

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

MAY 11 REC'D

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)

Reporter's Name, Street, and Mailing Address

Red Level Financial Corporation

Legal Title of Holding Company

29607 Main Street / P.O. Box F

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

Red Level AL 36474

City State Zip Code

N/A

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Lewis M. Foshee Secretary and Director

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

I, Lewis M. Foshee

Name of the Holding Company Director and Official

Secretary and Director

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

05/04/2015

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

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 Federal Reserve Bank Use Only

RSSD ID 2944706

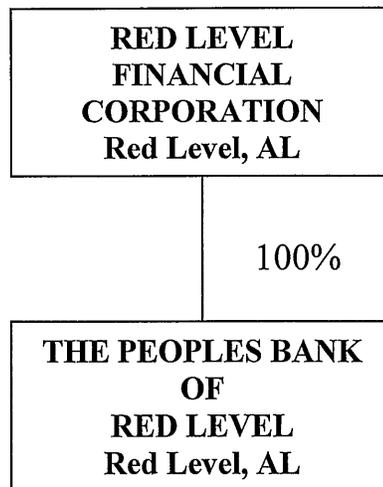
C.I.

## Form FR Y-6

**Red Level Financial Corporation  
Red Level, Alabama  
Fiscal Year Ending December 31, 2014**

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

State of Incorporation: All Entities are incorporated in Alabama

**Form FR Y-6**  
**Red Level Financial Corporation**  
**Fiscal Year Ending December 31, 2014**

**Report Item 3: Securities 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 12-31-2014			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 12-31-2014		
(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			

**Form FR Y-6**  
**Red Level 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)	(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	Vice President 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%)