



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, Ken Hughes

Reporter's Name, Street, and Mailing Address

Merchants & Farmers Bancshares, Inc.

Legal Title of Holding Company

P O Box 1151

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

Leesville

LA

71446

City

State

Zip Code

501 S. 5th Street Leesville, LA 71446

Physical location (if different from mailing address)

Name of the Holding Company Director and Official

President & 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.

Person to whom questions about this report should be directed:

John Ortis

CFO

Name

Title

337-238-6245

Area Code / Phone Number / Extension

337-238-6013

Area Code / FAX Number

jortis@merchantsandfarmers.com

E-mail 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.

Signature of Holding Company Director and Official

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

Date of Signature

2-4-13

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
C.I.

1084203

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

Organizational Chart
2012

Revised

Merchants & Farmers Bancshares, Inc.

Leesville, LA

100% Owner

Incorporated in the State of Louisiana

(no web page)



Merchants & Farmers Bank & Trust

Leesville, LA

Incorporated in the State of Louisiana

www.merchantsandfarmers.com

Results: A list of branches for your depository institution: MERCHANTS & FARMERS BANK & TRUST COMPANY (ID_RSSD: 136338). This depository institution is held by MERCHANTS & FARMERS BANCSHARES, INC. (1084203) of LEESVILLE, LA. The data are as of 12/31/2012. Data reflects information that was received and processed through 01/06/2013.

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)	136338	MERCHANTS & FARMERS BANK & TRUST COMPANY	501 S FIFTH ST	LEESVILLE	LA	71446	VERNON	UNITED STATES	5973		MERCHANTS & FARMERS BANK & TRUST COMPANY	136338	
OK		Full Service	2835309	ANACOCO BRANCH	4743 MAIN STREET	ANACOCO	LA	71403	VERNON	UNITED STATES	219902		MERCHANTS & FARMERS BANK & TRUST COMPANY	136338	
OK		Full Service	3888384	LAKE CHARLES BRANCH	4091 NELSON ROAD	LAKE CHARLES	LA	70605	CALCASIEU	UNITED STATES	482164		MERCHANTS & FARMERS BANK & TRUST COMPANY	136338	
Close	12/31/2012	Full Service	986832	FORT POLK BRANCH	1791 ENTRANCE ROAD	LEESVILLE	LA	71446	VERNON	UNITED STATES	219897		MERCHANTS & FARMERS BANK & TRUST COMPANY	136338	
OK		Full Service	1978964	LEE HILLS BRANCH	1340 BOONE STREET	LEESVILLE	LA	71446	VERNON	UNITED STATES	219899		MERCHANTS & FARMERS BANK & TRUST COMPANY	136338	
Change	12/31/2012	Full Service	935335	NORTH CITY BRANCH	1000 NORTH 5TH STREET	LEESVILLE	LA	71446	VERNON	UNITED STATES	219896		MERCHANTS & FARMERS BANK & TRUST COMPANY	136338	
Change	12/31/2012	Full Service	1965937	ROSEPINE BRANCH	18625 Johnny B Hall Memorial Hwy	ROSEPINE	LA	70659	VERNON	UNITED STATES	219898		MERCHANTS & FARMERS BANK & TRUST COMPANY	136338	

Form FR Y-6
 Merchants & Farmers Bancshares, Inc.
 Fiscal Year Ending December 31, 2012

FR Y-6 – 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 the power to vote as of fiscal year ending 12-31/2012

Shareholders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12/31/2010

(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	(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Richard Ross Leesville, La. USA	USA	29,037 – 24.20% Common Stock	NONE		
Judy Conley Talbot, Trustee of the Milton W Talbot, Jr. Bypass Trust PACO (Talbot Trust) Austin, TX. USA	USA	7358 <u>2676</u> 10,034 – 8.36% Common Stock			
S David Williams Leesville, La. USA	USA	7,187 – 5.99% Common Stock			

