

FEDERAL RESERVE BANK
OF SAN FRANCISCO
STATISTICS DEPT

Board of Governors of the Federal Reserve System



2017 MAR 20 AM 10: 23

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):
December 31, 2016

Month / Day / Year

N/A

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

Reporter's Name, Street, and Mailing Address

I, John E Dalby

Name of the Holding Company Director and Official

President/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.

Redwood Capital Bancorp

Legal Title of Holding Company

402 G Street

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

Eureka

CA

95501

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Renee Byers

VP Controller

Name

Title

707 444-9849

Area Code / Phone Number / Extension

707 444-9846

Area Code / FAX Number

rbyers@rdwo.com

E-mail Address

www.rdwo.com

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

Signature of Holding Company Director and Official

March 15, 2017

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.

3552032
1

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.

N/A

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)

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City State Zip Code

Physical Location (if different from mailing address)

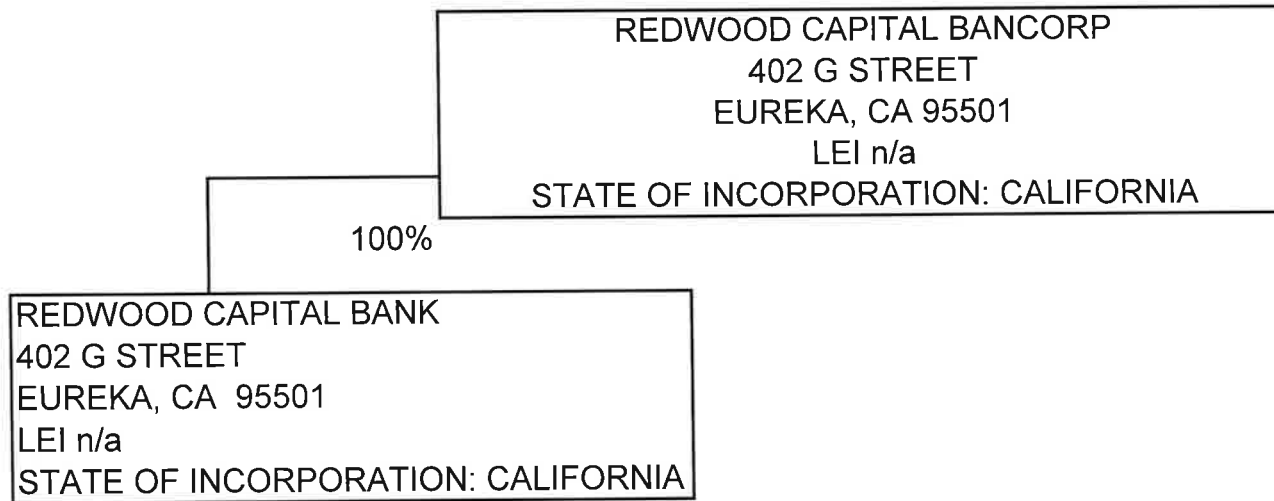
**REDWOOD CAPITAL BANCORP
EUREKA, CALIFORNIA**

The data are as of 12/31/2016. Data reflects information that was received and processed through 12/31/2016.

Fiscal year Ending December 31, 2016

Report Item

2(a) Organizational Chart.



2(a)b Redwood Capital Bancorp does not control any nonbanking companies.

Results: A list of branches for your depository institution: REDWOOD CAPITAL BANK (ID_RSSD: 3247589)
 This depository institution is held by REDWOOD CAPITAL BANCORP (35-82032) of EUREKA, CA.
 The data are as of 12/31/2016. Data reflects information that was received and processed through 12/31/2016.
 Fiscal year Ending December 31, 2016
Reconciliation and Verification Steps
 1. In the Data Action column of each branch row, enter one or more of the actions specified below.
 Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12/31/16

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 their 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.
 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)	3247589	REDWOOD CAPITAL BANK	402 G STREET	EUREKA	CA	95501-101	HUMBOLDT	UNITED STATES	418420	0	REDWOOD CAPITAL BANK		3247589	
ok		Full Service	3718913	FORTUNA BRANCH	1075 SOUTH FORTUNA BOULEVARD	FORTUNA	CA	95540	HUMBOLDT	UNITED STATES	487771	1	REDWOOD CAPITAL BANK		3247589	
ok	7/23/2014	Full Service	4729998	ARCATA BRANCH	1315 G STREET	ARCATA	CA	95521	HUMBOLDT	UNITED STATES	569786	2	REDWOOD CAPITAL BANK		3247589	

**REDWOOD CAPITAL BANCORP
EUREKA, CA**

The data are as of 12/31/2016. Data reflects information that was received and processed through 12/31/2016.

