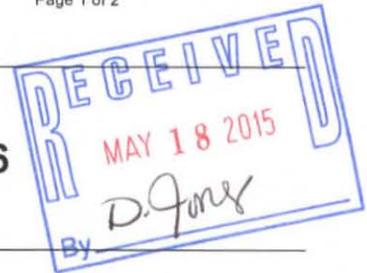


Board of Governors of the Federal Reserve System



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.

1. Bret Whiteside
 Name of the Holding Company Director and Official
Senior Vice President / 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.

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.

[Signature]
 Signature of Holding Company Director and Official
5-14-2015
 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. _____

Date of Report (top-tier holding company's fiscal year-end):
12/31/2014
 Month / Day / Year
NIA
 Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address
Traders & Farmers Bancshares, Inc.
 Legal Title of Holding Company
P.O. Box 550
 (Mailing Address of the Holding Company) Street / P.O. Box
Haleyville AL 35565
 City State Zip Code
819 20th Street, Haleyville, AL - 35565
 Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
Bret Whiteside Senior V.P. / 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
NIA
 Address (URL) for the Holding Company's web page

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, NW, 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.

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)

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City State Zip Code

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

City State Zip Code

Physical Location (if different from mailing address)

**Traders and Farmers Bancshares, Inc.
Organization Chart**

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



**100%
Traders and Farmers Bank, Inc.*
P O Box 550
Haleyville, Al. 35565**



**100%
TFB Financial Services, Inc. *
P O Box 1130
Haleyville, Al. 35565**



**100%
TFB Mortgage, Inc.*
P O Box 1250
Haleyville, Al. 35565**

*All are incorporated in the State of Alabama

Results: A list of branches for your depository institution: TRADERS & FARMERS BANK (ID_RSSD: 390336).
 This depository institution is held by TRADERS & FARMERS BANKSHARES, INC. (11467305) of HALEYVILLE, AL.
 The data are as of 12/31/2014. Data reflects information that was received and processed through 04/06/2015.

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)	390336	TRADERS & FARMERS BANK	819 20TH STREET	HALEYVILLE	AL	35565	WINSTON	UNITED STATES		28	0	TRADERS & FARMERS BANK	390336
OK		Full Service	512633	ADDISON BRANCH	30966 HIGHWAY 278 EAST	ADDISON	AL	35540	WINSTON	UNITED STATES	180909		3	TRADERS & FARMERS BANK	390336
OK		Full Service	327930	ARLEY BRANCH	6461 COUNTY ROAD 41	ARLEY	AL	35541	WINSTON	UNITED STATES	180910		4	TRADERS & FARMERS BANK	390336
OK		Full Service	1869969	BEAR CREEK BRANCH	309 MAIN STREET	BEAR CREEK	AL	35543	MARION	UNITED STATES	180912		6	TRADERS & FARMERS BANK	390336
OK		Full Service	513135	DOUBLE SPRINGS BRANCH	10 BLAKE DRIVE	DOUBLE SPRINGS	AL	35553	WINSTON	UNITED STATES	180907		1	TRADERS & FARMERS BANK	390336
OK		Limited Service	3820900	DOUBLE SPRINGS DRIVE THRU	15055 HIGHWAY 278	DOUBLE SPRINGS	AL	35553	WINSTON	UNITED STATES	Not Required	Not Required		TRADERS & FARMERS BANK	390336
OK		Limited Service	3820889	HALEYVILLE DRIVE THRU	215T AND 12TH AVENUE	HALEYVILLE	AL	35565	WINSTON	UNITED STATES	Not Required	Not Required		TRADERS & FARMERS BANK	390336
OK		Limited Service	4680035	WEST HOUSE BRANCH	42233 HIGHWAY 195 E	HALEYVILLE	AL	35565	WINSTON	UNITED STATES	Not Required	Not Required		TRADERS & FARMERS BANK	390336
OK		Full Service	2792402	JASPER BRANCH	5329 CURRY HIGHWAY	JASPER	AL	35503	WALKER	UNITED STATES	180915		9	TRADERS & FARMERS BANK	390336
OK		Full Service	2491750	LYNN BRANCH	29 HECK ROAD	LYNN	AL	35575	WINSTON	UNITED STATES	180913		7	TRADERS & FARMERS BANK	390336
ADD	12/31/2014	Limited Service		TFB MORTGAGE	1728 11TH AVENUE	HALEYVILLE	AL	35565	WINSTON	UNITED STATES	Not Required	Not Required		TRADERS & FARMERS BANK	390336

Form FRY-6-3
Traders and Farmers Bancshares, Inc.
Fiscal Year Ending December 31, 2014

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, 2014.

(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 - . 6.24% Common Stock
Leisa McCreless ████████████████████ Haleyville, Al. 35565	USA	204 – 7.95% Common Stock
E.F. Walker , Jr. ████████████████████ Haleyville, Al. 35565	USA	152 – 5.92% Common Stock
Rena Carol Walker ████████████████████ Haleyville, Al. 35565	USA	153 - 5.96% Common Stock
William E. Walker ████████████████████ Haleyville, Al. 35565	USA	204 – 7.95% Common Stock
Missy Whiteside ████████████████████ Haleyville, Al. 35565	USA	204 – 7.95% Common Stock
Walker Family Trust ████████████████████ Haleyville, Al. 35565	USA	147.5 – 5.75% Common Stock

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

**Form FRY-6 Report Item 4
Traders and Farmers Bancshares, Inc.
Fiscal Year Ending December 31, 2014**

(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 of Traders and Farmers Bank	N/A	5.92%	N/A	N/A
Billy McNutt ██████████ Haleyville, Al.	N/A	Director	Director & Executive Vice President of Traders and Farmers Bank	N/A	.035%	N/A	N/A
Rickey McCreless ██████████ Haleyville, Al.	N/A	Director	Director & CEO of Traders and Farmers Bank, Director of TFB Financial Services and TFB Mortgage	N/A	2.03%	N/A	N/A
Will Walker ██████████ Haleyville, Al.	N/A	Director & Chairman	Director, President Chairman of Traders and Farmers Bank, Director of TFB Financial Services and TFB Mortgage	N/A	7.95%	N/A	N/A
Albert Partridge ██████████ Arley, Al. 35541	N/A	Director	Director, President of East Branches of Traders and Farmers Bank	N/A	.008%	N/A	N/A
Bret Whiteside ██████████ Haleyville, Al.	N/A	Director	Director, Senior Vice President of Traders and Farmers Bank, Director of TFB Financial Services and TFB Mortgage	N/A	2.10%	N/A	N/A
Donny Hood ██████████ Haleyville, Al.	N/A	Director	Director & Executive Vice President of Traders and Farmers Bank	N/A	.008%	N/A	N/A