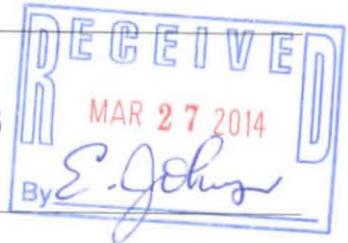


Board of Governors of the Federal Reserve System



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

Name of the Holding Company Director and Official

CEO and Director

Title of the Holding Company Director and Official

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.

Reporter's Name, Street, and Mailing Address

Trust No. 3 Under the Will of Charles Henderson

Legal Title of Holding Company

P.O. Box 967

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

Troy AL 36081

City State Zip Code

1000 Hwy. 231 South, Troy, Alabama

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

334-566-5200

Area Code / FAX Number

jbentley@troybankandtrust.com

E-mail Address

hendersonbancshares.com

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

Jeff Kervin

Signature of Holding Company Director and Official

03/25/2014

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 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

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

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 S., Troy, Alabama
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 S., Troy, Alabama
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

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)

Form FR Y-6
Trust #3 Under the Will of Charles Henderson
Troy, AL 36081
Fiscal Year Ending December 31, 2013

Report Items:

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

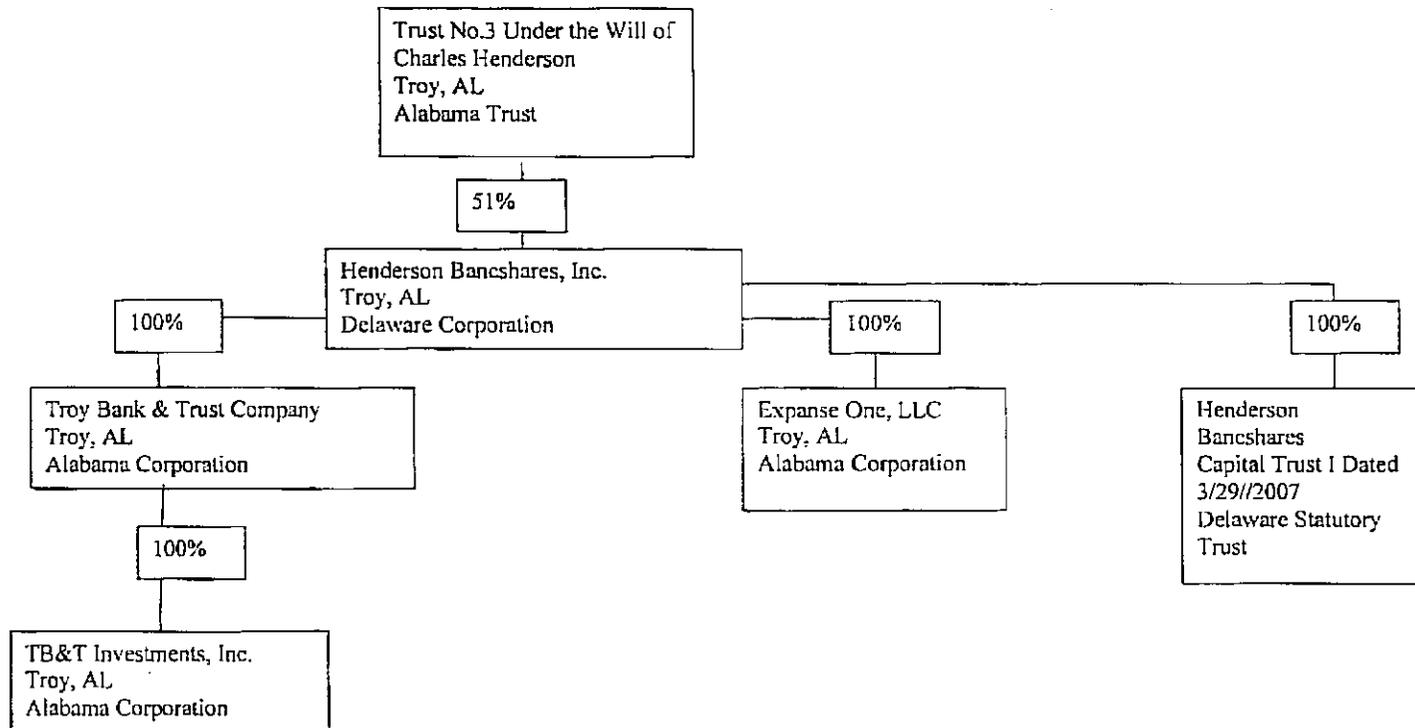
Form FR Y-6
Henderson Bancshares, Inc
Troy, AL 36081
Fiscal Year Ending December 31, 2013

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.



