



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):

12/31/2013
Month / Day / Year

I, Bret Whiteside

Reporter's Name, Street, and Mailing Address

Traders and Farmers Bancshares, Inc.

Name of the Holding Company Director and Official

Legal Title of Holding Company

Senior Vice President, Director

P.O. Box 550

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.

Halleyville
City

AL
State

35565
Zip Code

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.

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Bret Whiteside SVP, Director
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

Signature of Holding Company Director and Official

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

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 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

Revised
5-15-13

**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 Bancshares, Inc. is an Alabama Corporation.
Traders and Farmers Bank is an Alabama Corporation.
The legal name of each branch is the same as the corporation.**

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

**Traders and Farmers Bancshares, Inc. is an Alabama Corporation.
Traders and Farmers Bank is an Alabama Corporation.
The legal name of each branch is the same as the corporation.**

Branch Locations

Traders And Farmers Bank Full Service Branch
819 20th Street
Haleyville, Al. 35565
Phone: 205-486-5263

Traders and Farmers Bank Limited Service
21st and 12th Avenue
Haleyville, Al. 35565
Phone: 205-486-5263

Traders and Farmers Bank Limited Service
42233 Highway 195 E Data Processing
Haleyville, Al. 35565
Phone: 205-486-5263

Traders and Farmers Bank Full Service Branch
10 Blake Drive
Double Springs, Al. 35553
Phone: 205-489-5011

Traders And Farmers Bank Limited Service Branch
15055 Highway 278
Double Springs, Al. 35553
Phone: 205-489-5011

Traders And Farmers Bank Full Service
30966 E. Hwy 278
Addison, Al. 35540
Phone: 256-747-1406

Traders And Farmers Bank Full Service
Highway 41 South
Arley, Al. 35541
Phone: 205-221-5520

Traders And Farmers Bank Full Service
309 Main Street
Bear Creek, Al. 35543
Phone: 205-486-2222

Traders and Farmers Bank Full Service
5329 Curry Highway

Jasper, Al. 35503
Phone: 205-221-5311

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, 2012

Report Item 3: 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, 2012.

(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 - . 6.18% Common Stock
Leisa McCreless ████████████████████ Haleyville, Al. 35565	USA	204 - 7.88% Common Stock
E.F. Walker , Jr. ████████████████████ Haleyville, Al. 35565	USA	152 - 5.87% Common Stock
Rena Carol Walker ████████████████████ Haleyville, Al. 35565	USA	153 - 5.911% Common Stock
William E. Walker ████████████████████ Haleyville, Al. 35565	USA	204 - 7.88% Common Stock
Missy Whiteside ████████████████████ Haleyville, Al. 35565	USA	204 - 7.88% Common Stock
Walker Family Trust ████████████████████ Haleyville, Al. 35565	USA	147.5 - 5.77% Common Stock

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

**Form FRY-6 Report Item 4
Traders and Farmers Bancshares, Inc.
Fiscal Year Ending December 31, 2012**

(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	5.87%	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	2.24%	N/A	N/A
Will Walker ██████████ Haleyville, Al.	N/A	Director & Chairman	Director, President Chairman	N/A	7.88%	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	2.10%	N/A	N/A
Donny Hood ██████████ Haleyville, Al.	N/A	Director	Director & Executive Vice President	N/A	.008%	N/A	N/A