

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, **JERRY KELLY**

Name of the Holding Company Director and Official

PRESIDENT

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

03/29/2016

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 1079236
 C.I. _____

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2015

Month / Day / Year

N/A

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address

REPTON SUPPLY COMPANY, INC.

Legal Title of Holding Company

P. O. BOX 348

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

BREWTON

AL

36427

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

VANCE KILGORE

ACCOUNTANT

Name

Title

251-867-3801

Area Code / Phone Number / Extension

251-867-3276

Area Code / FAX Number

RGODWIN@HBKCPAS.NET

E-mail Address

N/A

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

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.

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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Physical Location (if different from mailing address)

**REPTON SUPPLY COMPANY, INC.
ATTACHMENT TO FORM FR Y-6**

REPORT ITEM 1a: Not Applicable

REPORT ITEM 1b: See attached financial statements.

REPORT ITEM 2a: Repton Supply Company Inc., owns 21.55% (5,308 shares) of the Bank of Brewton. The holding company (Repton Supply Company, Inc.) is located in Brewton, Alabama. The Bank of Brewton is also located in Brewton, Alabama.

LEI: N/A for both Repton Supply Company, Inc. and Bank of Brewton

All Entities are incorporated in Alabama.

REPORT ITEM 2b: DOMESTIC BRANCH LISTING:

Bank of Brewton
Opened: January 7, 1889
103 Belleville Avenue
Brewton, Alabama 36426
United States
Full Service

Brewton Heights Branch
Opened: July 1999
2329 Douglas Avenue
Brewton, Alabama 36426
United States
Full Service

Results: A list of branches for your depository institution: BANK OF BREWTON (ID_RSSD: 351131).
 This depository institution is held by REPTON SUPPLY COMPANY, INC. (1079236) of BREWTON, AL.
 The data are as of 12/31/2015. Data reflects information that was received and processed through 04/05/2016.

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)	351131	BANK OF BREWTON	103 BELLEVILLE AVENUE	BREWTON	AL	36426	ESCAMBIA	UNITED STATES	3816	0	BANK OF BREWTON	351131	
OK		Full Service	176633	BREWTON HEIGHTS BRANCH	2329 DOUGLAS AVENUE	BREWTON	AL	36426	ESCAMBIA	UNITED STATES	207882	1	BANK OF BREWTON	351131	

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Report Item 3: Shareholders

(1)(a) (1)(b) (1)(c)
(2)(a) (2)(b) (2)(c)

Current Shareholders with ownership control or holdings of 5% or more with power to vote as of 12/31/2015

Shareholders 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 12/31/15

(1)(a) Name & Address (City,State,Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number & Percentage of Each Class of Voting Securities	(2)(a) Name & Address (City,State,Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number & Percentage of Each Class of Voting Securities
Jerry M. Kelly Brewton, AL, USA	USA	1 0.62%	N/A		
Kandace McDaniel Testamentary Brewton, AL, USA	USA	53 32.72%			
Lauren Luczkow Brewton, AL, USA	USA	13 8.02%			
Jerry M. Kelly, Jr. Brewton, AL, USA	USA	37 22.84%			
Helen R. Kelly Brewton, AL, USA	USA	29 17.90%			
Heather Picardi Gulf Breeze, FL, USA	USA	29 17.90%			

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Report Item 4: Directors and Officers

(1) (2)(3)(a)(b)(c) and (4)(a)(b)(c)

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Names & Address (City, State, County)	Principal occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries (include Names of Subsidiaries)	Title & Position with Other Business (include names of other businesses)	Percentage of voting shares in Bank Holding Company	Percentage of voting shares in subsidiaries (include Names of subsidiaries)	List names of other companies (include partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Jerry M. Kelly Brewton, AL, USA	Banker	President/Chairman Director of HC	President and Chairman of the Board of the Bank of Brewton	N/A	0.62%	0.20%	N/A
Kandace McDaniel Testamentary Trust F/B/O Charles McDaniel Brewton, AL, USA	N/A	Principal Securities Holder	N/A	N/A	32.72%	8.73%	N/A
Jerry M. Kelly, Jr. Brewton, AL, USA	Banker	Principal Securities Holder	N/A	N/A	22.84%	16.30%	N/A
Helen R. Kelly Brewton, AL, USA	N/A	Principal Securities Holder	N/A	N/A	17.90%	15.60%	N/A
Heather Picardi Gulf Breeze, FL, USA	N/A	Principal Securities Holder	N/A	N/A	17.90%	15.60%	N/A