Fiscal year Ending December 31, 2016

Report Item 3: Securities Holders

(1)(a) (1)(b) (1)(c) (2)(a) (2)(b) (2)(c)

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12/31/16

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 12/31/16

<u>(1)(a) Name and Address (City, State, Country)</u>	<u>(1)(b) Country Of Citizenship</u>	<u>(1)(c) Number and Percentage of Each Class of Voting Securities</u>
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<u>(2)(a) Name and Address (City, State, Country)</u>	<u>(2)(b) Country Of Citizenship</u>	<u>(2)(c) Number and Percentage of Each Class of Voting Securities</u>
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N/A

N/A

**REDWOOD CAPITAL BANCORP
EUREKA, CA**

The data are as of 12/31/2016. Data reflects information that was received and processed through 12/31/2016.
Fiscal year Ending December 31, 2016

Report item 4: Insiders**(1) (2) (3)(a)(b)(c) and (4) (a)(b)(c)**

(1) Name and Address (City, State, Country)	(2) Principal Occupation if other than with BHC	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include name of subsidiaries)	(3)(c) Title & Position with Other Businesses (include name of other bus.)	(4)(a) Percentage of voting Shares in BHC	(4)(b) Percentage of voting Shares in subsidiaries (include names of subs)	(4)(c) List names of other companies (include partnerships) if 25% more of voting securities are held (list names of companies and % of voting securities held)	SHARES OWNED
Dr John E Burke Eureka, Ca	Endodontist	Director	Director Redwood Capital Bank	Owner - Dr, John E. Burke, DDS	1.93%	None	Dr, John E, Burke DDS, 100%	1,903,575 36,759
Russell N Britt Eureka, Ca	Lumber Sales	Director	Director Redwood Capital Bank	President and CEO Britt Lumber	2.45%	None	Britt Lumber 50%	46,572
Larry A DeBeni Arcata, Ca	Real Estate Developer	Director	Director Redwood Capital Bank	CEO and Secretary Coastal Care Centers, Inc.	2.76%	None	Coastal Care Centers, Inc. 75%	52,522
John J Gierek Jr, Eureka, Ca	Moving and Storage	Chairman of Board	Chairman of Board Redwood Capital Bank	President Humboldt Moving and Storage	0.83%	None	Humboldt Moving and Storage 50%	15,872
J. William McAuley Eureka, Ca	CPA	Director	Director Redwood Capital Bank	Partner DeMello, McAuley, McReynolds, & Holland, LLP	1.65%	None	DeMello, McAuley, McReynolds, & Holland, LLP 25%	31,412
Craig L Perrone Eureka, Ca	Beverage Wholesaler	Director	Director Redwood Capital Bank	President Del Reka Corp	3.25%	None	Del Reka Corp 100%	61,872
John R Selvage Eureka, Ca	Retired	Director	Director Redwood Capital Bank	N/A	1.41%	None	N/A	26,768
James Seiler Fortuna, Ca	Committee Member	Director	Director Redwood Capital Bank	Partner TBS Petroleum, LLC	0.90%	None	TBS Petroleum, LLC 50%	17,071
Steve Strombeck Fortuna, Ca	Contractor	Director	Director Redwood Capital Bank	Owner/President Strombeck Properties Strombeck Construction	1.34%	None	Strombeck Properties/Strombeck Construction 100%	25,448
W. Timothy Needham Eureka, Ca	Lawyer	Director	Director Redwood Capital Bank	Partner/Attorney Janssen Malloy	0.59%	None	Janssen Malloy Law Firm 33%	11,153
John E Dalby Eureka, Ca	President/CEO	Director/President/CEO	President/CEO Redwood Capital Bank	N/A	1.62%	None	N/A	30,802
Fred J Moore III Eureka, Ca	SVP/CFO	SVP/CFO	SVP/CFO Redwood Capital Bank	N/A	0.45%	None	N/A	8,561
Tammy Brown Fortuna, Ca	SVP/CCO	SVP/CCO	SVP/CCO Redwood Capital Bank	N/A	0.00%	None	N/A	0
Jennifer Budwig Fortuna, Ca	SVP/CLO	SVP/CLO	SVP/CLO Redwood Capital Bank	N/A	0.33%	None	N/A	6,200