, Demopolis, AL 36732**

Physical location (if different from mailing address)

Name of the Holding Company Director and Official

**President & 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.

Person to whom questions about this report should be directed:

**Donna F. Moseley Trust Officer**

Name Title

**334-289-6729**

Area Code / Phone Number / Extension

**334-289-9984**

Area Code / FAX Number

**donnam@robertsonbanking.com**

E-mail Address

**www.robertsonbanking.com**

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

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.

*Albert H. Garrett*

Signature of Holding Company Director and Official

**3/12/2013**

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 **2526755**  
 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 2a

**ORGANIZATIONAL CHART**

**RBC, INC.**  
**216 North Walnut Avenue**  
**DEMOPOLIS, ALABAMA/USA**  
**DELAWARE**

**ROBERTSON BANKING**  
**COMPANY**  
**216 North Walnut Avenue**  
**DEMOPOLIS, ALABAMA**  
**USA**

**100% CONTROLLED**

**Results:** A list of branches for your depository institution: ROBERTSON BANKING COMPANY (ID\_RSSD: 430036). This depository institution is held by RBC, INC. (2526755) of DEMOPOLIS, AL. The data are as of 12/31/2012. Data reflects information that was received and processed through 01/06/2013.

#### 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**

**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
OK		Full Service (Head Office)	430036	ROBERTSON BANKING COMPANY	216 NORTH WALNUT STREET	DEMOPOLIS	AL
OK		Full Service	2254197	WESTSIDE BRANCH	1206 HIGHWAY 80 WEST	DEMOPOLIS	AL
OK		Full Service	2575481	LINDEN BRANCH	209 EAST COATS AVENUE	LINDEN	AL
OK		Full Service	320735	THOMASTON BRANCH	216 WEST SECOND AVENUE	THOMASTON	AL

OK		Full Service	3877762	TUSCALOOSA BRANCH	1400 GREENSBORO AVENUE	TUSCALOOSA	AL
OK		Full Service	4397874	TUSCALOOSA NORTHRIDGE BRANCH	1835 MCFARLAND BOULEVARD NORTH	TUSCALOOSA	AL

Date column.

Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
36732	MARENGO	UNITED STATES	21	0	ROBERTSON BANKING COMPANY	430036	
36732	MARENGO	UNITED STATES	180895	2	ROBERTSON BANKING COMPANY	430036	
36748	MARENGO	UNITED STATES	229637	4	ROBERTSON BANKING COMPANY	430036	
36783	MARENGO	UNITED STATES	8456	3	ROBERTSON BANKING COMPANY	430036	

35401	TUSCALOOSA	UNITED STATES	483412	5	ROBERTSON BANKING COMPANY	430036	
35406	TUSCALOOSA	UNITED STATES	Not Required	Not Required	ROBERTSON BANKING COMPANY	430036	

**FORM FR Y-6**  
**RBC, INC.**  
**Fiscal Year Ending December 31, 2012**

**REPORT ITEM 3: SHAREHOLDERS**

*3(1): Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2012:*

*(Based on 522,520 shares outstanding as of 12-31-12)*

- |    |                     |   |              |   |                                     |
|----|---------------------|---|--------------|---|-------------------------------------|
| 1. | GLENN K. MAYTON     | - | RECORD OWNER | - | 42,519 Shares - 8.137% Common Stock |
|    | DEMOPOLIS, AL 36732 |   | CONTROLLED   | - | 7,901 Shares - 1.512% Common Stock  |

COUNTRY OF CITIZENSHIP - UNITED STATES

- |    |                    |   |              |   |                                     |
|----|--------------------|---|--------------|---|-------------------------------------|
| 2. | MARIE H. BARKSDALE | - | RECORD OWNER | - | 44,138 Shares - 8.447% Common Stock |
|    | OXFORD, MS 38655   |   |              |   |                                     |

COUNTRY OF CITIZENSHIP - UNITED STATES

*3(2): Shareholders with ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-2012:*

NONE

SUBMITTED BY:  
Donna F. Moseley  
Trust Officer  
03/05/13

**FORM FR Y-6**  
**RBC, INC.**  
**FISCAL YEAR ENDING DECEMBER 31, 2012**

**REPORT ITEM 4: INSIDERS**

**\*\*\*NOTE: Percentages of RBC, Inc., stock owned is based on 522,520 shares issued**

**A.**

1. **ALBERT H. GARRETT**  
**DEMOPOLIS, ALABAMA 36732**
2. Principal Occupation: N/A
- 3a Title and Position with RBC, Inc.: Director, President and CEO
- 3b Title and Position with Robertson Banking Company: Director, President and CEO
- 3c Title and Position with any Other Company: Director, Alabama Bankers Bank
- 4a Number of Shares and Percentage of Shares owned of RBC, Inc. -2,814, .54%
- 4b Number of Shares and Percentage of Shares owned of Subsidiaries - None
- 4c Number of Shares and Percentage of Shares owned of other Companies – N/A

