



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, Jeff Kervin
Name of the Bank Holding Company Director and Official
CEO
Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address
Trust No. 3 Under the Will of Charles Henderson
Legal Title of Bank Holding Company
P.O. Box 967
(Mailing Address of the Bank Holding Company) Street / P.O. Box
Troy AL 36081
City State Zip Code
1000 Hwy 231 South, Troy AL 36081
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.

Person to whom questions about this report should be directed:
Jeff Bentley CFO
Name Title
334-807-5139
Area Code / Phone Number / Extension
334-807-5200
Area Code / FAX Number
jbentley@troybankandtrust.com
E-mail Address
hendersonbancshares.com
Address (URL) for the Bank Holding Company's web page

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]
Signature of Bank Holding Company Director and Official
03/30/2012
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 1080139
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.

Trust No. 3 Under the Will of Charles Henderson

Legal Title of Subsidiary Bank Holding Company

P.O. Box 967

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

Troy AL 36081
City State Zip Code

1000 Hwy 231 South, Troy AL 36081

Physical location (if different from mailing address)

Legal Title of Subsidiary Bank Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Henderson Bancshares, Inc.

Legal Title of Subsidiary Bank Holding Company

P.O. Box 967

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

Troy AL 36081
City State Zip Code

1000 Hwy 231 South, Troy AL 36081

Physical location (if different from mailing address)

Legal Title of Subsidiary Bank Holding Company

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City State Zip Code

Physical location (if different from mailing address)

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Physical location (if different from mailing address)

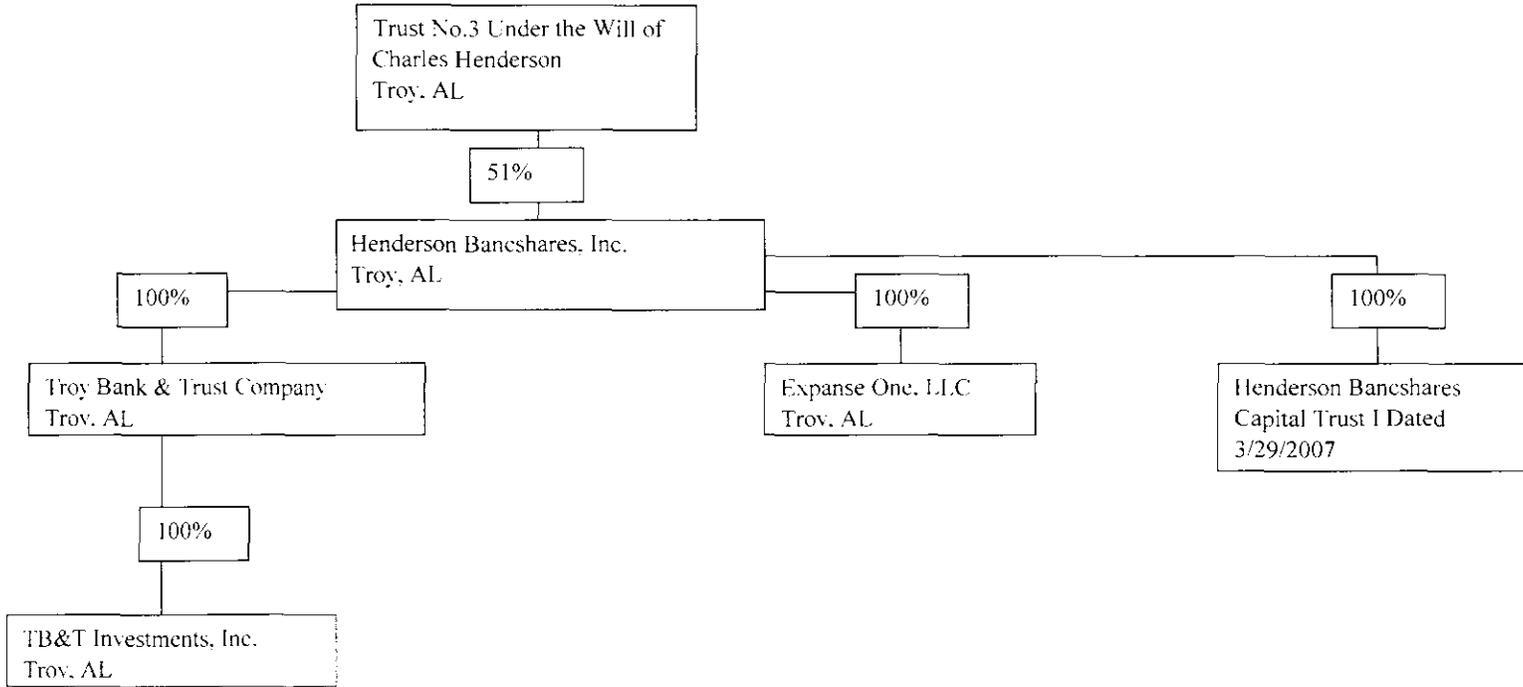
Form FR Y-6
Trust #3 Under the Will of Charles Henderson
Troy, AL 36081
Fiscal Year Ending December 31, 2011

