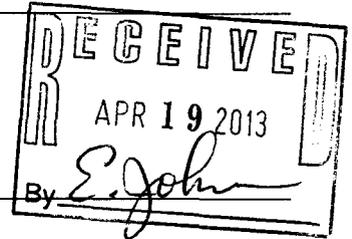


Board of Governors of the Federal Reserve System



# 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)); 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)) and section 10(c)(2)(H) of the Home Owners' Loan Act. 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 and top-tier savings and loan 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.

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

**December 31, 2013**

Month / Day / Year

I, **Jeff Kervin**

Reporter's Name, Street, and Mailing Address

**Trust No. 3 Under the Will of Charles Henderson**

Name of the Holding Company Director and Official

Legal Title of Holding Company

**CEO**

P.O. 967

Title of the Holding Company Director and Official

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

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.

<b>Troy</b>	<b>AL</b>	<b>36081</b>
City	State	Zip Code

**1000 Hwy 231 South, Troy AL 36081**

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:

**Jeff Bentley** **CFO**

Name Title

**334 807 5139**

Area Code / Phone Number / Extension

**3348075200**

Area Code / FAX Number

**jbentley@troybankandtrust.com**

E-mail Address

**hendersonbancshares.com**

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

Signature of Holding Company Director and Official

**03/28/2013**

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 **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 Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

Trust No. 3 Under the Will of Charles Henderson

Legal Title of Subsidiary Holding Company

P.O. Box 967

(Mailing Address of the Subsidiary 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 Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Henderson Bancshares, Inc.

Legal Title of Subsidiary Holding Company

P.O. Box 967

(Mailing Address of the Subsidiary 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 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

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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  
Trust #3 Under the Will of Charles Henderson  
Troy, AL 36081  
Fiscal Year Ending December 31, 2012

Report Items:

- 1: a. The BHC is not required to prepare form 10-K with the SEC.
- 1: b. The BHC does not prepare an annual report to its shareholders.

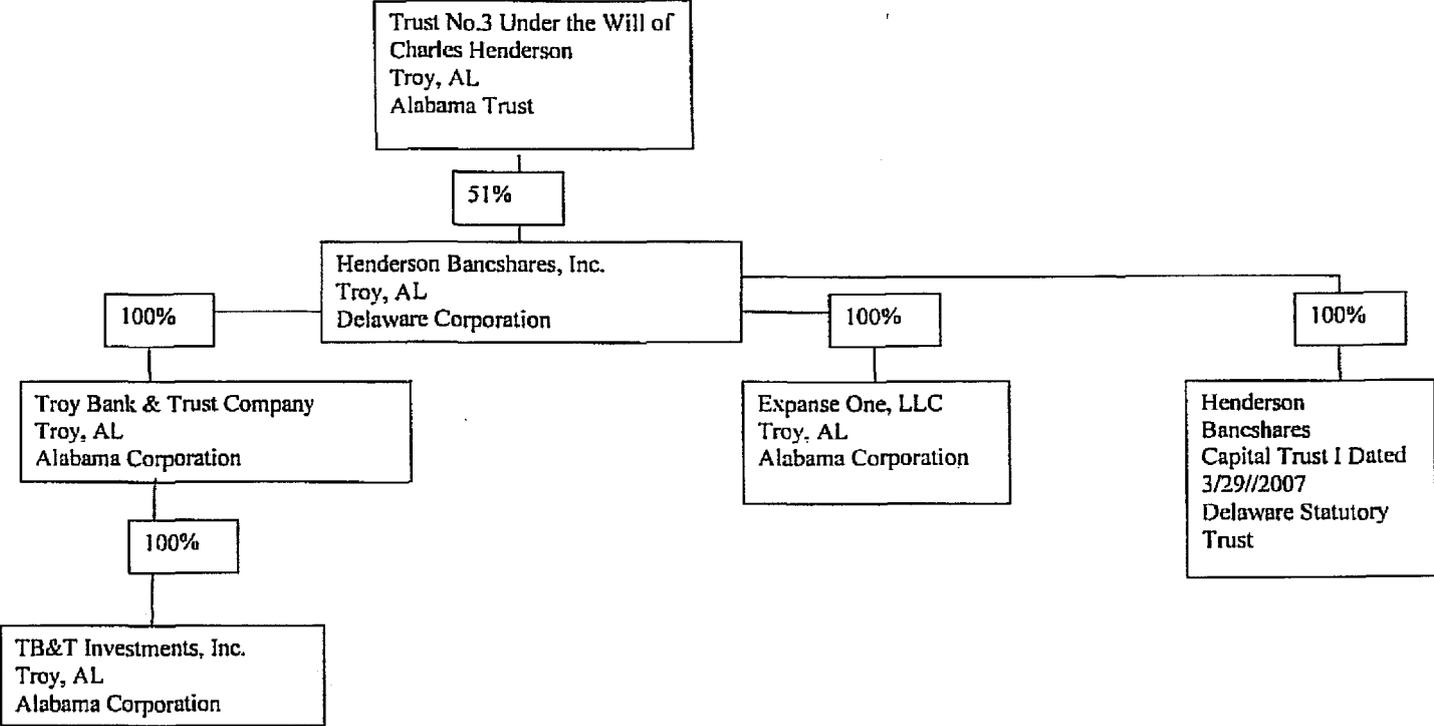
Form FR Y-6  
Henderson Bancshares, Inc  
Troy, AL 36081  
Fiscal Year Ending December 31, 2012

Report Items:

- 1: a. The BHC is not required to prepare form 10-K with the SEC.
- 1: b. The BHC does not prepare a formal 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 holding company: HENDERSON BRANCHSHARES, INC. (2349703) of TROY, AL.  
The data are as of 12/31/2013. Data reflects information that was received and processed through 03/10/2013.