Revised

Report Item 2b: Domestic Branch Listing

Results: A list of branches for your depository institution: TROY BANK & TRUST COMPANY (ID_RSSD: 134437).
 This depository institution is held by HENDERSON BANCSHARES, INC. (2349703) of TROY, 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	1/1/1906	Full Service (Head Office)	134437	TROY BANK & TRUST COMPANY	1000 HIGHWAY 231 SOUTH	TROY	AL	36081	PIKE	UNITED STATES	38111	0	TROY BANK & TRUST COMPANY	134437	
OK	6/24/2009	Full Service	3225055	ARITON BRANCH	6 ATLANTIC STREET	ARITON	AL	36311	DALE	UNITED STATES	423170	4	TROY BANK & TRUST COMPANY	134437	
OK	3/22/2004	Full Service	3290781	BRUNDIDGE BRANCH	425 S. A. GRAHAM BOULEVARD	BRUNDIDGE	AL	36010	PIKE	UNITED STATES	427749	5	TROY BANK & TRUST COMPANY	134437	
OK	2/18/1995	Full Service	2273385	ELBA-MAIN BRANCH	429 NORTH CAXTON	ELBA	AL	36323	COFFEE	UNITED STATES	55563	7	TROY BANK & TRUST COMPANY	134437	
OK		Full Service	3346183	ENTERPRISE BRANCH	1116 NORTH BCLL WEEVIL CIRCLE SUITE C	ENTERPRISE	AL	36330	COFFEE	UNITED STATES	440150	9	TROY BANK & TRUST COMPANY	134437	
OK		Full Service	1356861	GOSHEN FARMERS BRANCH	301 GREENVILLE AVENUE	GOSHEN	AL	36035	PIKE	UNITED STATES	207853	2	TROY BANK & TRUST COMPANY	134437	
OK		Full Service	2947331	NEW BROCKTON BRANCH	108 WEST MCKINNON STREET	NEW BROCKTON	AL	36351	COFFEE	UNITED STATES	247318	8	TROY BANK & TRUST COMPANY	134437	
OK		Full Service	3930416	231 SOUTH BRANCH	1425 HIGHWAY 231 SOUTH	TROY	AL	36081	PIKE	UNITED STATES	474328	6	TROY BANK & TRUST COMPANY	134437	
OK		Full Service	1994058	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, 2013

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.

* Trust is managed by the Bank Trust Department *

Form FRY 6

Henderson Bancshares

Fiscal Year Ending December 31, 2013

Report Item 3: Shareholders
1) a,b,c and 2)a,b,c

Current Shareholders with Ownership of 5% or more as of 12-31-2013			
(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 12-31-2013 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	

**Form FRY 6
Henderson Bancshares**

Year Ending December 31, 2013

**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	
Sherrill E. Crowe Troy, AL	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	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	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	General Contractor	Vice Chairman & Director, Henderson Bancshares	Vice Chairman & Director Troy Bank & Trust	President, Whaley Constructor	5,232	1.31%	n/a	Whaley Construction, LLC
Jeff Bentley Troy, AL	n/a	Chief Financial Officer, Henderson Bancshares	CEO Troy Bank & Trust	n/a	700	0.18%	n/a	n/a
Jeff Kervin Troy, AL	n/a	Chief Executive Officer & Director, Henderson Bancshares	CEO and Director Troy Bank & Trust	President, Phelker Investments Inc.	5,502	1.38%	n/a	Phelker Investments Inc. 90%
W. G. Sellers Troy, AL	Timber Investments	Director, Henderson Bancshares	Director Troy Bank & Trust	Sellers Inc.	300	0.08%	n/a	Sellers, Inc. 100%
Alan C. Jones Troy, AL	Attorney	Director, Henderson Bancshares	Director Troy Bank & Trust	Attorney at Law	500	0.13%	n/a	n/a
Gayla Kinney Troy, AL	n/a	n/a	COO Troy Bank & Trust	n/a	400	0.10%	n/a	n/a
Trust 2 Under the Will of Charles Henderson Troy, AL	Trust	n/a	n/a	n/a	204,488	51.12%	n/a	n/a