

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)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). 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, top-tier savings and loan holding companies, and U.S. intermediate 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. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

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

12/31/2021

Month / Day / Year

N/A

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address

RCB Financial Corporation

Legal Title of Holding Company

PO Box 1791

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

Rome Georgia 30162-1791  
 City State Zip Code

228 N 2nd Ave SW, Rome, GA 30165

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Connie J Williams CFO  
 Name Title

706-236-3552

Area Code / Phone Number / Extension

706-236-2125

Area Code / FAX Number

connie.williams@rivercity.bank

E-mail Address

www.rivercity.bank

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

I, Jamie C. Tallent

Name of the Holding Company Director and Official

President and CEO

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

03/30/2022

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. \_\_\_\_\_

Is confidential treatment requested for any portion of  
 this report submission? ..... 0=No 1=Yes 0

In accordance with the General Instructions for this report  
 (check only one),

- 1. a letter justifying this request is being provided along  
 with the report.....
- 2. a letter justifying this request has been provided separately ...

NOTE: Information for which confidential treatment is being requested  
 must be provided separately and labeled  
 as "confidential."

## 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.

---

Legal Title of Subsidiary Holding Company

---

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

---

City State  Zip Code

---

Physical Location (if different from mailing address)

---

---

Legal Title of Subsidiary Holding Company

---

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

---

City State  Zip Code

---

Physical Location (if different from mailing address)

---

---

Legal Title of Subsidiary Holding Company

---

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

---

City State  Zip Code

---

Physical Location (if different from mailing address)

---

---

Legal Title of Subsidiary Holding Company

---

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

---

City State  Zip Code

---

Physical Location (if different from mailing address)

---

---

Legal Title of Subsidiary Holding Company

---

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

---

City State  Zip Code

---

Physical Location (if different from mailing address)

---

---

Legal Title of Subsidiary Holding Company

---

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

---

City State  Zip Code

---

Physical Location (if different from mailing address)

---

---

Legal Title of Subsidiary Holding Company

---

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

---

City State  Zip Code

---

Physical Location (if different from mailing address)

---

---

Legal Title of Subsidiary Holding Company

---

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

---

City State  Zip Code

---

Physical Location (if different from mailing address)

---

# Form FR Y-6

**RCB Financial Corporation  
Rome, Georgia  
Fiscal Year Ending December 31, 2021**

Report Item:

1: The bank holding company prepares an annual report for stakeholders. Two copies will be forwarded under separate cover once they are prepared and released to the shareholders.

2a: Organizational List

RCB Financial Corporation (LEI n/a) Rome, Georgia  
owns 100% of  
River City Bank (LEI #549300TQIZ85N2EIS783) Rome, Georgia.

RCB Financial Corporation owns no other entities, in whole or in part.

River City Bank owns no entities.

Both RCB Financial Corp and River City Bank were incorporated in the State of Georgia.

2b: No changes were made to our branch listing. We submitted it via email to Structure3@atl.frb.org on March 7, 2022.

**Results:** A list of branches for your depository institution: RIVER CITY BANK (ID\_RSSD: 3445901).  
 This depository institution is held by RCB FINANCIAL CORPORATION (39235539) of ROME, GA.  
 The data are as of 12/31/2021. Data reflects information that was received and processed through 01/12/2022.

**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
OK		Full Service (Head Office)	3445901	RIVER CITY BANK	228 NORTH SECOND AVENUE	ROME	GA	30165	FLOYD	UNITED STATES	Not Required	Not Required	RIVER CITY BANK	3445901	

