



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):
12/31/2011
Month / Day / Year

1. Bret Whiteside
Name of the Bank Holding Company Director and Official
Director
Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address
Traders and Farmers Bancshares, Inc.
Legal Title of Bank Holding Company
P.O. Box 550
(Mailing Address of the Bank Holding Company) Street / P.O. Box
Haleyville AL 35565
City State Zip Code
819 20th Street, Haleyville, AL 35565
Physical location (if different from mailing address)

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.

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:
Bret Whiteside SVP
Name Title
205/486/5263 - ext. 215
Area Code / Phone Number / Extension
205/486/6264
Area Code / FAX Number
bwhiteside@tradersandfarmersbank.com
E-mail Address
N/A (u)
Address (URL) for the Bank Holding Company's web page

Bret Whiteside
Signature of Bank Holding Company Director and Official
3/4/2012
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 3467305
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 |
| (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) |

**Traders and Farmers Bancshares, Inc.
Organization Chart**

**Traders and Farmers Bancshares, Inc.
P O Box 550
Haleyville, Al. 35565**



**100%
Traders and Farmers Bank
P O Box 550
Haleyville, Al. 35565**



**100%
TFB Financial Services
P O Box 1130
Haleyville, Al. 35565**



**100%
TFB Mortgage
P O Box 1250
Haleyville, Al. 35565**

**Traders and Farmers Bank
P O Box 550
Haleyville, Al. 35565**

Branch Locations

- | | | |
|--|------------------------------------|---------------------|
| ✓ Traders And Farmers Bank 819 20 th Street Haleyville, Al. 35565 Phone: 205-486-5263 | Full Service Branch | |
| ✓ Traders and Farmers Bank 21 st and 12 th Avenue Haleyville, Al. 35565 Phone: 205-486-5263 | Limited Service | ATM (cw) |
| ✓ Traders and Farmers Bank 42233 Highway 195 E Haleyville, Al. 35565 Phone: 205-486-5263 | Limited Service Data Processing | ATM (cw) |
| ✓ Traders and Farmers Bank 10 Blake Drive Double Springs, Al. 35553 Phone: 205-489-5011 | Full Service Branch | |
| ✓ Traders And Farmers Bank 15055 Highway 278 Double Springs, Al. 35553 Phone: 205-489-5011 | Limited Service Branch | |
| ✓ Traders And Farmers Bank 30966 E. Hwy 278 Addison, Al. 35540 Phone: 256-747-1406 | Full Service | |
| ✓ Traders And Farmers Bank Highway 41 South Arley, Al. 35541 Phone: 205-221-5520 | Full Service | |
| ✓ Traders And Farmers Bank 309 Main Street Bear Creek, Al. 35543 Phone: 205-486-2222 | Full Service | |
| ✓ Traders and Farmers Bank 5329 Curry Highway Jasper, Al. 35503 Phone: 205-221-5311 | Full Service | |

Traders And Farmers Bank
29 Heck Road
Lynn , Al. 35575
Phone: 205-893-5100

Full Service

Form FRY-6-3
Traders and Farmers Bancshares, Inc.
Fiscal Year Ending December 31, 2011

Report Item3: 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 fiscal year ending December 31, 2010.

| (1)(a) Name & Address (City, State, Country) | (1)(b) Country of Citizenship or Incorporation | (1)(c) Number and Percentage of Each Class of Voting Securities |
|--|---|--|
| HT Investments, LLC ██████████ Haleyville, Al. 35565 | USA | 160 - . 6.03% Common Stock |
| Leisa McCreless ██████████ Haleyville, Al. 35565 | USA | 204 – 7.86% Common Stock |
| E.F. Walker , Jr. ██████████ Haleyville, Al. 35565 | USA | 152 – 5.86% Common Stock |
| Rena Carol Walker ██████████ Haleyville, Al. 35565 | USA | 153 - 5.89% Common Stock |
| William E. Walker ██████████ Haleyville, Al. 35565 | USA | 204 – 7.86% Common Stock |
| Missy Whiteside ██████████ Haleyville, Al. 35565 | USA | 204 – 7.86% Common Stock |
| Walker Family Trust ██████████ Haleyville, Al. 35565 | USA | 147.5 – 5.68% Common Stock |

(2)(a)(b)(c) - None Applicable

**Form FRY-6 Report Item 4
Traders and Farmers Bancshares, Inc.
Fiscal Year Ending December 31, 2011**

| (1) Name & Address (City, State, Country) | (2) Principal Occupation if other than with Bank Holding Company | (3)(a) Title & Position with Bank Holding Company | (3)(b) Title & Position with with Subsidiaries (include names of subsidiaries) | (3)(c) Title & Position with Other (include names of other businesses) | (4)(a) Percentage of Voting Shares in Bank Holding Company | (4)(b) Percentage of Voting Shares In Subsidiaries | (4)(c) List Names of other companies (includes partnerships) |
|---|---|--|--|--|--|---|---|
| E. F. Walker Jr. ██████████ Haleyville, Al. | N/A | Director & Vice Chairman | Director & Executive Officer | N/A | 5.86% | N/A | N/A |
| Billy McNutt ██████████ Haleyville, Al. | N/A | Director | Director & Executive Vice President | N/A | .035% | N/A | N/A |
| Rickey McCreless ██████████ Haleyville, Al. | N/A | Director | Director & CEO | N/A | 2.23% | N/A | N/A |
| Will Walker ██████████ Haleyville, Al. | N/A | Director & Chairman | Director, President Chairman | N/A | 7.86% | N/A | N/A |
| Albert Partridge ██████████ Arley, Al. 35541 | N/A | Director | Director, President of East Branches | N/A | .008% | N/A | N/A |
| Bret Whiteside ██████████ Haleyville, Al. | N/A | Director | Director Senior Vice President | N/A | 2.08% | N/A | N/A |
| Donny Hood ██████████ Haleyville, Al. | N/A | Director | Director & Executive Vice President | N/A | .008% | N/A | N/A |