

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, Robert F Harwell

Name of the Holding Company Director and Official

Pres/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.

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

5-6-15

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 3207371
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

RB Bancorporation

Legal Title of Holding Company

P O Box 30

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

Athens AL 35612

City State Zip Code

112 N Jefferson St Athens AL 35611

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Terri Garlen VP

Name Title

256-232-1944

Area Code / Phone Number / Extension

256-232-1973

Area Code / FAX Number

tgarlen@reliancebanking.com

E-mail Address

www.reliancebanking.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."

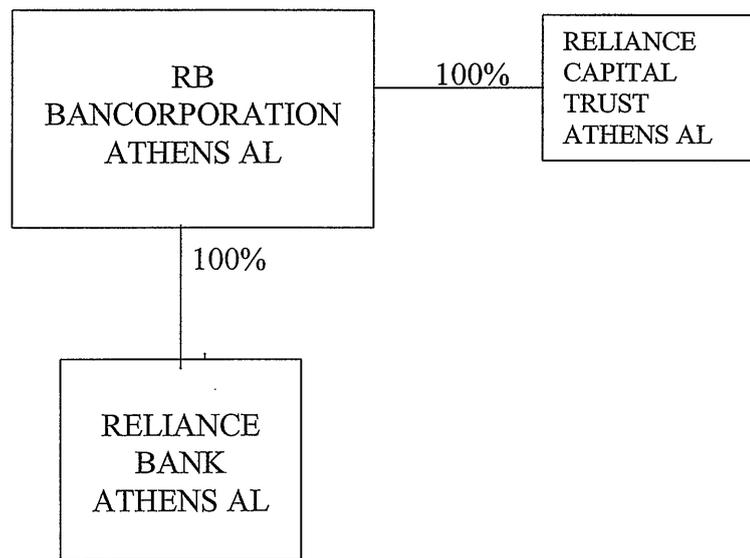
No

FORM FR Y-6

RB BANCORPORATION, INC
ATHENS AL
FISCAL YEAR ENDING DECEMBER 31, 2014

Report Item 1. The bank holding company is not preparing an annual report for its shareholders for 2014. Audited financial statement will be sent at a later date. They are not complete for 2014 yet.

Report Item 2. Organizational Chart – All Entities are Incorporated in Alabama



Report Item 2b. Submitted via email 03/13/2015-- branch reconciliation list.

Results: A list of branches for your depository institution: RELIANCE BANK (ID_RSSD: 2753588).
 This depository institution is held by RB BANCORPORATION(3207891) of ATHENS, 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)	2753588	RELIANCE BANK	112 NORTH JEFFERSON STREET	ATHENS	AL	35611	LIMESTONE	UNITED STATES	61928	0	RELIANCE BANK	2753588	
OK		Full Service	3837739	ARDMORE BRANCH	26772 MAIN STREET	ARDMORE	AL	35739	LIMESTONE	UNITED STATES	485223	5	RELIANCE BANK	2753588	
OK		Full Service	3359183	HIGHWAY 72 EAST BRANCH	22236 US HIGHWAY 72	ATHENS	AL	35613	LIMESTONE	UNITED STATES	441440	2	RELIANCE BANK	2753588	
OK		Limited Service	3880230	MARKET STREET BRANCH	111 EAST MARKET STREET	ATHENS	AL	35611	LIMESTONE	UNITED STATES	290837	1	RELIANCE BANK	2753588	
OK		Full Service	4602626	LONGWOOD DRIVE BRANCH	108 LONGWOOD DRIVE SOUTH EAST	HUNTSVILLE	AL	35801	MADISON	UNITED STATES	Not Required	Not Required	RELIANCE BANK	2753588	
OK		Full Service	3769036	COUNTY LINE ROAD BRANCH	12050 COUNTY LINE ROAD	MADISON	AL	35756	LIMESTONE	UNITED STATES	476061	4	RELIANCE BANK	2753588	

Report Item 3: Shareholders

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RB Bancorporation
Fiscal Year Ending December 31, 2014