**Form FR Y-6**  
**RCB Financial Corporation**  
**Fiscal Year Ending December 31, 2021**

**Report Item 3: Securities holders**  
**(1) a,b, and c ... and (2) a, b, and c**

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/2021			Securities holders 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 12/31/2021		
(1)(a)	(1)(b)	(1)(c)	(2)(a)	(2)(b)	(2)(c)
Name City, State, Country	Country of Citizenship or Incorporation	Number and Percentage of Each Class of Voting Securities	Name City, State, Country	Country of Citizenship or Incorporation	Number and Percentage of Each Class of Voting Securities
Magic Holdings II, LLC, Michael W Mathis, Sharon Mathis, M Willam Mathis Jr, Mark C Mathis, and N Von Lambert (a group) Rome, GA, USA	USA	276,644 shares or 12.97% of the shares of Common Stock issued and outstanding	Victoria Lynn Mathis (previously a member of the Mathis group listed in 1(a)) Rome, GA, USA	USA	276,644 shares or 12.97% of the shares of Common Stock issued and outstanding; Ms. Mathis owned 0.23% of the shares in her individual name
Jarrett E. Shadday, Holly Dudley Shadday, Jimmie G Dudley Jr, Jimmie Gadsen Dudley III, Allison S Dudley (a group) Rome, GA, USA	USA	143,436 shares or 6.73% of the shares of Common Stock issued and outstanding	Marsha S Dudley (previously a member of the Shadday group listed in 1(a))	USA	143,436 shares or 6.73% of the shares of Common Stock issued and outstanding; Ms. Dudley owned 0.43% of the shares in her individual name

