

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.

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

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

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

| | | |
|------------------|-----------|--------------|
| <u>Red Level</u> | <u>AL</u> | <u>36474</u> |
| 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:

| | |
|---|------------------|
| <u>Lewis M. Foshee</u> | <u>Secretary</u> |
| Name | Title |
| <u>813-254-1015</u> | |
| Area Code / Phone Number / Extension | |
| <u>707-276-4541</u> | |
| Area Code / FAX Number | |
| <u>lfoshee@peoplesbankofredlevel.com</u> | |
| E-mail Address | |
| <u>www.thepeoplesbankofredlevel.com</u> | |
| Address (URL) for the Bank Holding Company's web page | |

[Signature]
 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. _____

Does the reporter request confidential treatment for any portion of this submission?
 Yes Please identify the report items to which this request applies:

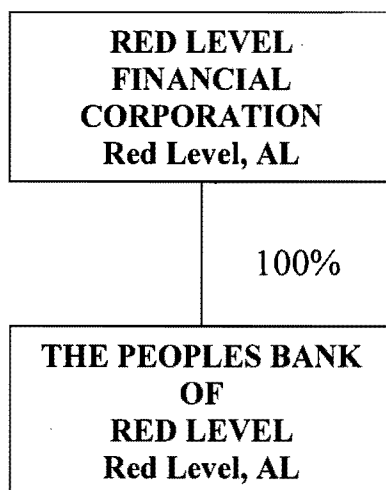
 In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.
 The information for which confidential treatment is sought is being submitted separately labeled "Confidential."
 No

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: 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 12-31-2011 | | | 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%) |