



Annual Report of Bank Holding Companies—FR Y-6

1079236

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.

Date of Report (top-tier bank holding company's fiscal year-end):
12/31/2011
Month / Day / Year

1. Jerry Kelly
Name of the Bank Holding Company Director and Official
President
Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address
Repton Supply Company, Inc.
Legal Title of Bank Holding Company
P.O. Box 348
(Mailing Address of the Bank Holding Company) Street / P.O. Box
Brewton AL 36426
City State Zip Code

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.

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:
Vance Kilgore Accountant
Name Title
251 / 867-3801
Area Code / Phone Number / Extension
251 / 867-3276
Area Code / FAX Number
rapdwin@nbkepas.com
E-mail Address
N/A
Address (URL) for the Bank Holding Company's web page

[Signature]
Signatures of Bank Holding Company Director and Official
3/29/12
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 _____
C.I. _____

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 Bank Holding Companies

Top-tiered bank holding companies must list the names, mailing address, and physical locations of each of their subsidiary bank holding companies below.

| | |
|--|--|
| Legal Title of Subsidiary Bank Holding Company | Legal Title of Subsidiary Bank Holding Company |
| (Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box | (Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box |
| City State Zip Code | City State Zip Code |
| Physical location (if different from mailing address) | Physical location (if different from mailing address) |
| Legal Title of Subsidiary Bank Holding Company | Legal Title of Subsidiary Bank Holding Company |
| (Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box | (Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box |
| City State Zip Code | City State Zip Code |
| Physical location (if different from mailing address) | Physical location (if different from mailing address) |
| Legal Title of Subsidiary Bank Holding Company | Legal Title of Subsidiary Bank Holding Company |
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| City State Zip Code | City State Zip Code |
| Physical location (if different from mailing address) | Physical location (if different from mailing address) |
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| (Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box | (Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box |
| City State Zip Code | City State Zip Code |
| Physical location (if different from mailing address) | 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.

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

REPORT ITEM 3: SHAREHOLDERS:

| (1) | NAME AND ADDRESS | CITIZENSHIP | SHARES | |
|-----|---|-------------|--------|-------|
| | | | # | % |
| | Jerry M. Kelly Brewton, Alabama 36426 | U.S. | 73 | 45.06 |
| | Kandace McDaniel Brewton, Alabama 36426 | U.S. | 53 | 32.72 |
| | Lauren Luczkow Brewton, Alabama 36426 | U.S. | 13 | 8.02 |
| | Jerry M. Kelly, Jr. Brewton, Alabama 36426 | U.S. | 13 | 8.02 |
| | Helen R. Kelly Brewton, Alabama 36426 | U.S. | 5 | 3.09 |
| | Heather Picardi Pensacola, Florida | U.S. | 5 | 3.09 |
| | | | 162 | 100 |

(2) N/A

REPTON SUPPLY COMPANY, INC.
ATTACHMENT TO FORM FR Y-6 (continued)

REPORT ITEM 4:

DIRECTORS AND OFFICERS:

1. Jerry M. Kelly
Brewton, Alabama 36426
2. Banker
3. a) President of BHC

b) President and Chairman of the Board
of the Bank of Brewton

c) None
4. a) 73 shares of common-45.06%

b) 9,066 shares of common of the
Bank of Brewton-36.81%

c) None
1. Kandace McDaniel
Brewton, Alabama 36426
2. None
3. a) Secretary\Treasurer of BHC
and Director

b) None

c) None
4. a) 53 shares of common-32.72%

b) 6,462 shares of common of the
Bank of Brewton-26.24%

c) None

RSSD Tiering for:
REPTON SUPPLY COMPANY, INC.
 Structure as of 20111219 and going downward

| Seq Num | ID RSSD | Legal Name | AddL | City | State/ Country | Dist FR | Ent Type | Actv Code | Basis of Relatnshp | PCT |
|---------|---------|-----------------------------|------|---------|-------------------|------------|-------------|--------------|-----------------------|---------|
| 0001 | 1079236 | REPTON SUPPLY COMPANY, INC. | | BREWTON | ALABAMA | 6 | FHD | 551111 | | |
| 0002 | 351131 | BANK OF BREWTON | | BREWTON | ALABAMA | 6 | NMB | 52211 | Vtg Eqty Other | 21 0 |

Total Number of Entities in the tree 2
Total Number of Unique Entities in the tree 2

Tier Selection Criteria

| | |
|----------------------------------|-------------------------------------|
| RSSD Tiering for | 1079236 REPTON SUPPLY COMPANY, INC. |
| As of Date | 20111219 |
| Direction | Down |
| Selection Rule | All Entities |
| Branches - Domestic Institutions | No Branches |
| Branches - Foreign Institutions | No Branches |

Explanatory Notes

| | |
|--------------------|--------------------------------------|
| Entity Type | Description |
| FHD | FINANCIAL HOLDING COMPANY - DOMESTIC |
| NMB | NON-MEMBER BANK |

| | |
|------------------------------|-----------------------------------|
| Primary Activity Code | Description |
| 52211 | COMMERCIAL BANKING |
| 551111 | OFFICES OF BANK HOLDING COMPANIES |

| | |
|------------------------------|-----------------------------|
| Basis of Relationship | Description |
| Other | Other Basis of Relationship |
| Vtg Eqty | Voting Equity |

Two asterisks (**) next to the Seq Num indicates that confidentiality is pending or granted.
 An asterisk (*) next to the Addl Line Num denotes the Seq Num at which the offspring of this entity are listed.
 A dot dot dot notation (...) next to Legal Name denotes a circular relationship.