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Board of Governors of the Federal Reserve System



Annual Report of Bank 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)). 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 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). 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 Bank Holding Companies* must be signed by one director of the top-tier bank holding company. This individual should also be a senior official of the top-tier bank holding company. In the event that the top-tier bank 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 bank holding company's fiscal year-end):

December 31, 2011

Month / Day / Year

I, James H. Hollis, Jr.

Reporter's Name, Street, and Mailing Address

Brantley Bancorp Inc.

Name of the Bank Holding Company Director and Official

Legal Title of Bank Holding Company

CEO

P.O. Box 25

Title of the Bank Holding Company Director and Official

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

attest that the *Annual Report of Bank Holding Companies* (including the supporting attachments) for this report date have 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.

Brantley AL 36009  
City State Zip Code

9402 North Main St.

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:

Stuart Mash, Jr. Operations Officer

Name Title

334-527-3206

Area Code / Phone Number / Extension

334-527-3635

Area Code / FAX Number

stuartjr@brantleybank.com

E-mail Address

Signature of Bank Holding Company Director and Official

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

03/23/2012

Date of Signature

For bank 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 \_\_\_\_\_  
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 Bank Holding Companies

Top-tiered bank holding companies must list the names, mailing address, and physical locations of each of their subsidiary bank holding companies below.

<hr/> <p>Legal Title of Subsidiary Bank Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical location (if different from mailing address)</p> <hr/>	<hr/> <p>Legal Title of Subsidiary Bank Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical location (if different from mailing address)</p> <hr/>
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**Results:** A list of branches for your BHC (BRANTLEY BANK/COOP, INC. (1084025) of BRANTLEY, AL. The data are as of 02/01/2012. Data reflects information that was received and processed through 04/04/2012

**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 tabcopy format or via the FR Y-10 Online application - <https://online.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 ID_RSSD	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM	Office Number	Head Office	Head Office ID_RSSD	Comments
OK		411231	BRANTLEY BANK & TRUST COMPANY	MAIN STREET	BRANTLEY	AL	36009	CRENSHAW	UNITED STATES	10965		0	411231	
OK		507835	RAMER BRANCH	MAIN STREET	RAMER	AL	36069	MONTGOMERY	UNITED STATES	194438		1	411231	

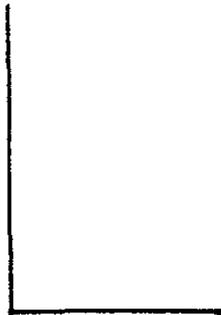
BRANTLEY BANCORP, INC.  
0001084025

FRY-6            12-31-11

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.

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 USA ---- 2558 Shares Common Stock 15.68%  
Brentwood, TN 37027

Joseph E. and Abbie Lou Bryan ----- 71 Shares Common Stock .44%  
Joint Tenants  
Brentwood, TN 37027 USA

**TOTAL 16.12%**

James H. Hollis, Jr. USA ---- 2270 Shares Common Stock 13.92%  
Brantley, AL 36009

J.H. Hollis, Sr. GST for James H. Hollis, Jr. -800 Shares Common Stock 4.91%  
Brantley, AL 36009 USA

J.H. Hollis, Sr. GST for Abbie Lou Bryan --- 800 Shares Common Stock 4.91%  
Brentwood, TN 37027

Hollis Family Trust #1 ---- 153 Shares Common Stock .94%  
Brantley, AL 36009 USA

Hollis Family Trust #2 ---- 77 Shares Common Stock .47%  
Brantley, AL 36009 USA

Trust FBO James Bryan USA ----- 445 shares 2.73%  
Brentwood, TN 37027

Trust FBO Joseph Bryan, Jr. USA ---- 446 shares 2.74%  
Brentwood, TN 37027

J.H. Hollis, Sr. GST for Abbie Lou Bryan ---800 shares Common Stock 4.91%  
Brentwood, TN 37027 USA

**TOTAL 35.53%**

Helen Weed Inge USA ---- 839 Shares Common Stock 5.14%  
Mobile, AL 36608

Marie Camille Inge USA ---- 41 Shares Common Stock .25%  
Mobile, AL 36608

**TOTAL 5.39%**

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	5.14%
				<b>TOTAL 5.14%</b>
Margaret S. Hollis Brantley, AL 36009	USA	----	2100 Shares Common Stock	12.88%
				<b>TOTAL 12.88%</b>
Margaret H. Hayslip Birmingham, AL 35213	USA	----	1090 Shares Common Stock	6.68%
Margaret Loraine Hayslip Birmingham, AL 35213	USA	----	100 Shares Common Stock	.61%
Maxwell Ward Hayslip Birmingham, AL 35213	USA	----	100 Shares Common Stock	.61%
Lee Hollis Hayslip	USA	----	100 Shares Common Stock	.61%
				<b>TOTAL 8.51%</b>
Elizabeth H. Walker Marietta, Ga 30062	USA	----	890 Shares Common Stock	5.46%
				<b>TOTAL 5.46%</b>

(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	35.53%
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 & President	
Luverne, AL 36049	Brantley Bank & Trust Co. .18% Director & President 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. .61% Secretary Brantley Bancorp, Inc. No Related Interests Principal Occupation n/a No titles or positions with other companies	