

Board of Governors of the Federal Reserve System

MAR 14 REC'D



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, STRATTON F LEWIS, JR

Reporter's Name, Street, and Mailing Address

TOMBIGBEE BANCSHARES, INC.

Name of the Holding Company Director and Official

Legal Title of Holding Company

CHAIRMAN/PRESIDENT

P.O. BOX 128

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.

SWEET WATER AL 36782

City State Zip Code

31385 ALABAMA HIGHWAY 10

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:

MARY JANE LOFTIN VICE CHAIR/SR VP

Name Title

334-994-4113

Area Code / Phone Number / Extension

334-994-6716

Area Code / FAX Number

mloftin@sweetwaterstbk.com

E-mail Address

Signature of Holding Company Director and Official

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

MAR 10 2014

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 3346745

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

**Tombigbee Bancshares, Inc.
Sweet Water, Alabama
Report Item 2a
Organizational Structure**

*ALL ENTITIES ARE INCORPORATED IN ALABAMA

Tombigbee Bancshares, Inc.
Sweet Water, Alabama

100%

Sweet Water State Bank
Sweet Water, Alabama

Results: A list of branches for your depository institution: SWEET WATER STATE BANK (ID_RSSD: 253730).
 This depository institution is held by TOMBIGBEE BANCSHARES, INC. (3346745) of SWEET WATER, AL.
 The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

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	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
ok		Full Service (Head Office)	253730	SWEET WATER STATE BANK	31385 AL HWY 10	SWEET WATER	AL	36782	MARENGO	UNITED STATES	6143	0	SWEET WATER STATE BANK	253730	
ok		Full Service	3937705	DEMOPOLIS BRANCH	1202 OSGOOD LOOP	DEMOPOLIS	AL	36732	MARENGO	UNITED STATES	490674	3	SWEET WATER STATE BANK	253730	
ok		Full Service	253039	LINDEN BRANCH	206 SOUTH MAIN ST.	LINDEN	AL	36748	MARENGO	UNITED STATES	220693	1	SWEET WATER STATE BANK	253730	
ok		Full Service	2615547	THOMASVILLE BRANCH	33821 HWY 43	THOMASVILLE	AL	36784	CLARKE	UNITED STATES	220694	2	SWEET WATER STATE BANK	253730	

Revised

Tombigbee Bancshares, Inc.
Report Item 4
Insiders

(1) Names & Address (City, State, Country)	(2) Principal Occupation if Other than with Bank Holding Company	(3)(a) Title and Position with Bank Holding Company	(3)(b) Title and Position with Subsidiaries (Include name of subs)	(3)(c) Title and Position with other Businesses (Include name of other bus.)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (Include name of subs)	(4)(c) Names of Other Companies if More than 25% of Voting Securities are Held (Also list percentage held)
Stratton F. Lewis, Jr. Sweet Water, AL USA	N/A	Director & Chairman	President & CEO Sweet Water State Bank	N/A	11.60%	N/A	N/A
Mary Jane Loftin Sweet Water, AL USA	N/A	Director & Vice Chairman	Sr. Vice President Sweet Water State Bank	N/A	16.46%	N/A	N/A
Paul & Betty Owensby Linden, AL, USA	Retired	N/A	N/A	N/A	12.20%	N/A	N/A
Jack O. Kerby, Sr. Demopolis, AL USA	Retired	Director	None	N/A	7.32%	N/A	N/A
James Lewis Gallion, AL USA	Businessman River City Ind	Director	None	Partner River City Ind	4.88%	N/A	N/A
Pat Young Linden, AL USA	Businessman TP Young Enterprises	Director	None	Owner Young Timber Enterprises	4.88%	N/A	Young Enterprises 100%
A.W. Compton, Jr. Nanafalia, AL USA	Businessman Compton Cattle & Store	Director	None	Owner Compton Cattle & Store	4.88%	N/A	AW Compton 100%
S. Ford Lewis, III Sweet Water, AL USA	N/A	Director	Executive V Pres. Sweet Water State Bank	N/A	4.88%	N/A	N/A
J. Olen Kerby, Jr. Demopolis, AL USA	N/A	Director & Secretary	Senior Executive Vice President Sweet Water State Bank	N/A	3.84%	N/A	N/A