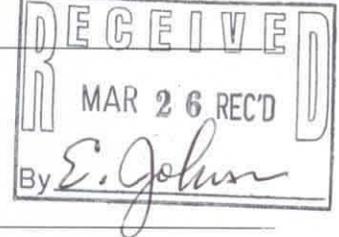


Board of Governors of the Federal Reserve System



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, 2012
 Month / Day / Year

I, Lori Allen
 Name of the Holding Company Director and Official
Director and CFO
 Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address
Traditions Bancshares, Inc
 Legal Title of Holding Company
109 2nd Ave NW
 (Mailing Address of the Holding Company) Street / P.O. Box
Cullman AL 35055
 City State Zip Code

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.

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:

Lori Allen CFO
 Name Title
256-735-2132
 Area Code / Phone Number / Extension
256-735-0173
 Area Code / FAX Number
lallen@traditionals.com
 E-mail Address
www.traditionals.com
 Address (URL) for the Holding Company's web page

Lori Allen
 Signature of Holding Company Director and Official
03-22-2013
 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 319 4683
 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 4-29-13

Form FRY-6
Traditions Bancshares, Inc.
Cullman, AL
Fiscal Year End 12/31/2012

Report Item

- 1 Annual report is not available - will forward Financial Statement as soon as possible.
- 2 Organization Chart



Report Item 2b: Branch List
Submitted via email on 3/18/13

Results: A list of branches for your depository institution: TRADITIONS BANK (ID_RSSD: 3194692).
 This depository institution is held by TRADITIONS BANCSHARES, INC. (3194683) of CULLMAN, AL.
 The data are as of 12/31/2012. Data reflects information that was received and processed through 02/24/2013.

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 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 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 these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code
OK		Full Service (Head Office)	3194692	TRADITIONS BANK	109 2ND AVENUE NORTHWEST	CULLMAN	AL	35055
OK		Full Service	3386077	ARLEY BRANCH	19 HELICON ROAD	ARLEY	AL	35541
OK		Full Service	4209968	PRICEVILLE BRANCH	380 HIGHWAY 67 SOUTH	DECATUR	AL	35603
OK		Full Service	3924442	DODGE CITY BRANCH	639 ALABAMA HIGHWAY 69 SOUTH	HANCEVILLE	AL	35077

CULLMAN	UNITED STATES	441828	1	TRADITIONS BANK	3194692	
BLOUNT	UNITED STATES	458274	3	TRADITIONS BANK	3194692	

OK		Full Service	3365885	HOLLY POND BRANCH	40 HOLLY POND-BLOUNTSVILLE ROAD	HOLLY POND	AL	35083
OK		Full Service	3570504	WHITE OAK TRAIL BRANCH	121 WHITE OAK TRAIL	WARRIOR	AL	35180

re Date column.

County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
CULLMAN	UNITED STATES	365489	0	TRADITIONS BANK	3194692	
WINSTON	UNITED STATES	445238	2	TRADITIONS BANK	3194692	
MORGAN	UNITED STATES	Not Required	Not Required	TRADITIONS BANK	3194692	
CULLMAN	UNITED STATES	489858	4	TRADITIONS BANK	3194692	

Form FRY-6

Traditions Bancshares, Inc.

Cullman, AL

Fiscal Year End 12/31/2012

Report Item 3: Securities holders

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

(1)(a) Name & Address	(1)(b) Country of Citizenship	(1)(c) # and % of each class of voting securities
Tim Compton Hanceville, AL	US	48,837 - 4.16% Common Stock 21,000 - 1.79% Options on Common Stock 50,376 - 4.30% ESOP Trustee - Common Stock

Report Item 3 (2):

Shareholders not listed above that owned 5% during the fiscal year

None

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Traditions Bancshares, Inc.

Cullman, AL

Fiscal Year End 12/31/2012

Report Item 4: Insiders

(1) NAME & ADDRESS	(2) OCCUPATION OTHER THAN HOLDING CO	(3a) TITLE & POSITION HOLDING CO	(3b) TITLE & POSITION SUBSIDIARY	(3c) TITLE & POSITION OTHER BUSINESSES	(4a) % VOTING SHARES IN BHC	(4b) % VOTING SUBS	(4c) OTHER COMPANIES
Tim Compton Hanceville, AL US	Banking	Director Chairman of BOD President CEO	Director Chairman of BOD President CEO (Traditions Bank)	Managing member - Partners Development, LLC	10.25%	None	Partners Development, LLC 20%
Jimmy Walker Cullman, AL US	Real Estate Appraiser	Director Vice Chairman of BOD	Director (Traditions Bank)	Owner - Walker Appraisal Services	1.40%	None	Walker Appraisal Services 100%
Billy Williams Arley, AL US	Building Supplies Real estate development	Director	Director Secretary of BOD (Traditions Bank)	President -B Williams Supply Inc Arley, AL Sec. - Shoreline Properties LLC Arley, AL Sec - Lakeside Lands Inc. Cullman, AL	3.18%	None	B Williams Supply Inc 100% Shoreline Properties LLC 50% Lakeside Lands Inc. 50%
Gary Campbell Bremen, AL US	Farming	Director Treas. Of BOD	Director (Traditions Bank)	Self employed	1.67%	None	None
Melody Basch Cullman, AL US	Pet grooming/retail sales	Director	Director (Traditions Bank)	Owner - Prestigious Pets Cullman, AL	1.73%	None	Prestigious Pets 100%
Terri Thomas Cullman, AL US	Judge Attorney	Director	Director (Traditions Bank)	State of Alabama - Alabama Court of Civil Appeals Montgomery, AL	1.18%	None	None
Wayne Robertson Hanceville, AL US	Retail Auto Parts	Director	Director (Traditions Bank)	Manager O'Reilly Auto Parts Cullman, AL	2.26%	None	None

Traditions Bancshares, Inc.

FRY-6 12/31/12

Report Item 4: Insiders (Continued)

(1) NAME & ADDRESS	(2) OCCUPATION OTHER THAN HOLDING CO	(3a) TITLE & POSITION HOLDING CO	(3b) TITLE & POSITION SUBSIDIARY	(3c) TITLE & POSITION OTHER BUSINESSES	(4a) % VOTING SHARES IN BHC	(4b) % VOTING SUBS	(4c) OTHER COMPANIES
Faith Hammock Hanceville, AL US	Mortician Farming & Cattle	Director	Director (Traditions Bank)	Secretary/Treasurer - Bement Hammock Enterprises Inc Hanceville, AL	1.91%	None	Bement Hammock Enterprises Inc 60%
Jacquelin Spike Guntersville, AL US	Education	Director	Director (Traditions Bank)	Special Education Coordinator Marshall County Board of Ed. Guntersville, AL	1.42%	None	None
Wayne Widner Hanceville, AL US	Farming Excavation	Director	Director (Traditions Bank)	Self Employed	2.17%	None	None
Lori Allen Cullman, AL US	Banking	Director Secretary of BOD	Director EVP (Traditions Bank)	None	3.00%	None	None