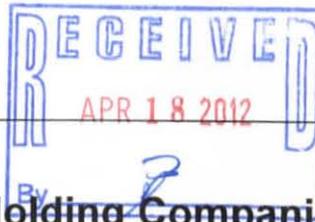


Board of Governors of the Federal Reserve System



# 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.

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.

I, Bill Yoder

Name of the Bank Holding Company Director and Official

Director/President

Title of the Bank Holding Company Director and Official

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.**

Bill Yoder, Pres.

Signature of Bank Holding Company Director and Official

04/10/2012

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

3613531

C.I.

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.

Date of Report (top-tier bank holding company's fiscal year-end):

**December 31, 2011**

Month / Day / Year

Reporter's Name, Street, and Mailing Address

Tennessee Bancshares, Inc.

Legal Title of Bank Holding Company

P.O. Box 850

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

Tullahoma TN 37388

City State Zip Code

1400 North Jackson Street

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Jason Redd CFO (Bank Subsidiary)

Name Title

931-461-8507

Area Code / Phone Number / Extension

931-393-2056

Area Code / FAX Number

jasonredd@mysoutherncommunitybank.com

E-mail Address

N/A

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

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

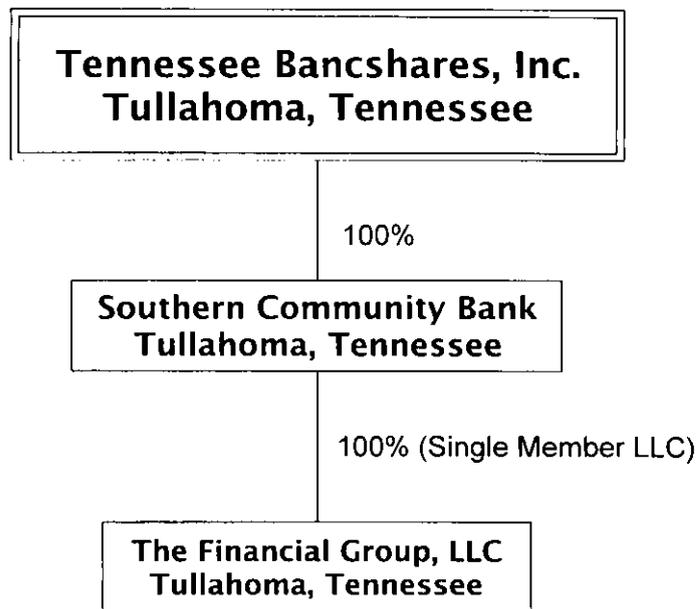
**Form FR Y-6**

**Tennessee Bancshares, Inc.  
Tullahoma, Tennessee  
Fiscal Year Ending December 31, 2011**

Report Item:

1.) The bank holding company does not prepare an annual report for its securities holders.

2a.) Organization chart:



Report Item:

2b.) Domestic Branch Listing:

Submitted via email

Form FR Y-6  
Tennessee Bancshares, Inc.  
Tullahoma, Tennessee  
Fiscal Year Ending December 31, 2011

**Report Item 3: Securities holders  
(1)(a)(b)(c) and (2)(a)(b)(c)**

Current shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending December 31, 2010

(1)(a) Name & Address	(1)(b) Country	(1)(c) Number and Percentage of Each Class of Voting Securities
/ JAMES & THERESA DEVLIN WARTRACE, TENNESSEE	USA	130,620 - 8.13% Common Stock
/ JOE & ANN LESTER; HARTON FAMILY PARTNERS I LP & WASHBURN TRUST B, JOE LESTER TRUSTEE TULLAHOMA, TENNESSEE	USA	90,000 - 5.60% Common Stock
/ ROBERT CRAIG COLLIER, MD TULLAHOMA, TENNESSEE	USA	81,640 - 5.08% Common Stock
CLIFTON MILLER NORMANDY, TENNESSEE	USA	69,570 - 4.32% Common Stock 16,550 - 10.59% Options on Common Stock
/ VERNON MILLER BELVIDERE, TENNESSEE	USA	57,020 - 3.55% Common Stock 33,300 - 21.31% Options on Common Stock

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 December 31, 2010

(2)(a) Name & Address	(2)(b) Country	(2)(c) Number and Percentage of Each Class of Voting Securities
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NONE THAT ARE NOT LISTED IN (1)(a) THRU (1)(c) ABOVE

Form FR Y-6  
Tennessee Bancshares, Inc.  
Tullahoma, Tennessee  
Fiscal Year Ending December 31, 2011