### 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 date of closure data 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 those values is not required.

Date/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)	134437		TROY BANK & TRUST COMPANY	1003 HIGHWAY 231 SOUTH	TROY	AL	36081	PIKE	UNITED STATES		3811	0	TROY BANK & TRUST COMPANY		134437
ok		Full Service		3225055	ARLTON BRANCH	6 ATLANTIC STREET	ARLTON	AL	36311	DALE	UNITED STATES	Not Required	Not Required	0	TROY BANK & TRUST COMPANY		134437
ok		Full Service		3290781	BRUNDIDGE BRANCH	425 S. A. GRAHAM BOULEVARD	BRUNDIDGE	AL	36010	PIKE	UNITED STATES	427749		5	TROY BANK & TRUST COMPANY		134437
ok		Full Service		2273385	ELBA MAIN BRANCH	429 NORTH CLAXTON	ELBA	AL	36323	COFFEE	UNITED STATES	55563		7	TROY BANK & TRUST COMPANY		134437
						1110 NORTH BOLL WEEVIL CIRCLE											
ok		Full Service		3346183	ENTERPRISE BRANCH	SUITE C	ENTERPRISE	AL	36130	COFFEE	UNITED STATES	440150		8	TROY BANK & TRUST COMPANY		134437
ok		Full Service		1359881	GOSHEN FARMERS BRANCH	301 GREENVILLE AVENUE	GOSHEN	AL	36035	PIKE	UNITED STATES	207853		2	TROY BANK & TRUST COMPANY		134437
ok		Full Service		284733	NEW BROCKTON BRANCH	108 MCKINNON STREET	NEW BROCKTON	AL	36351	COFFEE	UNITED STATES	247318		6	TROY BANK & TRUST COMPANY		134437
ok		Full Service		3930418	231 SOUTH BRANCH	1429 HIGHWAY 231 SOUTH	TROY	AL	36081	PIKE	UNITED STATES	474328		6	TROY BANK & TRUST COMPANY		134437
ok		Full Service		1964058	DOWNTOWN BRANCH	300 NORTH THREE NOTCH STREET	TROY	AL	36081	PIKE	UNITED STATES	207854		3	TROY BANK & TRUST COMPANY		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, 2012

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	USA	204,488	51.12%
Corley Chapman, Jr.Estate Troy, AL	USA	22,500	5.63%

Current Shareholders with Ownership of 5% during the fiscal year ended 12-31-2012 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, 2012

Report Item 4: Insiders  
(1), (2), (3)a,b,c and (4)a,b,c

(1) Name & Address	(2) Principal Occupation if other than Bank Holding Company	(3)a Title and Position with Bank Holding Company	(3)b Title and Position with Subsidiaries	(3)c Title and Position with Other Businesses	(4)a Percentage of Voting Shares in Bank Holding Company	(4)b Percentage of Voting Shares in Subsidiary	(4)c List names of other companies if 25% or more of voting securities are held
Corley Chapman, Jr. Troy, AL	Real Estate Investments- Deceased May 2012	Director, Henderson Bancshares Deceased May 2012	n/a	n/a	5.63%	n/a	The Emporium, 100%
Sherril E. Crowe Troy, AL	Real Estate Investments	Chairman & Director, Henderson Bancshares	Director, Troy Bank & Trust, Peoples Bank of Coffee County	n/a	1.23%	n/a	Crowco Inc, 100%
Dr. Jack Hawkins, Jr. Troy, AL	Chancellor, Troy State University	Director, Henderson Bancshares	Director, Troy Bank & Trust	n/a	0.25%	n/a	n/a
N. Kenneth Campbell Troy, AL	President, K & W Plastics	Director, Henderson Bancshares	Director, Troy Bank & Trust	President, K & W Plastics	0.01%	n/a	K & W Plastics Inc., 50%
Alex Whaley Troy, AL	General Contractor	Vice Chairman & Director, Henderson Bancshares	Vice Chairman & Director, Troy Bank & Trust	President, Whaley Construction	1.31%	n/a	Whaley Construction, 100%
Jeff Bentley Troy, AL	n/a	Chief Financial Officer, Henderson Bancshares	CFO, Troy Bank & Trust	n/a	0.18%	n/a	n/a
Jeff Karvin Troy, AL	n/a	Chief Executive Officer & Director, Henderson Bancshares	CEO and Director, Troy Bank & Trust	President, Pholker Investments Inc	1.37%	n/a	Pholker Investments Inc, 90%
W.G. Sellers Troy, AL	Timber Investments	Director, Henderson Bancshares	Director, Troy Bank & Trust	Sellers Inc	0.05%	n/a	Sellers, Inc, 100%
Allen C. Jones Troy, AL	Attorney	Director, Henderson Bancshares	Director, Troy Bank & Trust	Attorney at Law	0.13%	n/a	n/a
Gayla Kinney Troy, AL	n/a	n/a	CDO, Troy Bank & Trust	n/a	0.07%	n/a	n/a
Trust 3 Under the Will of Charles Henderson Troy, AL	Trust	n/a	n/a	n/a	51.12%	n/a	n/a