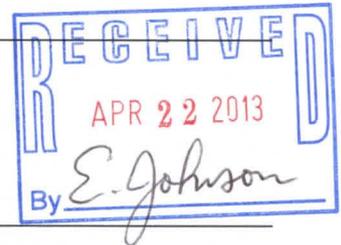


Board of Governors of the Federal Reserve System



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, Chris Triplett

Reporter's Name, Street, and Mailing Address

United Tennessee Bankshares, Inc.

Name of the Holding Company Director and Official

President/CEO

Legal Title of Holding Company

170 W. Broadway

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.

Newport

TN

37821

City

State

Zip Code

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.

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Chris Triplett

President/CEO

Name

Title

423-623-6088

Area Code / Phone Number / Extension

423-623-6020

Area Code / FAX Number

ctriplett@newportfederalbank.com

E-mail Address

www.newportfederalbank.com

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

Signature of Holding Company Director and Official

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
 C.I.

3842108

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.

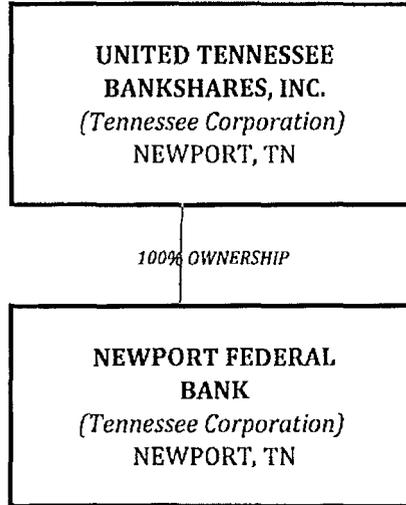
The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

revised

FORM FR Y-6
UNITED TENNESSEE BANKSHARES, INC.
FISCAL YEAR ENDED DECEMBER 31, 2013

REPORT ITEM 2a: ORGANIZATIONAL CHART



Results: A list of branches for your holding company: **UNITED TENNESSEE BANKSHARES (3842108) of NEWPORT, TN.**
 The data are as of **03/31/2013**. Data reflects information that was received and processed through **04/10/2013**.

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	12/31/2012	Full Service (Head Office)	894272	NEWPORT FEDERAL BANK	170 WEST BROADWAY	NEWPORT	TN	37821	COCKE	UNITED STATES	41923	0	NEWPORT FEDERAL BANK	894272	
OK	12/31/2012	Full Service	2519177	COSBY BRANCH	345 COSBY HIGHWAY	NEWPORT	TN	37821	COCKE	UNITED STATES	356489	3	NEWPORT FEDERAL BANK	894272	
OK	12/31/2012	Full Service	4443445	DOWNTOWN BRANCH	263 EAST BROADWAY	NEWPORT	TN	37821	COCKE	UNITED STATES	Not Required	Not Required	NEWPORT FEDERAL BANK	894272	

FORM FR Y-6
UNITED TENNESSEE BANKSHARES, INC.
FISCAL YEAR ENDED DECEMBER 31, 2013

REPORT ITEM 3: SECURITIES HOLDERS

NAME CITY, STATE, COUNTRY	COUNTRY OF CITIZENSHIP OR INCORPORATION	NUMBER AND PERCENTAGE OF EACH CLASS OF VOTING SECURITIES	CLASS
CEDE & CO. NEW YORK, NY, USA	USA	342,355 41%	COMMON
RICHARD HARWOOD MARGARET HARWOOD ZONDRA LEAZER DANDRIDGE, TN, USA	USA	64,307 8%	COMMON
J.WILLIAM MYERS M.JANE MYERS FRED L. MYERS NORMA MYERS NEWPORT, TN, USA	USA	45,094 5%	COMMON

3.2. N/A PMB
 Per Chris Triplett

Yersted

FORM FR Y-6
UNITED TENNESSEE BANKSHARES, INC
FISCAL YEAR ENDED DECEMBER 31, 2013

NAME CITY, STATE, COUNTRY	PRINCIPAL OCCUPATION IF OTHER THAN WITH HOLDING COMPANY	TITLE & POSITION WITH HOLDING COMPANY	TITLE & POSITION WITH SUBSIDIARIES (SUB NAME)	TITLE & POSITION WITH OTHER BUSINESSES (BUSINESS NAME)	PERCENTAGE OF VOTING SHARES IN HOLDING COMPANY	PERCENTAGE OF VOTING SHARES IN SUBSIDIARIES (SUB NAME)	LIST NAMES OF OTHER COMPANIES IF 25% OR MORE OF VOTING SECURITIES ARE HELD (NAME AND %)
J. WILLIAM MYERS NEWPORT, TN, USA	ATTORNEY	DIRECTOR CHAIRMAN	DIRECTOR CHAIRMAN (NEWPORT FEDERAL BANK)	OWNER (J. WILLIAM MYERS, ATTORNEY)	5%	N/A	N/A
TOMMY C BIBLE DANDRIDGE, TN, USA	GENERAL MANAGER	DIRECTOR	DIRECTOR (NEWPORT FEDERAL BANK)	GENERAL MANAGER (JEFFERSON COCKE GAS UTILITY)	2%	N/A	N/A
BEN HOOPER III DANDRIDGE, TN, USA	ATTORNEY	DIRECTOR	DIRECTOR (NEWPORT FEDERAL BANK)	ATTORNEY (CAMPBELL & HOOPER)	1%	N/A	N/A
TOM INMAN NEWPORT, TN, USA	MANAGER	DIRECTOR	DIRECTOR (NEWPORT FEDERAL BANK)	MANAGER (FARM BUREAU - NEWPORT)	0%	N/A	N/A
ROBERT OVERHOLT NEWPORT, TN, USA	N/A	DIRECTOR	DIRECTOR (NEWPORT FEDERAL BANK)	N/A	0%	N/A	N/A
RICHARD HARWOOD DANDRIDGE, TN, USA	N/A	DIRECTOR	DIRECTOR (NEWPORT FEDERAL BANK)	N/A	8%	N/A	N/A
MITCHELL WEBB NEWPORT, TN, USA	OWNER	DIRECTOR	DIRECTOR (NEWPORT FEDERAL BANK)	OWNER WILTON SPRINGS HARDWARE	0%	N/A	N/A
WILLIAM HENRY NEWPORT, TN, USA	N/A	DIRECTOR EMERITUS	DIRECTOR EMERITUS (NEWPORT FEDERAL BANK)	N/A	4%	N/A	N/A
ROBERT SELF NEWPORT, TN, USA	N/A	DIRECTOR EMERITUS	DIRECTOR EMERITUS (NEWPORT FEDERAL BANK)	N/A	1%	N/A	N/A
CHRIS TRIPLETT DANDRIDGE, TN, USA	N/A	DIRECTOR PRESIDENT/CEO	DIRECTOR PRESIDENT/CEO (NEWPORT FEDERAL BANK)	N/A	0%	N/A	N/A
LONNIE JONES NEWPORT, TN, USA	N/A	VICE PRESIDENT	VICE PRESIDENT (NEWPORT FEDERAL BANK)	N/A	0%	N/A	N/A
PEGGY HOLSON NEWPORT, TN, USA	N/A	VICE PRESIDENT	VICE PRESIDENT (NEWPORT FEDERAL BANK)	N/A	1%	N/A	N/A
CEDE & CO. NEW YORK, NY, USA	CLEARING HOUSE SHARES HELD IN STREET NAME	N/A	N/A	N/A	41%	N/A	N/A