

Revised 4-16-13

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, 2012**  
Month / Day / Year

I, Jim Reid

Name of the Bank Holding Company Director and Official  
**Senior Vice President & Cashier**  
Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address  
**Merchants Trust, Inc.**

Legal Title of Bank Holding Company  
**PO Box 347**

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

**Jackson AL 36545**  
City State Zip Code

**1901 College Avenue**

Physical location (if different from mailing address)

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.

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:

**Jim Reid Sr Vice President & Cashier**  
Name Title

**251-246-4425**

Area Code / Phone Number / Extension

**251-246-1533**

Area Code / FAX Number

**jreid@merchantsbk.com**

E-mail Address

**www.merchantsbk.com**

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

Signature of Bank Holding Company Director and Official

**03/26/2013**

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

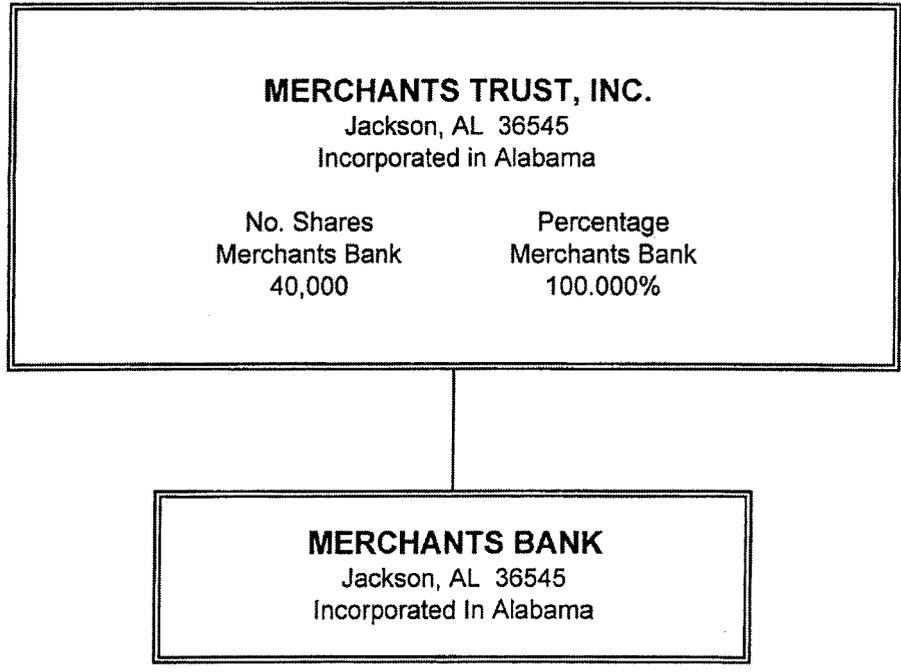
Revised 4-10-13 2-B.

Form FR Y-6

Merchants Trust, Inc.  
1901 College Avenue / PO Box 347  
Jackson, AL 36545  
Fiscal Year Ending December 31, 2012

REPORT ITEM

- 1: a. Merchants Trust, Inc. is not required to prepare form 10K with the SEC.
- 1: b. Annual report to shareholders is attached.
- 2: Organizational Chart



Supplement to Organization Chart:

- 2.a na
- 2.b na
- 2.c na
- 2.d na

**Results:** A list of branches for your depository institution: MERCHANTS BANK (ID\_RSSD: 147633).  
 This depository institution is held by MERCHANTS TRUST, INC. (1085107) of JACKSON, AL.  
 The data are as of 12/31/2012. Data reflects information that was received and processed through 02/24/2013.

