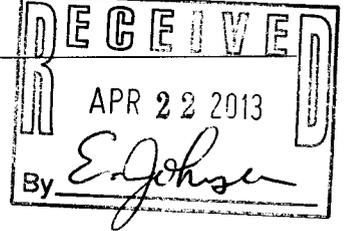


Board of Governors of the Federal Reserve System



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, 2012

Month / Day / Year

I, **JAMES H. HOLLIS, JR.**

Reporter's Name, Street, and Mailing Address

BRANTLEY BANCORP INC.

Name of the Holding Company Director and Official

Legal Title of Holding Company

CEO

P.O. BOX 25

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.

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 Holding Company Director and Official

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

4-17-13

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

Revised 5-7-13

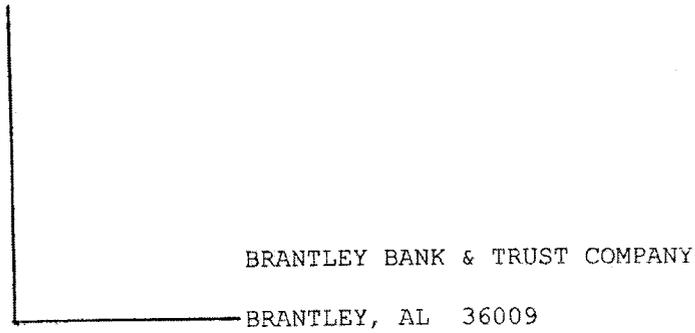
BRANTLEY BANCORP, INC.
0001084025

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REPORT ITEM #2: Organizational Chart

BRANTLEY BANCORP, INC.

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 holding company: BRANTLEY BANCORP, INC. (1084025) of BRANTLEY, AL.
The data are as of 03/31/2013. Data reflects information that was received and processed through 04/10/2013.

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 t

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 acqu

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 page

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**

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
ok		Full Service (Head Office)	411231	BRANTLEY BANK & TRUST COMPANY	MAIN STREET
ok		Full Service	507835	RAMER BRANCH	MAIN STREET

This information first became valid in the **Effective Date** column.

1.

Revision date in the **Effective Date** column.

2.

of Change, Close, Delete, or Add.

City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office
BRANTLEY	AL	36009	CRENSHAW	UNITED STATES	10565	0	BRANTLEY BANK & TRUST COMPANY
RAMER	AL	36069	MONTGOMERY	UNITED STATES	194438	1	BRANTLEY BANK & TRUST COMPANY

Head Office ID_RSSD*	Comments
411231	
411231	

BRANTLEY BANCORP, INC.
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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%	
					TOTAL 5.14%
Margaret S. Hollis Brantley, AL 36009	USA	----	2100 Shares Common Stock	12.88%	
					TOTAL 12.88% ✓
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%	
					TOTAL 8.51%
Elizabeth H. Walker Marietta, Ga 30062	USA	----	890 Shares Common Stock	5.46%	
					TOTAL 5.46%

(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. Brantley, AL 36009	Director & CEO Brantley Bank & Trust Co. Chairman Brantley Bancorp, Inc. Principal Occupation n/a	35.53% ✓
Related Interests:	The Hollis Company 5%	
Stuart R. Mash Luverne, AL 36049	Director & President Brantley Bank & Trust Co. Director & President Brantley Bancorp, Inc. Principal Occupation n/a No related interests No titles or positions with other companies	.18%
Hinton M. Walden Brantley, AL 36009	Director Brantley Bank & Trust Co. Brantley Bancorp, Inc.	.18%
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. Brantley, Al 36009	Vice President & Cashier Brantley Bank & Trust Co. Secretary Brantley Bancorp, Inc. No Related Interests Principal Occupation n/a No titles or positions with other companies	.61%

