

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.

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

December 31, 2013

Month / Day / Year

I, **JERRY KELLY**

Reporter's Name, Street, and Mailing Address

REPTON SUPPLY COMPANY, INC.

Name of the Holding Company Director and Official

Legal Title of Holding Company

PRESIDENT

P. O. BOX 348

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.

| | | |
|----------------|-----------|--------------|
| BREWTON | AL | 36427 |
| City | State | Zip Code |

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

RGODWIN@HBKCPAS.COM

E-mail Address

N/A

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

Signature of Holding Company Director and Official

03/28/2014

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. _____

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.

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

Revised

**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.

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

REPORT ITEM 3: SHAREHOLDERS:

| (1) | NAME AND ADDRESS | CITIZENSHIP | SHARES | |
|-----|---|-------------|------------|------------|
| | | | # | % |
| | Jerry M. Kelly Brewton, Alabama 36426 | U.S. | 1 | 0.62 |
| | 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. | 37 | 22.84 |
| | Helen R. Kelly Brewton, Alabama 36426 | U.S. | 29 | 17.9 |
| | Heather Picardi Gulf Breeze, Florida | U.S. | 29 | 17.9 |
| | | | <u>162</u> | <u>100</u> |

(2) N/A

Revised

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) 1 share of common-0.62%
b) 50 shares of common of the
Bank of Brewton-0.20%
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) 2,149 shares of common of the
Bank of Brewton-8.73%
c) None

1. Jerry M. Kelly, Jr.
Brewton, Alabama 36426
2. None
3. a) Director
b) None
c) None

Revised

4. a) 37 shares of common-22.84%

b) 4,075 shares of common of the
Bank of Brewton-16.3%

c) None

1. Helen R. Kelly
Brewton, Alabama 36426

2. None

3. a) Director

b) None

c) None

4. a) 29 shares of common-17.90%

b) 3,900 shares of common of the
Bank of Brewton-15.6%

c) None

1. Heather Picardi
Gulf Breeze, Florida 32563

2. None

3. a) Director

b) None

c) None

4. a) 29 shares of common-17.90%

b) 3,900 shares of common of the
Bank of Brewton-15.6%

c) None