**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 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)	147633	MERCHANTS BANK	1901 NORTH COLLEGE AVE.	JACKSON	AL	36545	CLARKE	UNITED STATES	12519	0	MERCHANTS BANK	147633	
OK		Full Service	133533	GROVE HILL BRANCH	103 MAIN STREET	GROVE HILL	AL	36451	CLARKE	UNITED STATES	240381	3	MERCHANTS BANK	147633	
OK		Full Service	152039	DOWNTOWN BRANCH	101 COLLEGE AVENUE	JACKSON	AL	36545	CLARKE	UNITED STATES	245939	1	MERCHANTS BANK	147633	
OK		Limited Service	4031598	SOMERBY MOBILE BRANCH	901 SOMERSBY DRIVE	MOBILE	AL	36695	MOBILE	UNITED STATES	497946	7	MERCHANTS BANK	147633	
OK		Full Service	3877780	WEST MOBILE BRANCH	1353 CODY ROAD SOUTH	MOBILE	AL	36695	MOBILE	UNITED STATES	465727	6	MERCHANTS BANK	147633	
OK		Full Service	2951889	THOMASVILLE BRANCH	33440 HIGHWAY 43 THOMASVILLE	THOMASVILLE	AL	36784	CLARKE	UNITED STATES	361448	4	MERCHANTS BANK	147633	

Revised 4-10-13  
SP

Form FR Y-6  
December 31, 2012

**REPORT ITEM 3: Shareholders**

**3.1**

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-12.

<u>(1) a Name and Address</u>	<u>(1) b Country</u>	<u>(1) c # Shares</u>	<u>Percentage</u>	MERCHANTS TRUST COMMON STOCK OUTSTANDING
Merchants Bank, Employee Stock Ownership Plan Jackson, AL 36545	USA	8,115.00	23.41%	34,662.95
Grady L. Bedwell Jackson, AL 36545	USA	4,389.67	12.66%	
Robert R. Bedwell, Jr. Thomasville, AL 36784	USA	3,396.68	9.80%	
Joseph L. Bedwell Jackson, AL 36545	USA	3,003.10	8.66%	
Elizabeth C. Skipper Jackson, AL 36545	USA	1,795.00	5.18%	

**3.2** na

Form FR Y-6  
December 31, 2012

REPORT ITEM 4: Directors and Officers

(1) NAME AND ADDRESS	(2) PRINCIPAL OCCUPATION IF OTHER THAN WITH BHC	(3)a MERCHANT TRUST, INC. TITLE AND POSITION	(3)b MERCHANTS BANK TITLE AND POSITION	(3)c OTHER BUSINESS TITLE OR POSITON	(4)a MERCHANTS TRUST, INC. COMMON STOCK		(4)b MERCHANTS BANK COMMON STOCK		(4)c NAMES OF OTHER COMPANIES WHERE 25% OR MORE OF VOTING SECURITIES ARE HELD
					Shares	Percentage	Shares	Percentage	
Grady L. Bedwell Jackson, AL 36545	N/A	Chairman and Director	Chairman & CEO and Director	N/A	4,389.67	12.66%	0.00	0.00%	N/A
Joseph L. Bedwell Jackson, AL 36545	N/A	Vice Chairman, President and Director	Exec. Vice President and Director	N/A	3,003.10	8.66%	0.00	0.00%	N/A
R. R. Bedwell, Jr. Thomasville, AL 36784	Real Estate Developer	Director	Director	Realtor	3,396.68	9.80%	0.00	0.00%	N/A
William D. Harrigan, III Grove Hill, AL 36451	Lumber Company Executive	Director	Director	Vice President	499.00	1.44%	0.00	0.00%	Fulton Logging Co., LLC (1/3 owner)
Jim Reid Jackson, AL 36545	N/A	Secretary and Director	Sr. Vice President and Cashier, Secretary and Director	N/A	75.00	0.22%	0.00	0.00%	N/A
Craig L. Scruggs Jackson, AL 36545	N/A	Vice President and Director	President and Director	N/A	185.00	0.53%	0.00	0.00%	N/A
Chris C Bailey, III Spanish Fort, AL 36527	President of All Plastics and Fiberglass, Inc.	Director	Director	N/A	316.00	0.91%	0.00	0.00%	Dragon Trading, Inc DBA Bailey Construction
Merchants Bank, Employee Stock Ownership Plan Jackson, AL 36545	N/A	Principal Stockholder	N/A	N/A	8,115.00	23.41%	0.00	0.00%	N/A