**Form FR Y-6**  
**RCB Financial Corporation**  
**Fiscal Year Ending December 31, 2021**

**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 ) and ( b )	(4) ( c )
Name City, State, Country	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries (incl names of subs)	Title & Position with other Businesses (incl names of other businesses)	(a) Percentage of Voting Shares in Bank Holding Company and (b) Voting Shares in Subsidiaries (incl 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)
C. King Askew Rome, GA, USA	Attorney	Director and Chairman	Director (River City Bank)	BAB Real Estate, LLC - Member	1.5% RCB Financial Corp 0% River City Bank	None
Paula D. Englis Rome, GA, USA	Professor	Director	Director (River City Bank)	Mind/Share, Inc - CFO	0.02% RCB Financial Corp 0% River City Bank	Mind/Share, Inc (30%)
Wilson Ben Garrett Carrollton, GA, USA	Construction Co Exec	Director	Director (River City Bank)	Ra-Lin and Assoc - Pres/CEO Partner: Linco Properties, Fairview Family Partnership, Paramount Carrollton Managers, Paramount LaGrange Managers, NDB, Tech Investment Partners; Director of Kidspace and Carrollton City Schools Foundation, Carroll Tomorrow Executive Co Member, GWCC Director, Stratus Construction CEO	1.2% RCB Financial Corp 0% River City Bank	NDB and Tech Investment Partners (33%); Paramount LaGrange Partners (30%); Paramount Carrollton Managers (25%); Linco Properties (25%)
Darrell G. Lowrey Rome, GA, USA	Retired Orthopedic Surgeon	Director	Director (River City Bank)	Enchanted Properties - Pres/Co-Owner Bar Nothing Ranch, LLC - Co-Owner, VP BL & DL LLC (President)	2.3% RCB Financial Corp 0% River City Bank	Enchanted Properties (50%) Bar Nothing Ranch, LLC (50%) BL & DL LLC (50%)
Michael W. Mathis Rome, GA, USA	Real Estate Investor	Director	Director (River City Bank)	<u>Director:</u> Community Foundation for Greater Rome <u>President:</u> Mathis Brothers Hardware & Supply, <u>Owner:</u> Third Strike for Mathis Inc; Capital Conservation Consultants LLC; Magic Cattle Co, and Heritage Sleep Concepts LLC <u>LLC Partner/Member:</u> Mathis Brothers Hrdwre LLC, Blue Marlin, West 10th Street Prop, Chulio Land Co, Battlefield Bldg Supply Co, Mathis & Mathis Holding Co, Southeastern Conservation Group, Mountain Lake Pasture 2, Silage 4, Triple Beam Mgmt Consultants, Georgia Conservation Partners, RRR Holdings, Shinbone Ridge, Shinbone Ridge TWO, Shoal Creek North LLC, Shoal Creek South, Big Antler Ranch LLC, DRU Holdings, Blackland Group, Shadmat, Rabbit Bar Point, Savannah River Bluff One/Two, Stockton River Plantation, Land of the Lakes South, Buck Creek, Biddleline West and Southern Land Protectors	0.6% RCB Financial Corp 0% River City Bank  Group Ownership (13.00% incl 0.6% above) includes: Magic Holdings II LLC, Michael W Mathis, Sharon Mathis, M Will Mathis, Mark Mathis and N Von Lambert	<u>100%:</u> Third Strike for Mathis, Capital Conservation Consultants, and Magic Cattle Company; <u>75%:</u> Battlefield Building Supply Co <u>50%:</u> Mathis Brothers Hardware LLC, Chulio Land Co, Blue Marlin LLC, Mathis & Mathis Holding Co, Blackland Group, RRR Holdings, Big Antler Ranch, Southern Land Protectors, Southeastern Conservation Group, DRU Holdings, and Shadmat <u>45%:</u> Heritage Sleep Concepts, <u>42.5%:</u> Mathis Bdrs Hardware & Supply, <u>33%:</u> Triple Beam, Georgia Conservation Partners, <u>25%:</u> West 10th Street Partners
Jarrett E. Shadday Rome, GA, USA	Real Estate Investor	Director	Director (River City Bank)	Member of: JSDN Co, TPJS, Woodstock Hospitality Group, JJGMEE LLC, CBSM LLC, CBSM II LLC, South 41 Cartersville LLC, Rome Roswell Road LLC, Pinebrook Investment LLC, TPJS II LLC and Cibolo Holdings, Wash Me Fast Fairburn, Shadmat, TPJS III, Big Dan's Car Wash, BW BD JP Wash Venture, BW BD 192 Wash Venture, Big Dan's Car Wash Lakewood Ranch, Big Dan's 301 Bradenton, Big Dan's Hwy 19 Pinellas Park, and Gateway Market Place	6.73% RCB Financial Corp 0% River City Bank	JJGMEE, South 41 Cartersville, Big Dan's Car Wash, Big Dan's Car Wash Lakewood Ranch, Bg Dan's 301 Bradenton, Gateway Market Place (100% each); TPJS II and Cibolo Holdings (75% each); CBSM II (52%) Shadmat, CBSM, TPJS, JSDN Co and Pinebrook Investment, Wash Me Fast Fairburn, TPJS III, BW BD JYP Wash Venture, BW BD 192 Wash Venture, Big Dan's Hwy 19 Pinellas Park (50% each); Woodstock Hospitality Group (30%)
Scott M. Smith Rome, GA, USA	Attorney	Director	Director (River City Bank)	Scott M Smith P.C. - Sole Shareholder; Partner: McRae, Smith, Peek, Harmon & Monroe, LLP - Partner; Freighthouse Millennium LLC. Member: MSP Investments LLC, and Southeastern Argive Investments LLC, Seven Springs LLC, Etowah Grove LLC, and Browndale Plantation Preserve Investment	1.1% RCB Financial Corp 0% River City Bank	Scott M Smith, P.C. (100%) Freighthouse Millennium LLC (31%)
Jamie C. Tallent Rome, GA, USA	N/A	CEO	Director (River City Bank)	None	3.9% RCB Financial Corp 0% River City Bank	None
Connie J. Williams Rome, GA, USA	N/A	CFO	CFO (River City Bank)	None	0.1% RCB Financial Corp 0% River City Bank	None
Cecil B. Wright Rome, GA, USA	Retired Sr Managing Director Wells Fargo Advisors	Director	Director (River City Bank)	Berry College - Bd of Trustees Director: Boys & Girls Club of NW Ga, The Community Foundator Rome, and Lavender Mtn Sr Living Trustee - AW Ledbetter Foundation	0.9% RCB Financial Corp 0% River City Bank	None