



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, 2012

Month / Day / Year

I, **Lewis M. Foshee**

Reporter's Name, Street, and Mailing Address

Red Level Financial Corporation

Name of the Holding Company Director and Official

Legal Title of Holding Company

Secretary and Director

P.O. Box F

Title of the Holding Company Director and Official

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

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.

Red Level **AL** **36474**

City State Zip Code

29607 Main Street, Red Level, AL 36474

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:

Lewis M. Foshee **Secretary**

Name Title

813-254-1015

Area Code / Phone Number / Extension

334-469-5336

Area Code / FAX Number

lfoshee@peoplesbankofredlevel.com

E-mail Address

www.peoplesbankofredlevel.com

Address (URL) for the Holding Company's web page

Signature of Holding Company Director and Official

04/22/2013

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
C.I.

2944 706

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

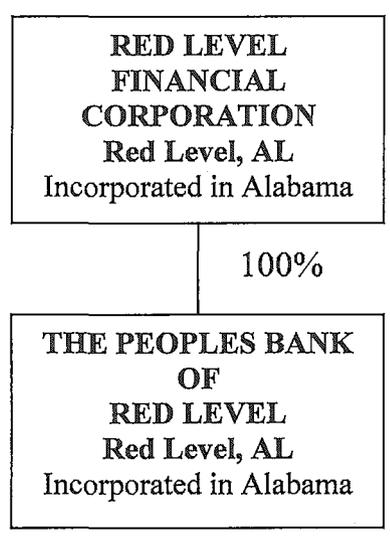
Revised 5-6-13

Form FR Y-6

**Red Level Financial Corporation
Red Level, Alabama
Fiscal Year Ending December 31, 2012**

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

Results: A list of branches for your holding company: RED LEVEL FINANCIAL CORPORATION (2944706) of RED LEVEL, AL.
 The data are as of 12/31/2012. Data reflects information that was received and processed through 04/10/2013.

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 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
		Full Service (Head Office)	470434	PEOPLES BANK OF RED LEVEL, THE	29607 MAIN STREET	RED LEVEL	AL	36474	COVINGTON	UNITED STATES	6142	0	PEOPLES BANK OF RED LEVEL, THE	470434	

Form FR Y-6
Red Level Financial Corporation
Fiscal Year Ending December 31, 2012

Report Item 3: Securities Shareholders

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

(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 12-31-2012									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 12-31-2012								
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											

Form FR Y-6
Red Level 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)	(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	Sales Executive Vertafore, 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%)