Curent Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2014

Shareholder 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 & Address (City, State, Country)	1.b. Country of Citizenship or Incorporation	1.c. Number and Percentage of Each Class of Voting Securities	2.a. Name & Address (City, State, Country)	2.b. Country of Citizenship or Incorporation	2.c. Number and Percentage of Each Class of Voting Securities
Robert Thurber Huntsville AL	USA	59,072 - 5.5% Common 0 Preferred	N/A		
James E McClary Jr Athens AL	USA	86,299 - 8.01% Common 2,500 - 9.09% Preferred	N/A		
Harold Jeffreys Decatur AL	USA	73,125 - 6.8% Common 0 Preferred	N/A		
David Hunt Athens AL	USA	28,238 - 2.62% Common 2,500 - 9.09% Preferred	N/A		

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RB Bancorporation
Fiscal Year Ending December 31,2014

1. Names & Address (City, State, Country)	2. Principal Occupation if other than with 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% or more of voting securities are held (List names of companies and percentage of voting securities are held)
James E McClary Jr Athens AL	Retailer	Director	Director (Reliance Bank)	President McClary Tire Co, Inc President McClary Treading President Limestone Tire	8.01% Common 9.09% Preferred	N/A (Reliance Bank)	McClary Tire Co, Inc (100%) McClary Treading (100%) Limestone Tire (100%)
Robert Thurber Huntsville AL	Retired	Director Chairman	Director (Reliance Bank)	CEO B2 Sensor Solutions LLC Manager Thurber HAEF, LLC	5.50% Common	N/A (Reliance Bank)	B2 Sensor Solutions LLC (94%) Thurber HAEF LLC (25%)
Babu Kakani Huntsville AL	Accountant	Director	Director (Reliance Bank)	Managing Member KVK Investments LLC Member Green Mountain Porperties LLC Member Enterprise Lodging Company LLC Member Madison Land Pamers Member Enterprise Lodging of Hintsville LLC Member Florence Hotel Company LLC Member Samaja Investments LLC Member Huntsville India House LLC Member Two ROA LLC	4.8% Common	N/A (Reliance Bank)	KVK Investments LLC (25%) Green Mountain Properties LLC (33%) Madison Land Partners (25%)

Report Item 4:Insiders

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John Baggette Huntsville AL	Attorney	Director	Director (Reliance Bank)	Member Two ROA LLC	3.6% Common	N/A (Reliance Bank)	N/A
Jada Leo Huntsville AL	Commercial RE Investor	Director	Director (Reliance Bank)	President The Westmoreland Company Inc Member 451 Press LLC Member Simple Helix LLC Member Pharma Investments LLC Member Two ROA LLC	4.8% Common	N/A (Reliance Bank)	The Westmoreland Company Inc (50%) 451 Press LLC (99%) Simple Helix LLC (99%)
Tim Smalley Decatur AL	Accountant	Director Vice Chairman	Director (Reliance Bank)	President Byrd, Smalley & Adams PC Partner 237 Johnston St LLC Member Two ROA LLC	3.48% Common	N/A (Reliance Bank)	Byrd, Smalley & adams PC (50%) 237 Johnston St LLC (33.33%) Small Business Technologies Inc (50.00%)

Report Item 4:Insiders

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Name	Role	Position	Bank	Company	Ownership	Bank	Company
David Hunt Athens AL	Administrator	Director	Director (Reliance Bank)	President	2.62% Common	N/A (Reliance Bank)	Forum Green, Inc (29.07%)
				Forum Green, Inc	9.09% Preferred		Old South Properties, Inc (29.07%)
				President			Greystone LLC (50%)
				Old South Properties, Inc			B & H Development, LLC (50%)
				Partner			Imperial Properties LLC (33.33%)
				Greystone LLC			FGH Health Realty LLC (29.07%)
				Managing Partner			St Joseph Farms, LLC (50%)
				B & H Development, LLC			Old South Homebuilders LLC (33.33%)
				Partner			OSP Realty LLC (33.33%)
				Imperial Properties, LLC			CDCC Partners (29.07%)
				Partner			
				FG Health Realty LLC			
				Managing Partner			
St Joseph Farms, LLC							
Partner							
Old South Homebuilders LLC							
Member							
OSP Realty LLC							
Member							
CDCC Partners							
Robert Harwell Huntsville AL	Banker	Director Pres/CEO	Director Pres/CEO (Reliance Bank)	Member	2.36% Common	N/A (Reliance Bank)	
				Two ROA LLC			
Michael Hockman Huntsville AL	Banker	Director Secretary	Director Ex VP (Reliance Bank)	Member	1.96% Common	N/A (Reliance Bank)	
				Two ROA LLC			