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FR Y-6
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Approval expires December 31, 2014
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Board of Governors of the Federal Reserve System



Annual Report of Bank Holding Companies—FR Y-6

3923539

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)). 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 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). 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 Bank Holding Companies* must be signed by one director of the top-tier bank holding company. This individual should also be a senior official of the top-tier bank holding company. In the event that the top-tier bank 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 bank holding company's fiscal year-end):
December 31, 2011
Month / Day / Year

I, Roger F. Smith
Name of the Bank Holding Company Director and Official
President / CEO
Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address
RCB Financial Corporation
Legal Title of Bank Holding Company
228 North Second Ave SW
(Mailing Address of the Bank Holding Company) Street / P.O. Box
Rome GA 30165
City State Zip Code

I attest that the *Annual Report of Bank Holding Companies* (including the supporting attachments) for this report date have 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.

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:
Connie J Williams CFO
Name Title
706-236-3552
Area Code / Phone Number / Extension
706-236-2125
Area Code / FAX Number
connie.williams@rivercitybankonline.com
E-mail Address
www.rivercitybankonline.com
Address (URL) for the Bank Holding Company's web page

Roger F. Smith
Signature of Bank Holding Company Director and Official
3-30-12

Date of Signature
For bank 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 _____
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

IF SEAL IS BROKEN

For Use By Tiered Bank Holding Companies

Top-tiered bank holding companies must list the names, mailing address, and physical locations of each of their subsidiary bank holding companies below.

- NONE -

Legal Title of Subsidiary Bank Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

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Form FR Y-6

**RCB Financial Corporation
Rome, Georgia
Fiscal Year Ending December, 31, 2011**

Report Item:

- 1:** The bank holding company prepares an annual report for stakeholders. Two copies will be forwarded as soon as it is available.
- 2a:** Organizational List
- RCB Financial Corporation owns 100% of River City Bank, Rome, Georgia.
RCB Financial Corporation owns no other entities, in whole or in part.
River City Bank owns no entities.
- 2b:** No changes were made to our branch listing. We have submitted it to our FRB Contact as required.

Results: A list of branches for your depository institution: RIVER CITY BANK (ID_RSSD: 3445901).
 This depository institution is held by RCB FINANCIAL CORPORATION (3923539) of ROME, GA.
 The data are as of 12/31/2011. Data reflects information that was received and processed through 01/05/2012.

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	Effective	Branch Service Type	Branch	Popular Name	Street Address	City	State	Zip	Count	Country	FDIC	Office	Head Office	Head Office	Comment
OK	12/31/2011	Full Service (Head	3445901	RIVER CITY	228 NORTH SECOND	ROM	GA	30165	FLOYD	UNITED	445530	0	RIVER CITY	3445901	

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RCB Financial Corporation
Fiscal Year Ending December 31, 2011

Report Item 3: Securities holders
(1) a, b, and c ... and (2) a, b, and c

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/2011			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 12/31/2011		
(1)(a)	(1)(b)	(1)(c)	(2)(a)	(2)(b)	(2)(c)
Name City, State, Country	Country of Citizenship or Incorporation	Number and Percentage of Each Class of Voting Securities	Name City, State, Country	Country of Citizenship or Incorporation	Number and Percentage of Each Class of Voting Securities
Michael W Mathis Rome, GA, USA	USA	122,850 - 5.76% Common Stock 100,000 - 4.22% Warrants to purchase Common Stock	None		
Jarrett Shadday Rome, GA, USA	USA	110,000 - 5.16% Common Stock 100,000 - 4.25% Warrants to purchase Common Stock			
Mark E Brewster Rome, GA, USA	USA	90,000 - 4.22% Common Stock 90,000 - 3.88% Warrants to purchase Common Stock			

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Fiscal Year Ending December 31, 2011

