

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):

12/31/2013

Month / Day / Year

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
Physical location (if different from mailing address)

I, Ken Hughes
Name of the Holding Company Director and Official
President/CEO/Director
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:

Kay Wilbanks

Name 337-238-6216

FVP
Title

Area Code / Phone Number / Extension
337-238-6002

Area Code / FAX Number
kay@merchantsandfarmers.com

E-mail Address

None

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

Ken Hughes
2-19-14

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 1084203
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)
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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)

Organizational Chart 2013

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 holding company: MERCHANTS & FARMERS BANCSHARES, INC. (1084203) of LEESVILLE, LA.
The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

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	0	MERCHANTS & FARMERS BANK & TRUST COMPANY	136338	
		Full Service	2835309	ANACOCO BRANCH	4743 MAIN STREET	ANACOCO	LA	71403	VERNON	UNITED STATES	219902	8	MERCHANTS & FARMERS BANK & TRUST COMPANY	136338	
		Full Service	3888384	LAKE CHARLES BRANCH	4091 NELSON ROAD	LAKE CHARLES	LA	70605	CALCASIEU	UNITED STATES	482164	10	MERCHANTS & FARMERS BANK & TRUST COMPANY	136338	
		Full Service	1978964	LEE HILLS BRANCH	1340 BOONE STREET	LEESVILLE	LA	71446	VERNON	UNITED STATES	219899	5	MERCHANTS & FARMERS BANK & TRUST COMPANY	136338	
		Full Service	995335	NORTH CITY BRANCH	1000 NORTH 5TH STREET	LEESVILLE	LA	71446	VERNON	UNITED STATES	219896	2	MERCHANTS & FARMERS BANK & TRUST COMPANY	136338	
		Full Service	1965937	ROSEFINE BRANCH	18625 JOHNNY B HALL MEMORIAL HIGHWAY	ROSEFINE	LA	70659	VERNON	UNITED STATES	219898	4	MERCHANTS & FARMERS BANK & TRUST COMPANY	136338	
		Full Service	4576491	SULPHUR BRANCH	975 SOUTH BEGLIS PARKWAY	SULPHUR	LA	70663	CALCASIEU	UNITED STATES	Not Required	Not Required	MERCHANTS & FARMERS BANK & TRUST COMPANY	136338	

Merchants & Farmers Bancshares, Inc.
Fiscal Year Ending December 31, 2013

FR Y-6 – Report Item 3(1)
(a) (b) (c)

Securities Holders who in Concert Own 5%
(All Stock is Common)

3(a) Names & Address (City, State, Country)	3(b) Country of Citizenship	3(c) No of Securities	3(c) cont. Percentage
Louise L. Ross	USA	1,940	1.7216%
Richard D Ross	USA	3,879	3.4423%
Ross Investments Inc	USA	1,290	1.1448%
Ross Voting Trust Leesville, LA, USA (All of the Above)	USA	<u>21,928</u>	<u>19.4594%</u>
Total		29,037	25.7681%

Claude Leach, Jr.	USA	1,134	1.0063%
Laura Leach	USA	504	0.4473%
Claude A Leach	USA	2,153	1.9106%
Chalkley Anne Leach	USA	14	0.0124%
Jackson Claude Leach	USA	14	0.0124%
William Miller Leach	USA	14	0.0124%
Mary Odell Leach	USA	220	0.1952%
Grace Anne A. Werner	USA	14	0.0124%
Hannah Catherine C Werner	USA	14	0.0124%
Mary Leach Werner	USA	1,046	0.9282%
Patrick Werner Lake Charles, La. USA (All of the above)	USA	14	0.0124%
Alexandra Quinn Davenport	USA	14	0.0124%
Elizabeth R. Davenport	USA	14	0.0124%
Jake Allen Davenport	USA	14	0.0124%
Lucille Leach Davenport	USA	1,046	0.9282%
Lucille Anne Leach Baton Rouge, La. USA (All of the above)	USA	220	0.1952%
L&H of Lake Charles	USA	450	0.3993%
Sweetlake Land & Oil Co, LLC	USA	1,299	1.1528%
The North American Land Co. LLC Lake Charles, LA, USA (All of the Above)	USA	<u>2,000</u>	<u>1.7748%</u>
TOTAL		10,198	9.0495%

3(a) Continued

Names & Address (City, State, Country)	3(b) Country of Citizenship	3(c) No of Securities	3(c) cont. Percentage
Bonnie Blu Williams Clinton, Ms, USA	USA	2,313	2.0526%
Jennifer Blu Williams Temple, TX, USA	USA	500	0.4437%
S. David Williams Leesville, LA USA	USA	4,789	4.2499%
Samuel Ross Williams Shreveport, LA USA	USA	500	0.4437%
Susan Williams Leesville, LA USA	USA	310	0.2751%
First American Moving & Storage Leesville, LA USA	USA	1,446	1.2832%
General Maintenance Co, Inc. Leesville, LA USA	USA	642	0.5697%
Virginia Scogin Leesville, LA USA	USA	<u>4,234</u>	<u>3.7573%</u>
TOTAL		14,734	13.0752%

Judy Conley Talbot, Trustee of the Milton W Talbot, Jr. Bypass Trust Austin, TX, USA	USA	7,358	6.5296%
PACO (Talbot Trust) Dallas, TX. USA	USA	<u>2,676</u>	<u>2.3747%</u>
TOTAL		10,034	8.9043%

FRY-6- Report Item 3(2)

None

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. Lake Charles, LA, USA	Attorney/Businessman	Chairman and Director	Chairman and Director	CEO- Sweetlake Land & Oil CEO- North American Land Co	1.4536%	-0-	None
Ken A. Hughes Leesville, La., USA	President/CEO and Director	President/CEO and Director	President/CEO and Director	Dir- Leesville Improvement Corp Dir-Rosewood Homes	1.0214%	-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.	25.7681%	-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%
Otis B Biggs MD Leesville, La., USA	Physician	Director	Director	None	1.2424%	-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	0.7490%	-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	3.7573%	-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. Shareholder – First American Moving & Storage Member – Sterling Acquisition LLC	6.3779%	-0-	Windemire Property LLC – 27% General Maintenance Co – 50%
Patrick Williams Leesville, La. USA	Building Contractor	Director	Director	President – Pat Williams Construction LLC 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	.4446%	-0-	Pat Williams Construction Co. – 51% 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 Lake Charles, LA USA	Businessman	Director	Director	President- Sweetlake Land & Oil President-North American Land Co Partner – L&H Partnership Partner- Geaux Geaux Properties	5.2747%	-0-	Geaux Geaux Properties – 25%