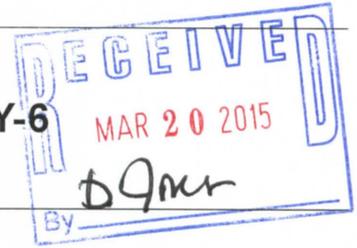


Board of Governors of the Federal Reserve System



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, Roger F. Smith

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.

Reporter's Name, Street, and Mailing Address

RCB Financial Corporation

Legal Title of Holding Company

228 North Second Ave SW

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

Rome

GA

30165

City

State

Zip Code

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 Holding Company's web page

Roger F. Smith, CEO
 Signature of Holding Company Director and Official
 March 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 392 35 39
 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.

-None-

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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Form FR Y-6

**RCB Financial Corporation
Rome, Georgia
Fiscal Year Ending December, 31, 2014**

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.

Both RCB Financial Corp and River City Bank were incorporated in the State of Georgia.

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 holding company: RCB FINANCIAL CORPORATION (3923539) of ROME, GA.
 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)	3445901	RIVER CITY BANK	228 NORTH SECOND AVENUE	ROME	GA	30165	FLOYD	UNITED STATES	445530	0	RIVER CITY BANK	3445901	

Form FR Y-6
RCB Financial Corporation
Fiscal Year Ending December 31, 2014

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 12/31/2014			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
Michael W Mathis Rome, GA, USA	USA	192,213 - 9.01% Common Stock No warrants outstanding	-NONE-		

Form FR Y-6
RCB Financial Corporation
Fiscal Year Ending December 31, 2014

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% RCB Financial Corp 0% River City Bank	C.King Askew, P.C. - President (100%)
T Grant Espy Rome, GA, USA	N/A	CCO	CCO (River City Bank)	None	0.3% RCB Financial Corp 0% River City Bank	None
William Barritt Gilbert Rome, GA, USA	Urologist	Director	N/A	Harbin Properties LLC - President Lake Island Properties, LLC - President <u>Member of:</u> EPIC, LLC; AFF, LLC; M16, LLC, Dixie Chicken LLC	2.3% RCB Financial Corp 0% River City Bank	Lake Island Properties, LLC - President (42.5%) Member: EPIC, AFF, and M16. LLCs (26% each)
Darrell Lowrey Rome, GA, USA	Orthopedic Surgeon	Director	N/A	Enchanted Properties - Pres/Co-Owner Bar Nothing Ranch, LLC - Co-Owner, VP Low Stutts, LLC - Co-Owner, VP	3.6% RCB Financial Corp 0% River City Bank	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 Inc - Pres. CREW Investments, Inc. - President <u>Owner:</u> RWW, LLC; Third Strike for Mathis Inc; Capital Conservation Consultants LLC; South 35; Mile Marker 78; Mile Marker 79; Exit 77 <u>LLC Partner:</u> Blue Marlin, West 10th Street Prop, Chulio Land Co, Battlefield Bldg Supply Co, Mathis & Mathis Holding Co, Mile Marker 80, Shooter 6, Flat Lake 7, Haybarn 8, Valley View 9, Flat Rock Prtnrs, Mountain Lake Pasture 2, Rocky Lane 3, Silage 4, Cut Over Brow 5, Triple Beam Mgmt, Shinbone Ridge, Shoal Creek North, Shoal Creek South, Land of the Lakes South, Buck Creek, Ridgeline West; Georgia Conservation Partners	9.01% RCB Financial Corp 0% River City Bank	<u>100%:</u> Crew Investments, RWW, Third Strike for Mathis, Capital Conservation Consultants, South 35; Exit 77; Mile Marker 78; Mile Marker 79 50%: Mathis Bdrs Hardware & Supply, Chulio Land Co, Blue Marlin LLC, and Mathis & Mathis Holding Co Battlefield Building Supply Co (37.5%); Triple Beam, Georgia Conservation Partners, Big Antler Ranch (all 33%); West 10th Street Partners (25%); Savannah River Bluff One LLC (20%); Savannah River Bluff Two LLC (20%); Stockton River Plantation LCL (20%)
Jarrett Shadday Rome, GA, USA	Real Estate Investor	Director	N/A	Superior Transport - Secy/Treas President / CEO: Shadday Companies Inc <u>Managing or Sole Member of:</u> JIGMEE LLC, CBSM LLC, CBSM II LLC, South 41 Cartersville LLC, Rome Roswell Road LLC, Pinebrook Investment LLC	4.93% RCB Financial Corp 0% River City Bank	Shadday Co Inc (100%); Rome Roswell Rd (100%) South 41 Cartersville LLC (100%) TPJS II (75%) CBSM II (52%) Superior Transport Inc (51%) Pinebrook Investment LLC (51%) CBSM, TPJS, JIGMEE, JSDN Co, Maplewood Land Co, Etowah Grove LLC (all 50%); Tallapoosa Group and Eclipse Partners LLC (both 25%)
Roger F Smith Rome, GA, USA	N/A	Director and CEO	Director and CEO (River City Bank)	None	1.7% RCB Financial Corp 0% River City Bank	None
Robert Stone Carrollton, GA, USA	Entrepreneur	Director	N/A	SMI - Chairman of the Board SFLP - Managing Partner	0.4% RCB Financial Corp 0% River City Bank	None
Connie J Williams Rome, GA, USA	N/A	CFO	CFO (River City Bank)	None	0.6% RCB Financial Corp 0% River City Bank	None
W Keith Winslette Rome, GA, USA	Pharmacist	Director	N/A	Winslette Pharmacy, Inc. - Owner Winslette Farms - Owner	3.2% RCB Financial Corp 0% River City Bank	Winslette Pharmacy (100%) Winslette Farms (100%)
Cecil B Wright Rome, GA, USA	Retired Senior Managing Di Wells Fargo Advisors	Director	N/A	Freighthouse Partners - Partner Berry College - Vice Chair/Bd of Trustees	0.9% RCB Financial Corp 0% River City Bank	None
Paula Englis Rome, GA, USA	Professor	Director	N/A	Mind/Share, Inc - CFO	0.02% RCB Financial Corp 0% River City Bank	None