**B.**

1. **R.A. PRITCHETT**  
**THOMASTON, ALABAMA 36783**
2. Principal Occupation: N/A
- 3a Title and Position with RBC, Inc.: Director, Executive Vice-President
- 3b Title and Position with Robertson Banking Company: Director, Executive Vice-President
- 3c Title and Position with any Other Company: N/A
- 4a Number of Shares and Percentage of Shares owned of RBC, Inc. – 9,669, 1.85%
- 4b Number of Shares and Percentage of Shares owned of Subsidiaries - None
- 4c Number of Shares and Percentage of Shares owned of other Companies – N/A

**C.**

1. **JAMES W. BIRD, JR.**  
**ORANGE BEACH, ALABAMA 36561**
2. Principal Occupation: Broker Associate, RealtySouth
- 3a Title and Position with RBC, Inc.: Director
- 3b Title and Position with Robertson Banking Company: Director
- 3c Title and Position with any Other Company: N/A
- 4a Number of Shares and Percentage of Shares owned of RBC, Inc. – 11,620, 2.22%
- 4b Number of Shares and Percentage of Shares owned of Subsidiaries - None
- 4c Number of Shares and Percentage of Shares owned of other Companies – N/A

**D.**

1. **JOE BRADLEY**  
**TROY, AL 36081**
2. Principal Occupation: Vice-President, Cox Container
- 3a Title and Position with RBC, Inc.: Director & Chairman
- 3b Title and Position with Robertson Banking Company: Director
- 3c Title and Position with any Other Company: N/A
- 4a Number of Shares and Percentage of Shares owned of RBC, Inc. – 1,140, .22%
- 4b Number of Shares and Percentage of Shares owned of Subsidiaries - None
- 4c Number of Shares and Percentage of Shares owned of other Companies – N/A

**E.**

1. **HUGH V. OVERMYER**  
**DEMOPOLIS, ALABAMA 36732**
2. Principal Occupation: President, Linden Lumber, LLC
- 3a Title and Position with RBC, Inc.: Director
- 3b Title and Position with Robertson Banking Company: Director
- 3c Title and Position with any Other Company: Doghouse Properties, LLC - Member  
Eagle Properties, LLC – Partner  
Jaber, Inc. - Member
- 4a Number of Shares and Percentage of Shares owned of RBC, Inc. – 7,745, 1.48%
- 4b Number of Shares and Percentage of Shares owned of Subsidiaries - None
- 4c Number of Shares and Percentage of Shares owned of other Companies:
  - (1) Doghouse Properties, LLC – 25 %
  - (2) Eagle Properties, LLC - 33.33%
  - (3) Jaber, Inc. – 25%

**F.**

1. **GLENN K. MAYTON**  
**DEMOPOLIS, ALABAMA 36732**
2. Principal Occupation: President, One-Stop Building Supply, Inc.
- 3a Title and Position with RBC, Inc.: Director
- 3b Title and Position with Robertson Banking Company: Director
- 3c Title and Position with any Other Company: One-Stop Building Supply, Inc. - President/Owner  
Mayton/Wilson, Partnership – Partner  
Doghouse Properties, LLC – Member  
Jaber, Inc. - Member
- 4a Number of Shares and Percentage of Shares owned of RBC, Inc. – 50,420, 9.65%
- 4b Number of Shares and Percentage of Shares owned of Subsidiaries - None
- 4c Number of Shares and Percentage of Shares owned of other Companies -
  - (1) One-Stop Building Supply, Inc. - 100%
  - (2) Mayton/Wilson, Partnership - 50%
  - (3) Doghouse Properties, LLC – 25%
  - (4) Jaber, Inc. - 25%

**G.**

1. **JON W. WARNER**  
**TUSCALOOSA, ALABAMA 35402**
2. Principal Occupation: Chairman of the Board, The Westervelt Company
- 3a Title and Position with RBC, Inc.: Director
- 3b Title and Position with Robertson Banking Company: Director
- 3c Title and Position with any Other Company - The Westervelt Company – Chairman of the Board
- 4a Number of Shares and Percentage of Shares owned of RBC, Inc. – 1,000, .19%
- 4b Number of Shares and Percentage of Shares owned of Subsidiaries - None
- 4c Number of Shares and Percentage of Shares owned of other Companies -
  - (1) The Westervelt Company - 16.37%

H.

