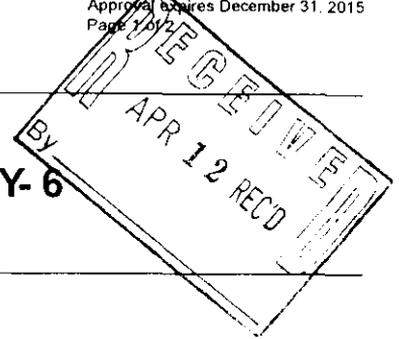


Board of Governors of the Federal Reserve System



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, Bill Yoder

Reporter's Name, Street, and Mailing Address

Tennessee Bancshares, Inc.

Name of the Holding Company Director and Official

Director/President

Legal Title of Holding Company

P.O. Box 850

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.

Tullahoma	TN	37388
City	State	Zip Code

1400 North Jackson Street

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:

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

Signature of Holding Company Director and Official

*Bill Yoder, President*

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

Date of Signature

*April 8, 2013*

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 3613531  
 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*

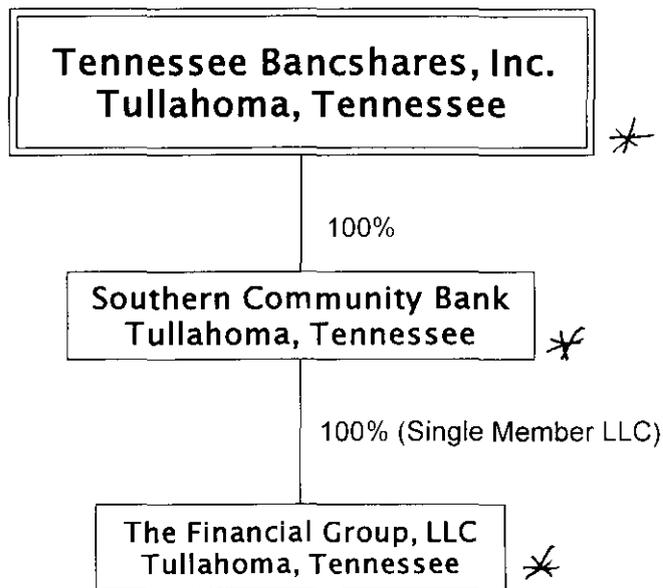
**Form FR Y-6**

**Tennessee Bancshares, Inc.  
Tullahoma, Tennessee  
(Incorporated in State of Tennessee)  
Fiscal Year Ending December 31, 2012**

Report Item:

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

2a.) Organization chart:



*\* all incorporated in Tenn*

Report Item:

2b.) Domestic Branch Listing:

Submitted via email

## 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

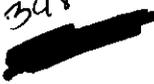
#### Sewanee Office

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

4400372

#### Murfreesboro Office

Opened March 2012  
1950 Old Fort Parkway  
Murfreesboro, Rutherford, TN 37129  
United States of America  
Full Service

348 7497  


#### Huntsville Office

Opened December 2012  
300 Clinton Avenue West  
Huntsville, Madison, AL 35801  
United States of America  
Full Service

4469940

Form FR Y-6  
Tennessee Bancshares, Inc.  
Tullahoma, Tennessee  
Fiscal Year Ending December 31, 2012

**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, 2012

(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	87,814 - 5.46% Common Stock
ROBERT CRAIG COLLIER, MD TULLAHOMA, TENNESSEE	USA	81,640 - 5.08% Common Stock
CLIFTON MILLER NORMANDY, TENNESSEE	USA	101,930 - 6.34% Common Stock 16,550 - 9.36% Options on Common Stock
VERNON MILLER BELVIDERE, TENNESSEE	USA	51,444 - 3.20% Common Stock 33,300 - 18.84% 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
--------------------------	-------------------	--

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, 2012

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	2.541%	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	3.901%	n/a	Yoder/Welsh (50%)
Danny Lamb, CPA Tullahoma, TN	Controller, Jack Daniels	Director	Director	Controller; Jack Daniels, Lynchburg, TN	0.488%	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.	4.751%	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.	6.642%	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, 2012

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	5.856%	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	7.323%	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	4.577%	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, 2012

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 Logisitics; President: Pinnacle, Inc.; General Partner: Harry & Steve Real Estate, Member: Mad Cow, LLC; Bowen Development, LLC, all Tullahoma, TN	2.801%	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	0.841%	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
Shelja Gilmer, Hillsboro, TN	COO, subsidiary The Bank of Tullahoma	n/a	COO, subsidiary The Bank of Tullahoma	n/a	0.219%	n/a	n/a