Report Items:

- 1: a. The BHC is not required to prepare form 10-K with the SEC.
- 1: b. The BHC does prepare an annual report to its shareholders.
Enclosed are two copies of its year end financials which are given to shareholders.

Report Item: 2a:

Organizational Chart.



Report Item 2b: Domestic Branch Listing

Results: A list of branches for your depository institution. If you have a TRUST COMPANY, FDIC REG. 1.441-111. This depository institution is held by TRUST CO. UNION, 111 WALL ST., NEW YORK, NY 10038. If you have a BANK, the data are as of 12/31/2011. Data reflects information that was received and processed through FDIC's 2011.

Reconciliation and Verification Steps

- 1. In the Data Action column of each branch row, enter one of the following as 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 a 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 Data table 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 UNIFORM 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	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNIFORM	Office Number	Head Office	Comments
		Full Service (Head Office)	134437 TROY BANK & TRUST COMPANY		1000 HIGHWAY 231 SOUTH	TROY	AL	3608	PIKE	UNITED STATES	3811	9	TROY BANK & TRUST	134437
		Full Service	322555 ARITON BRANCH		16 ATLANTIC STREET	ARITON	AL	36311	DALE	UNITED STATES	423170	4	TROY BANK & TRUST	134437
		Full Service	329278 BRUNDRIDGE BRANCH		425 S A GRAHAM BOULEVARD	BRUNDRIDGE	AL	36070	PIKE	UNITED STATES	427749	5	TROY BANK & TRUST	134437
		Full Service	2273385 E. BALMA N. BRANCH		425 NORTH CLAYTON	ELBA	AL	36522	COFFEE	UNITED STATES	555653	7	TROY BANK & TRUST	134437
		Full Service	3346183 ENTERPRISE BRANCH		150 E C	ENTERPRISE	AL	36535	COFFEE	UNITED STATES	440750	9	COMPANY	134437
		Full Service	3368931 GOSHEN FARMERS BRANCH		301 GREENVILLE AVENUE	GOSHEN	AL	36035	PIKE	UNITED STATES	227853	2	TROY BANK & TRUST	134437
		Full Service	294733 NEW BROCKTON BRANCH		108 MCKINNON STREET	NEW BROCKTON	AL	36324	COFFEE	UNITED STATES	247318	5	TROY BANK & TRUST	134437
		Full Service	3630419 231 SOUTH BRANCH		1425 HIGHWAY 231 SOUTH	TROY	AL	3608	PIKE	UNITED STATES	474329	6	TROY BANK & TRUST	134437
		Full Service	9940658 DOWNTOWN BRANCH		300 NORTH THIRD NORTH STREET	TROY	AL	3608	PIKE	UNITED STATES	207854	3	TROY BANK & TRUST	134437

Form FRY 6
Trust No. 3 Under the Will of Charles Henderson
Fiscal Year ending December 31, 2011

Report Items 3 & 4

There are no shares of stock of this holding company; therefore, these items are not applicable. Henderson Bancshares report items are attached.

