

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 2014

Month / Day / Year

N/A

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address

Brantley Bancorp, Inc.

Legal Title of Holding Company

P.O. Box 25

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

Brantley

AL

36009

City

State

Zip Code

9402 North Main St.

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Stuart Mash Jr.

Vice President

Name

Title

334-527-3206

Area Code / Phone Number / Extension

334-527-3635

Area Code / FAX Number

stuartjr@brantleybank.com

E-mail Address

www.brantleybank.com

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

James H. Hollis Jr.

Name of the Holding Company Director and Official

Chairman, CEO

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

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 1084025

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

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	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical Location (if different from mailing address)	Physical Location (if different from mailing address)
Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical Location (if different from mailing address)	Physical Location (if different from mailing address)
Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical Location (if different from mailing address)	Physical Location (if different from mailing address)
Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical Location (if different from mailing address)	Physical Location (if different from mailing address)

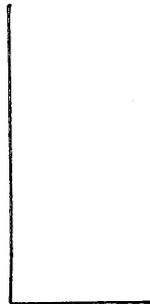
BRANTLEY BANCORP, INC.
0001084025

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REPORT ITEM #2: Organizational Chart

BRANTLEY BANCORP, INC.

BRANTLEY, AL 36009



BRANTLEY BANK & TRUST COMPANY

BRANTLEY, AL 36009

**Brantley Bancorp, Inc. owns 100% of Brantley Bank & Trust Company.
*All Entities are Incorporated in Alabama.

Results: A list of branches for your depository institution: BRANTLEY BANK & TRUST COMPANY (ID_RSSD: 411231).
 This depository institution is held by BRANTLEY BANCORP, INC. (1084025) of BRANTLEY, AL.
 The data are as of 12/31/2014. Data reflects information that was received and processed through 01/07/2015.

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)	411231	BRANTLEY BANK & TRUST COMPANY	9402 NORTH MAIN ST	BRANTLEY	AL	36009	CRENSHAW	UNITED STATES	10565	0	BRANTLEY BANK & TRUST COMPANY	411231	
ok		Full Service	507835	RAMER BRANCH	105 MAIN STREET	RAMER	AL	36069	MONTGOMERY	UNITED STATES	194438	1	BRANTLEY BANK & TRUST COMPANY	411231	



ak

ab

BRANTLEY BANCORP, INC.
0001084025

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Report Item #3:

(1)a-c

Shareholders owning more than 5% of Brantley Bancorp, Inc.:

Abbie Lou Bryan Brentwood, TN 37027	USA	----	2729 Shares Common Stock	16.88%
				TOTAL 16.88%

James H. Hollis, Jr. Brantley, AL 36009	USA	----	2270 Shares Common Stock	14.05%
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J.H. Hollis, Sr. GST for James H. Hollis, Jr.-800 Shares Common Stock Brantley, AL 36009	USA			4.95%
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J.H. Hollis, Sr. GST for Abbie Lou Bryan --- 800 Shares Common Stock Brentwood, TN 37027				4.95%
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Hollis Family Trust #1 Brantley, AL 36009	USA	----	153 Shares Common Stock	.95%
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Hollis Family Trust #2 Brantley, AL 36009	USA	----	77 Shares Common Stock	.48%
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Trust FBO James Bryan Brentwood, TN 37027	USA	-----	445 shares	2.75%
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Trust FBO Joseph Bryan, Jr. Brentwood, TN 37027	USA	----	446 shares	2.76%
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J.H. Hollis, Sr. GST for Abbie Lou Bryan---800 shares Common Stock Brentwood, TN 37027	USA			4.95%
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TOTAL 35.84%

Helen Weed Inge Mobile, AL 36608	USA	----	839 Shares Common Stock	5.19%
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Marie Camille Inge Mobile, AL 36608	USA	----	41 Shares Common Stock	.25%
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TOTAL 5.44%

BRANTLEY BANCORP, INC.
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Report Items #3:
(1) a-c continued

Mary Jane Norris Alpharetta, GA 30004	USA	----	838 Shares Common Stock	5.19%
				TOTAL 5.19%
Margaret S. Hollis Brantley, AL 36009	USA	----	2100 Shares Common Stock	13%
				TOTAL 13%
Margaret H. Hayslip Birmingham, AL 35213	USA	----	1090 Shares Common Stock	7.36%
Margaret Loraine Hayslip Birmingham, AL 35213	USA	----	100 Shares Common Stock	.62%
				TOTAL 7.98%
Elizabeth H. Walker Marietta, Ga 30062	USA	----	890 Shares Common Stock	5.51%
				TOTAL 5.51%

(2) a-c

n/a

BRANTLEY BANCORP, INC.
0001084025

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Report Item #4:

(1) -- (4) Directors, Officers, Principal Shareholders, Related Interests

****NOTE: Individuals listed below have no ownership in Brantley Bank & Trust Company, as Brantley Bancorp owns 100% of Brantley Bank & Trust Company.

James H. Hollis, Jr.	Director & CEO	35.84%
Brantley, AL 36009	Brantley Bank & Trust Co. Chairman Brantley Bancorp, Inc. Principal Occupation n/a	
Related Interests:	The Hollis Company 5%	

Stuart R. Mash	Director	
Luverne, AL 36049	Brantley Bank & Trust Co.	.18%
	Director Brantley Bancorp, Inc. Principal Occupation n/a No related interests No titles or positions with other companies	

Hinton M. Walden	Director	
Brantley, AL 36009	Brantley Bank & Trust Co.	.18%
	Brantley Bancorp, Inc.	

Related Interests & Principal Occupations:

Owner--Walden Farms 50%
Dozier Lumber Co. -- 50%
S&E Investments--33%
WM Cattle-50%
Walden Partners-90%

Stuart R. Mash, Jr.	Vice President & Cashier	
Brantley, Al 36009	Brantley Bank & Trust Co.	.62%
	Brantley Bancorp, Inc. Director No Related Interests Principal Occupation n/a No titles or positions with other companies	

Mary Jane Norris
Alpharetta, GA 30004
Director
Brantley Bank & Trust Co.
Director 5.19%
Brantley Bancorp, Inc.
Homemaker
No Related Interests
No titles or positions with other companies

BRANTLEY BANCORP, INC.
001084025

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Margaret S. Hollis
Brantley, AL 36009
Director
Brantley Bank & Trust Co. 13%
Director
Brantley Bancorp, Inc.
Retired Educator

Related Interests: The Hollis Company 6%

Abbie Lou Bryan
Brentwood, TN 37027
Stockholder 16.88%
Brantley Bancorp, Inc.
Retired Instructor
Tennessee State University
No related interests
No titles or positions with other companies

Douglas Turman
Brantley, Al 36009
Secretary & President 0%
Brantley Bank & Trust
Brantley Bancorp, Inc.
No related interest
No titles or positions with other companies