Report Item 4: Insiders

(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) Name & Address	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) Names of other companies (includes partnerships) if 25% of voting securities are held. (Name and percentage held.)
John Monroe Parker Tullahoma, TN	Real Estate Investor; Farmer	Director / Chairman	Director / Chairman	Owner: Beanie, Inc.; Lincoln St. Business Center; Tullahoma, TN	2.570%	n/a	Beanie, Inc. (100%) Lincoln St. Business Center (100%) Atlantic Partners (20%) Midsouth Community Pathology (10%)
William L. Yoder Tullahoma, TN	n/a	Director / President	Director / President/CEO	n/a	3.947%	n/a	Yoder/Welsh (50%)
Danny Lamb, CPA Tullahoma, TN	Controller, Jack Daniels	Director	Director	Controller; Jack Daniels, Lynchburg, TN	0.493%	n/a	n/a
Vernon Miller Belvidere, TN	Investor, Construction	Director	Director	General Partner: M&M Developers, LLC; Milmore General Partnership; Miller Family Partners I, LP; Miller Family Partners II, LP; RJH Properties, Winchester & Tullahoma, TN. Owner: Vernon Miller Home Builders, Tullahoma, TN; MRM Enterprises, LLC, Winchester, TN.	5.122%	n/a	M&M Developers, LLC (25%) Milmore General Ptshp (50%) Miller Family Partners I, LP (46.6%) Miller Family Partners II, LP (50.8%) RJH Properties (50%) Vernon Miller Home Builders (100%) MRM Enterprises, LLC (100%) 1st Community Financial Services (14.29%) TN Valley Ready Mix (14.35%) Middle TN Liquidators (50%)
Clifton N. Miller Normandy, TN	Attorney: Henry, McCord, Bean, Miller, Gabriel, Carter & Labar, PLLC	Director	Director	Member: Henry, McCord, Bean, Miller, Gabriel, Carter & Labar, PLLC; M&M Developers, LLC, Tullahoma, TN. Owner: Miller Properties, Tullahoma, TN. General Partner: FB90 Partnership; FB116 Partnership, Tullahoma, TN.	4.884%	n/a	M&M Developers LLC (25%) Henry McCord (24.7%) Professional Properties (16.67%) Tullahoma Development LLC (5.62%) Miller Properties (100%) Miller Family Partners I, LP (18.4%) Miller Family Partners II, LP (16%) FB90 Partnership (33.33%) FB116 Partnership (25%) Milmore General Partnership (50%)

Form FR Y-6  
Tennessee Bancshares, Inc.  
Tullahoma, Tennessee  
Fiscal Year Ending December 31, 2011

Report Item 4: Insiders

(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) Name & Address	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) Names of other companies (includes partnerships) if 25% of voting securities are held. (Name and percentage held.)
Joe Lester Tullahoma, TN	President: Lester, Greene & McCord, Inc. (insurance agency); Real Estate Investor	Director	Director	President: Lester, Greene & McCord, Inc., Tullahoma, TN. General Manager: Harton Family Partners I, LP, Tullahoma, TN. Partner: Lester/Fulks	6.048%	n/a	Lester, Greene & McCord, Inc. (35%) Cedar Lane Medical Center (25%) Lester/Fulks (50%) Harton Family Partners (0.9%) Mallard Roost (9%) Northgate Mall LLC (12.5%) Consumer Realty Group (33.3%)
Theresa Devlin Wartrace, TN	Retired McDonalds Franchisee	Director / Corporate Secretary	Director / Corporate Secretary	n/a	7.408%	n/a	n/a
Robert Craig Collier, MD Tullahoma, TN	Physician	Director	Director	Physician / Stockholder: Eye Care Center, PA, Tullahoma, TN. Shareholder: Tullahoma Surgery Center, Inc., Tullahoma, TN. Member: Eye Care Center Real Estate, LLC; Ambulatory Surgery Assoc. Real Estate LLC, Tullahoma, TN. General Partner: Norris/Collier Real Estate, Tullahoma, TN	4.630%	n/a	Eye Care Center, PA (50%) Eye Care Center Real Estate, LLC (40%) Tullahoma Surgery Center, Inc. (13%) Ambulatory Surgery Assoc. Real Estate (25%) Norris/Collier Real Estate Ptshp (50%) Midsouth Community Pathology (3%) Collier Family Partnership (85%)

Form FR Y-6  
Tennessee Bancshares, Inc.  
Tullahoma, Tennessee  
Fiscal Year Ending December 31, 2011

Report Item 4: Insiders  
(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) Name & Address	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) Names of other companies (includes partnerships) if 25% of voting securities are held. (Name and percentage held.)
✓ Stephen Bills, MD Normandy, TN	Physician	Director	Director	Physician/Vice President: Internal Medicine Assoc.; President: Jackson Medical Properties; Vice President: IWS Logistics; President: Pinnacle, Inc.; General Partner: Harry & Steve Real Estate; Member: Mad Cow, LLC; Bowen Development, LLC, all Tullahoma, TN	3.542%	n/a	Internal Medicine Assoc. (50%) Jackson Medical Properties (26%) IWS Logistics (30%) Pinnacle, Inc. (30%) Harry & Steve Real Estate (50%) Atlantic Street Properties (20%) Bowen Development (50%)
✓ Gerald N. Player Tullahoma, TN	EVP / Chief Lending Officer, subsidiary The Bank of Tullahoma	n/a	EVP / Chief Lending Officer, subsidiary The Bank of Tullahoma	n/a	0.851%	n/a	n/a
✓ Jason Redd, CPA Tullahoma, TN	CFO, subsidiary The Bank of Tullahoma	n/a	CFO, subsidiary The Bank of Tullahoma	n/a	0.000%	n/a	n/a
✓ Shelia Gilmer, Hillsboro, TN	COO, subsidiary The Bank of Tullahoma	n/a	COO, subsidiary The Bank of Tullahoma	n/a	0.221%	n/a	n/a

Received  
5-16-12  
cm

**Tennessee Bancshares, Inc.**

Holding company for Southern Community Bank

**Southern Community Bank – Branch Listing as of December 31, 2011**

**Tullahoma Office (Main)**

Opened November 2005  
1400 North Jackson Street  
Tullahoma, Coffee, TN 37388  
United States of America  
Full Service

**Sewanee Office**

Opened December 2011  
91 University Avenue, Suite 3  
Sewanee, Franklin, TN 37375  
United States of America  
Full Service