Form FRY 6

Henderson Bancshares

Fiscal Year Ending December 31, 2011

Report Item 3: Shareholders

1) a, b, c and 2) a, b, c

Current Shareholders with Ownership of 5% or more as of 12-31-2010			
(1)a	(1)b	(1)c	
Name & Address	Country of Citizenship or Incorporation	Number and Percentage of Voting Shares	
Trust 3 Under the Will of Charles Henderson ██████████ Troy, AL 36081	USA	204,488	51.12%
Corley Chapman, Jr. ██████████ Troy, AL 36081	USA	22,500	5.63%

Current Shareholders with Ownership of 5% during the fiscal year ended 12-31-2010 but not listed in (1)a-c.			
(2)a	(2)b	(2)c	
Name & Address	Country of Citizenship or Incorporation	Number and Percentage of Voting Shares	
NONE	NONE	NONE	NONE

Form FRY 6
Henderson Bancshares
Year Ending December 31, 2010

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	Principal Occupation if other than Bank Holding Company	Title and Position with Bank Holding Company	Title and Position with Subsidiaries	Title and Position with Other Businesses	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Subsidiary	List names of other companies if 25% or more of voting securities are held		
Corley Chapman, Jr. ██████████ Troy, AL 36081	Real Estate Investments	Director, Henderson Bancshares	n/a	n/a	22,500	5.63%	n/a	The Emporium, 100%	
Sherrill E. Crowe ██████████ Troy, AL 36081	Real Estate Investments	Chairman & Director Henderson Bancshares	Director Troy Bank & Trust Peoples Bank of Coffee County	n/a	4,912	1.23%	n/a	Crowco Inc., 100%	
Dr. Jack Hawkins, Jr. ██████████ Troy, AL 36081	Chancellor, Troy State University	Director, Henderson Bancshares	Director, Troy Bank & Trust	n/a	1,000	0.25%	n/a	n/a	
N. Kenneth Campbell ██████████ Troy, AL 36081	President, K & W Plastics	Director, Henderson Bancshares	Director, Troy Bank & Trust	President, K & W Plastics	25	0.01%	n/a	K & W Plastics Inc 50%	
Alex Whaley ██████████ Troy, AL 36081	General Contractor	Vice Chairman & Director Henderson Bancshares	Vice Chairman & Director Troy Bank & Trust	President, Whaley Construction	5,232	5,232	1.31%	n/a	Whaley Construction, 100%
Jeff Bentley ██████████ Troy, AL 36081	n/a	Chief Financial Officer Henderson Bancshares	CEO, Troy Bank & Trust	n/a	700	0.18%	n/a	n/a	
Jeff Kervin ██████████ Troy, AL 36081	n/a	Chief Executive Officer & Director, Henderson Bancshares	CEO and Director, Troy Bank & Trust	President, Phelker Investments Inc	5,293	4,323	1.32%	n/a	Phelker Investments Inc 90%
W.G. Sellers ██████████ Troy, AL 36081	Partner Investments	Director, Henderson Bancshares	Director, Troy Bank & Trust	Sellers Inc.	195	0.05%	n/a	Sellers Inc., 100%	

Form FRY 6
Henderson Bancshares
Year Ending December 31, 2010

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	Principal Occupation if other than Bank Holding Company	Title and Position with Bank Holding Company	Title and Position with Subsidiaries	Title and Position with Other Businesses	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Subsidiary	List names of other companies if 25% or more of voting securities are held
Allen C. Jones ████████████████████ Troy, AL 36081	Attorney	Director, Henderson Bancshares	Director, Troy Bank & Trust	Attorney at Law	500	0.13%	n/a
Gayla Kinney ████████████████████ Troy, AL 36081	n/a	n/a	COO, Troy Bank & Trust	n/a	75	0.02%	n/a