



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):

**March 26, 2013**

Month / Day / Year

I, Roger F. Smith

Reporter's Name, Street, and Mailing Address

RCB Financial Corporation

Name of the Holding Company Director and Official

President / CEO

Legal Title of Holding Company

228 North Second Ave SW

Title of the Holding Company Director and Official

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

Rome

GA

30165

City

State

Zip Code

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.

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*  
Signature of Holding Company Director and Official

Date of Signature

3-26-13

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  
C.I.

3923539

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

Revised

## Form FR Y-6

**RCB Financial Corporation  
Rome, Georgia  
Fiscal Year Ending December, 31, 2012**

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 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 12/31/2012. Data reflects information that was received and processed through 02/24/2013.

**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 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		Full Service (Head Office)	3445901	RIVER CITY	228 NORTH SECOND	ROM	GA	30165	FLOYD	UNITED	445530		0	RIVER CITY	3445901	

**Form FR Y-6**  
**RCB Financial Corporation**  
**Fiscal Year Ending December 31, 2012**

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 12/31/2012			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 12/31/2012		
(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	Mark E Brewster Rome, GA, USA	USA	90,000 - 4.22% Common Stock 90,000 - 3.88% Warrants to purchase Common Stock (forfeited)
Jarrett Shadday Rome, GA, USA	USA	110,000 - 5.16% Common Stock 100,000 - 4.25% Warrants to purchase Common Stock			

**Form FR Y-6**  
**RCB Financial Corporation**  
**Fiscal Year Ending December 31, 2012**

**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%)
Mary Sib Banks Rome, GA, USA	Newspaper Publishing	Director	N/A	News Publishing Co-VP Community Relations NPC Property Leasing, LLC - Partner	0.1% RCB Financial Corp 0% River City Bank	None
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	Lake Island Properties, LLC - President <u>Member of:</u> EPIC, LLC; AFF, LLC; M16, 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)
Richard Haney Carrollton GA, USA	Car Dealer	Director	N/A	Richard Haney Ford Inc - Pres Haney Family Partnership LP. - Pres & Gen. Prtnr Aviation Pursuits - President Flying "H" Ranch - President	2.051% RCB Financial Corp 0% River City Bank	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% RCB Financial Corp 0% River City Bank	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, 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 Division 9 Construction Co Inc - Secretary <u>Owner:</u> Blue Marlin, LLC; RWW, LLC; Third Strike for Mathis Inc <u>LLC Partner:</u> West 10th Street Prop, Chulio Land Co, Will Davis Properties, Battlefield Bldg Supply Co, Mathis & Mathis Holding Co, 35 South; Mile Marker 78, Mile Marker 79, 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, St Clair Six Hundred, Exit 77, Triple Beam Mgmt	9.98% RCB Financial Corp 0% River City Bank	<u>100%:</u> Crew Investments, RWW, Blue Marlin, Third Strike for Mathis <u>50%:</u> Mathis Bdrs Hardware & Supply, Division 9 Construction, Chulio Land Co, Will Davis Properties, and Mathis & Mathis Holding Co  Battlefield Building Supply Co (37.5%); Triple Beam (33%); 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 <u>Member of:</u> CBSM I and II LLCs, TPJS I and II LLCs JGMEE LLC, JSDN LLC, South 41 LLC, Maplewood LLC, Tallapoosa Group LLC, Eclipse Partners LLC	9.4% RCB Financial Corp 0% River City Bank	Shadday Companies Inc (100%) South 41 LLC (100%) TPJS II (75%) CBSM II (52%) Superior Transport (51%) CBSM I, TPJS I, JGMEE, JSDN, Maplewood (all 50%); Tallapoosa (25%); Eclipse (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%)