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

(1)	(2)	(3) (a)	(3) (b)	(3) (c)	(4) (a) and (b)	(4) (c)
Name City, State, Country	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries (Incl names of subs)	Title & Position with other Businesses (Incl names of other businesses)	(a) Percentage of Voting Shares in Bank Holding Company and (b) Voting Shares in Subsidiaries (Incl names of subsidiaries)	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)
C King Askew Rome, GA, USA	Attorney	Director and Chairman	N/A	Brinson, Askew, Berry, LLP - Managing Partner BAB Real Estate, LLC - Member C.King Askew, P.C. - President	3.0%	C.King Askew, P.C. - President (100%)
Mary Sib Banks Rome, GA, USA	Newspaper Publishing	Director	N/A	News Publishing Co-VP Community Relations Rome Hosiery Mill, LLC - Partner	0.1%	None
Mark E Brewster Rome, GA, USA	Real Estate Sales	Director	N/A	Owner: Garden Lakes Realty, Kubikowski Ent, LLC Member: Riverside Prof. Park, LLC, Huffaker Farms, LLC, Verdant, LLC, Bon Tesla, Freightline Prtnrs, Kubizax LLC	8.1%	Garden Lakes Realty (100%) Kubikowski Enterprises LLC (100%) Huffaker Farms LLC (50%) Verdant LLC (25%) Kubizax LLC (55%)
T Grant Espy Rome, GA, USA	N/A	CCO	CCO (River City Bank)	None	0.3%	None
William Barritt Gilbert Rome, GA, USA	Urologist	Director	N/A	None	2.3%	None
Richard Haney Carrollton GA, USA	Car Dealer	Director	N/A	Richard Haney Ford - Pres Haney Family Partnership - Pres & Gen. Partner Aviation Pursuits - President Flying "H" Ranch - President	2.1%	Aviation Pursuits (100%)
Virginia Kibler Rome, GA, USA	Restaurant Owner	Director	N/A	3 C & D, LLC - Partner Over the Moon, LLC - Partner Moondance, LLC - Co Owner Cave Spring Trading Co. - Owner Wicked Moon Foods LLC - Owner	2.8%	3 C & D, LLC (33%) Over the Moon, LLC (25%) Moondance, LLC (60%) Cave Spring Trading Co (100%) Wicked Moon Foods LLC (100%)
Darrell Lowrey Rome, GA, USA	Orthopedic Surgeon	Director	N/A	Enchanted Properties - Pres/Co-Owner Bar Nothing Ranch, LLC - Co-Owner Low Stutts, LLC - Co-Owner	3.6%	Enchanted Properties (50%) Bar Nothing Ranch, LLC (50%) Low Stutts, LLC (50%)
Michael W Mathis Rome, GA, USA	Real Estate Investor	Director	N/A	Mathis Builders Hardware & Supply - Pres. CREW Investments, Inc. - President Division 9 Construction - Secretary Owner: Blue Marlin, LLC, RWW, LLC LLC Partner: West 10th Street Prop, Chulio Land Co, Will Davis Properties, Battlefield Building Supply Co, Mathis & Mathis Holding Co, 35 South; Mile Marker 78, Mile Marker 79, Mile Marker 80 Mile Marker 81, Shooter 6, Flat Lake 7, Haybarn 8, Valley View 9, Flat Rock 1, Mountain Lake Pasture 2, Rocky Lane 3, Silage 4, Cut Over Brow 5, St Clair Six Hundred	9.98%	Crew Investments, RWW, Blue Marlin (100%) Mathis Builders Hardware & Supply (50%) Division 9 Construction Inc (50%) Chulio Land Co (50%) Will Davis Properties (50%) Mathis & Mathis Holding Co (50%) Battlefield Building Supply Co (37.5%) West 10th Street Partners (25%)
Jarrett Shadday Rome, GA, USA	Real Estate investor	Director	N/A	Superior Transport - Secy & CEO President / CEO: Shadday Companies Inc Member of: CBSM I and II LLCs, TPJS I and II LLCs JIGMEE LLC, JSDN LLC, South 41 LLC, Maplewood LLC	9.4%	Shadday Companies Inc (100%) South 41 LLC (100%) TPJS II (75%) CBSM II (52%) Superior Transport (51%) CBSM I, TPJS I, JIGMEE, JSDN, Maplewood (all 50%)
Roger F Smith Rome, GA, USA	N/A	Director and CEO	Director and CEO (River City Bank)	None	1.7%	None
Robert Stone Carrollton, GA, USA	Entrepreneur	Director	N/A	SMT - Chairman of the Board SFLP - Managing Partner	0.4%	None
Connie J Williams Rome, GA, USA	N/A	CFO	CFO (River City Bank)	None	0.6%	None
W Keith Winslette Rome, GA, USA	Pharmacist	Director	N/A	Winslette Pharmacy, Inc. - Owner Winslette Farms - Owner	3.2%	Winslette Pharmacy (100%) Winslette Farms (100%)