1. **WOODFORD W. DINNING, JR.**  
**DEMOPOLIS, ALABAMA 36732**
2. Principal Occupation: Attorney with law firm of Lloyd and Dinning, LLC.
- 3a Title and Position with RBC, Inc.: Director
- 3b Title and Position with Robertson Banking Company: Director
- 3c Title and Position with any Other Company - Walnut Avenue Holding Company, Inc. - President  
Lloyd and Dinning, LLC - Partner
- 4a Number of Shares and Percentage of Shares owned of RBC, Inc. - 1,380, .26%
- 4b Number of Shares and Percentage of Shares owned of Subsidiaries - None
- 4c Number of Shares and Percentage of Shares owned of other Companies -
  - (1) Walnut Avenue Holding Company, Inc. - 50%
  - (2) Lloyd and Dinning, LLC - 50%

I.

1. **JOHN B. WALLACE**  
**DEMOPOLIS, ALABAMA 36732**
2. Principal Occupation: Owner - Wallace Wood Products
- 3a Title and Position with RBC, Inc.: Director
- 3b Title and Position with Robertson Banking Company: Director
- 3c Title and Position with any Other Company - Wallace Wood Products, Inc. - President/Owner  
JJ&K Sales, LLC - President  
V&B Gas, Inc. - President  
Doghouse Properties, LLC - Member  
Jaber, Inc. - Member
- 4a Number of Shares and Percentage of Shares owned of RBC, Inc. - 11,968, 2.29%
- 4b Number of Shares and Percentage of Shares owned of Subsidiaries - None
- 4c Number of Shares and Percentage of Shares owned of other Companies -
  - (1) Wallace Wood Products, Inc. - 100%
  - (2) JJ&K Sales, LLC - 50%
  - (3) V&B Gas, Inc. - 37 ½ %
  - (4) Doghouse Properties, LLC - 25%
  - (5) Jaber, Inc. - 25%

J.

1. **W. GARY HOLEMON**  
**DEMOPOLIS, ALABAMA 36732**
2. Principal Occupation: N/A
- 3a Title and Position with RBC, Inc.: Executive Vice President, Chief Credit Officer
- 3b Title and Position with Robertson Banking Company: Executive Vice President, Chief Credit Officer
- 3c Title and Position with any Other Company - President of The Alabama Multi-Family Loan Consortium
- 4a Number of Shares and Percentage of Shares owned of RBC, Inc. -3,556, .68%
- 4b Number of Shares and Percentage of Shares owned of Subsidiaries - None
- 4c Number of Shares and Percentage of Shares owned of other Companies - N/A

**K.**

1. **PETER M. REYNOLDS, JR.**  
**DEMOPOLIS, ALABAMA 36732**
2. Principal Occupation: N/A
- 3a Title and Position with RBC, Inc.: Executive Vice President, Chief Financial Officer
- 3b Title and Position with Robertson Banking Company: Executive Vice President, Chief Financial Officer
- 3c Title and Position with any Other Company - N/A
- 4a Number of Shares and Percentage of Shares owned of RBC, Inc. -3,190, .61%
- 4b Number of Shares and Percentage of Shares owned of Subsidiaries - None
- 4c Number of Shares and Percentage of Shares owned of other Companies - N/A

**L.**

1. **RICHARD E. GIBSON**  
**TUSCALOOSA, ALABAMA 35203**
2. Principal Occupation: CPA
- 3a Title and Position with RBC, Inc.: Director
- 3b Title and Position with Robertson Banking Company: Director
- 3c Title and Position with any Other Company - Part Owner- Jamison Money Farmer PC  
Shareholder- JMF Consulting, Inc.  
Partner – JMF Building, LLC
- 4a Number of Shares and Percentage of Shares owned of RBC, Inc. -1002, .192%
- 4b Number of Shares and Percentage of Shares owned of Subsidiaries - None
- 4c Number of Shares and Percentage of Shares owned of other Companies -
  - (1) JamisonMoneyFarmer PC Total Shares 6378; shares owned 1,000; percent owned 15.678%
  - (2) JMF Consulting Inc. Total Shares 600; shares owned 100; percent owned 16.67%
  - (3) JMF Building LLC Partnership; Percent owned 16.67%