Merchants & Farmers Bancshares, Inc.
Fiscal Year Ending December 31, 2012

FR Y-6 – Report Item 4: Insiders
(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) Names & 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 Subsidiary (Merchants & Farmers Bank & Trust Co)	(3)(c) Title & Position with Other Businesses (Includes Names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Claude Leach, Jr. Leesville, La, USA	Attorney/Businessman	Chairman and Director	Chairman and Director	CEO- Sweetlake Land & Oil CEO- North American Land Co	1.36%	-0-	None
Ken A. Hughes Leesville, La., USA	President/CEO and Director	President/CEO and Director	President/CEO and Director	N/A	.96 %	-0-	None
Richard Ross Leesville, La., USA	Real Estate Manager and Developer	Vice President and Director	Director	President – Ross Investments, Inc President – Bayou State Video, Inc Member – Texas Diversifications LLC Member – Beach Brothers Development LLC Member – Quartet Investments, LLC Director- Coin ConneXion, Inc.	24.20%	-0-	Ross Investment, Inc. – 100% Bayou State Video, Inc- 100% Texas Diversifications, LLC – 75% Beach Brothers Development LLC – 50% Quartet Investments, LLC – 25% Coin ConneXion – 27%
T L Berry, Jr. Leesville, La., USA	Retired	Director	Director	None	.17%	-0-	None
Otis B Biggs MD Leesville, La., USA	Physician	Director	Director	None	1.17%	-0-	None
Michael Reese Leesville, La, USA	Self Employed (Transportation & Storage)	Director	Director	President-American Moving & Storage President-Williams Transportation & Storage Manager – Reese Transportation Manager- Alpha Development Manager-Excelsior Development Manager-Quartet Investments Member-Epic Rentals Member-JMS Transportation Member-K and R Aviation Member-Crimson Transportation President-Leesville Truck Center Member-CKR I, LLC	0.70%	-0-	American Moving & Storage-33.33% Williams Transportation & Storage- 33.33% Reese Transportation -33.33% Alpha Development Group-33.33% Excelsior Development-33.33% Quartet Investments-25% Epic Rentals-50% JMS Transportation-33.33% K and R Aviation-25% Crimson Transportation-100% Leesville Truck Center-33.33%
Virginia A Scogin Leesville, La. USA	Retired	Director	Director	None	3.53%	-0-	None

Merchants & Farmers Bancshares, Inc.
Fiscal Year Ending December 31, 2012
Continued

FR Y-6 – Report Item 4: Insiders
(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) Names & 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 Subsidiary (Merchants & Farmers Bank & Trust Co)	(3)(c) Title & Position with Other Businesses (Includes Names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
S David Williams Leesville, La. USA	Self employed (Real Estate Investment)	Director	Director	Manager – Windemire Property LLC President – General Maintenance Co. President – First American Moving & Storage Manager – Sterling Acquisition LLC	5.99%	-0-	Windemire Property LLC – 100% General Maintenance Co – 50% First American Moving & Storage – 100% Sterling Acquisition LLC – 25%
Patrick Williams Leesville, La. USA	Building Contractor	Director	Director	President – Pat Williams Construction Co Member – Reese Transportation Member – Quartet Investments LLC Member – Excelsior Development LLC Member – Beach Brothers Development LLC Member – Alpha Development Group LLC Member – Dixie Tool & Equipment Rentals LLC Member – Intrepid Investments LLC Member – Leesville Truck Center Member – Texas Diversifications, LLC	.42%	-0-	Pat Williams Construction Co. – 100% Reese Transportation – 33 1/3% Quartet Investments LLC – 25% Excelsior Development LLC – 33 1/3% Beach Brothers Development LLC – 50% Alpha Development Group – 33 1/3% Dixie Tool & Equipment Rentals LLC – 100% Intrepid Investments LLC – 50% Leesville Truck Center – 33 1/3% Texas Diversifications, LLC – 25%
Claude A. Leach	Businessman	Director	Director	President- Sweetlake Land & Oil President-North American Land Co Partner – L&H Partnership	4.79%	-0-	None

Board Meetings

Provide the regular schedule of board meetings for the bank holding company. Regular board meetings are held in June and December with additional meetings held as needed.

Provide the regular schedule of board meetings for the lead bank subsidiary. Merchants & Farmers Bank board meetings are held the second Tuesday of each month at 9:00 AM.

Location of boardroom within the main office: The boardroom is located on the second floor.

Name and telephone number of a contact person for board meetings: Ken Hughes – (337) 238-6282 or Kay Wilbanks – (337) 238-6216.