Board of Governors of the Federal Reserve System

Annual Report of Bank 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)). 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.

I, Lewis M. Foshee
Name of the Bank Holding Company Director and Official

Secretary and Director
Title of the Bank Holding Company Director and Official

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.

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 Bank Holding Company Director and Official

06/04/2012
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 2944706
C.I. _____

Date of Report (top-tier bank holding company's fiscal year-end):
December 31, 2011
Month / Day / Year

Reporter's Name, Street, and Mailing Address
Red Level Financial Corporation
Legal Title of Bank Holding Company
29607 Main Street / P.O. Box F
(Mailing Address of the Bank Holding Company) Street / P.O. Box

Red Level	AL	36474
City	State	Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Lewis M. Foshee	Secretary
Name	Title

813-254-1015
Area Code / Phone Number / Extension

707-276-4541
Area Code / FAX Number

lfoshee@peoplesbankofredlevel.com
E-mail Address

www.thepeoplesbankofredlevel.com
Address (URL) for the Bank 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

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection.

Form FR Y-6

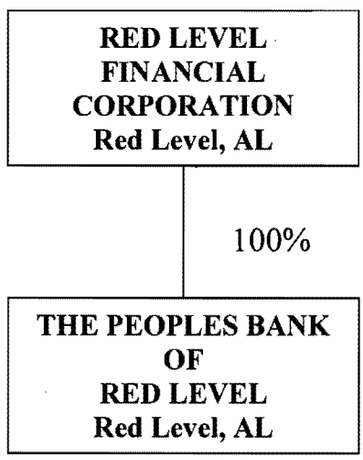
Red Level Financial Corporation
Red Level, Alabama
Fiscal Year Ending December 31, 2011

Report Item

1: a. The BHC is not required to prepare form 10K with the SEC.

1: b. The BHC does not prepare an annual report for its shareholders.

2: a. Organization Chart



2. b. Domestic Branch Listing – BHC has no branches other than its principal office shown in the organization chart above.

3: Securities Holders – see attachment

4: Insiders- see attachment

Form FR Y-6

Red Level Financial Corporation

Fiscal Year Ending December 31, 2011

Report Item 3: Securties Shareholders

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

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-2011			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 12-31-2011		
(1)(a)	**(1)(b)**	**(1)(c)**	**(2)(a)**	**(2)(b)**	**(2)(c)**
Name & Address (City, State, Country)	**Country of Citizenship or Incorporation**	**Number and Percentage of Each Class of Voting Securities**	**Name & Address (City, State, Country)**	**Country of Citizenship or Incorporation**	**Number and Percentage of Each Class of Voting Securities**
Robert H. Foshee, Jr. Red Level, AL 36474 USA	USA	9,378 shares - 40.71% Common Stock	None	None	None
Lindel M. Foshee Red Level, AL 36474 USA	USA	7,836 shares - 34.02% Common Stock			
Lewis M. Foshee Tampa, FL 33629 USA	USA	2,909 shares - 12.63% Common Stock			
Robert H. Foshee, III Red Level, AL 36474 USA	USA	2,909 shares - 12.63% Common Stock			

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Red Level Financial Corporation

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)	(4)(b)	(4)(c)
Name & Address (City State, Country)	**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 Businesses (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 (Includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)**
Robert H. Foshee, Jr. Red Level, AL 36474 USA	Banker	Chairman, Director, and President	President and Chairman of the Board Peoples Bank of Red Level	None	40.71%	N/A	N/A
Lindel M. Foshee Red Level, AL 36474 USA	Banker	Director and Vice President	Vice President and Vice Chairman of Board Peoples Bank of Red Level	None	34.02%	N/A	N/A
Lewis M. Foshee Tampa, FL 33629 USA	Financial Software Sales Executive	Director and Secretary	Chief Executive Officer Peoples Bank of Red Level	Sr. Account Executive Argus Software, Inc.	12.63%	N/A	N/A
Robert H. Foshee, III Red Level, AL 36474 USA	Business Owner (Welding & Fabrication)	Director and Treasurer	Vice President Peoples Bank of Red Level	Owner Bullet's Welding & Fabrication	12.63%	N/A	Bullets Welding & Fabrication (100%)