

Board of Governors of the Federal Reserve System

APR 10 REC'D



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.

I, Bill Yoder

Name of the Holding Company Director and Official

Director/President

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.

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, President & Director

Signature of Holding Company Director and Official

04/04/2014

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 3663531.
C.I. _____

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

December 31, 2013

Month / Day / Year

Reporter's Name, Street, and Mailing Address

Tennessee Bancshares, Inc.

Legal Title of Holding Company

P.O. Box 850

(Mailing Address of the 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

Address (URL) for the 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

Revised

Form FR Y-6

Tennessee Bancshares, Inc.
Tullahoma, Tennessee
Fiscal Year Ending December 31, 2013

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 List:

Attached herein

Tennessee Bancshares, Inc.

Holding company for Southern Community Bank

Southern Community Bank – Branch Listing as of December 31, 2013

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

Murfreesboro Office

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

Huntsville Office

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

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, 2013

(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
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NONE THAT ARE NOT LISTED IN (1)(a) THRU (1)(c) ABOVE

Revised

Form FR Y-6
 Tennessee Bancshares, Inc.
 Tullahoma, Tennessee
 Fiscal Year Ending December 31, 2013

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, SCB	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, SCB	n/a	3.745%	n/a	Yoder/Welsh (50%)
Danny Lamb, CPA Tullahoma, TN	Controller, Jack Daniels	Director	Director, SCB	Controller; Jack Daniels, Lynchburg, TN	0.488%	n/a	n/a
Vernon Miller Belvidere, TN	Investor; Construction	Director	Director, SCB	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%) Miller Commercial Contractors Corp (49%) Vernon Miller Home Builders (100%) MRM Enterprises, LLC (100%) Miller Lockmiller Partnership (50%) 1st Community Financial Services (14.29%) TN Valley Ready Mix (14.35%)
Clifton N. Miller Normandy, TN	Attorney; Henry, McCord, Bean, Miller, Gabriel, Carter & Labar, PLLC	Director	Director, SCB	Member: Henry, McCord, Bean, Miller, Gabriel, Carter & Labar, PLLC; M&M Developers, LLC, Tullahoma, TN. Owner: Miller Properties, Tullahoma, TN. General Partner: FB90 Partnership;	6.642%	n/a	M&M Developers LLC (25%) Henry McCord (24.5%) 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%)

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Tennessee Bancshares, Inc.
Tullahoma, Tennessee
Fiscal Year Ending December 31, 2013

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.)
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FB116 Partnership
Tullahoma, TN.

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Tennessee Bancshares, Inc.
Tullahoma, Tennessee
Fiscal Year Ending December 31, 2013

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, SCB	President, Lester, Greene & McCord, Inc., Tullahoma, TN. General Manager: Horton Family Partners I, LP, Tullahoma, TN. Partner: Lester/Fulks (real estate investment), Tullahoma, TN.	5.856%	n/a	Lester, Greene & McCord, Inc. (35%) Jackson Medical Plaza (25%) Wild Boys Land & Cattle Co. (50%) Horton Family Partners (0.9%) Mallard Roost (11%) Northgate Mall LLC (12.5%) Consumer Realty Group (25%) Lester Investments (0%) Tullahoma Education Foundation (0%) Tullahoma Development LLC (10%)
Theresa Devin Wartrace, TN	Retired McDonalds Franchisee	Director / Corporate Secretary	Director / Corporate Secretary SCB	n/a	7.323%	n/a	n/a
Robert Craig Collier, MD Tullahoma, TN	Physician	Director	Director SCB	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.	4.577%	n/a	Eye Care Center, PA (50%) Eye Care Center Real Estate, LLC (40%) Tullahoma Surgery Center, Inc. (7%) Ambulatory Surgery Assoc. Real Estate (25%) Norris/Collier Real Estate Ptshp (50%) Midsouth Community Pathology (3%) Collier Family Partnership I (85%) Collier Family Partnership II (40%)

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Tennessee Bancshares, Inc.
Tullahoma, Tennessee
Fiscal Year Ending December 31, 2013

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.)
				Tullahoma TN General Partner: Norris/Collier Real Estate, Tullahoma, TN. Partner: Collier Family Partnership I&I			

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Tennessee Bancshares, Inc.
Tullahoma, Tennessee
Fiscal Year Ending December 31, 2013

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, SCB	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	2.801%	n/a	Internal Medicine Assoc. (33%) Jackson Medical Properties (26%) IWS Logistics (30%) Pinnacle, Inc. (30%) Harry & Steve Real Estate (50%) Atlantic Street Properties (20%) Bowen Development (50%) Mad Bull (50%) T Bone (50%)
Gerald N. Player Tullahoma, TN	EVP / Chief Lending Officer, subsidiary The Bank of Tullahoma	n/a	EVP / Chief Lending Officer, SCB	n/a	0.841%	n/a	n/a
Jason Redd, CPA Tullahoma, TN	CFO, subsidiary The Bank of Tullahoma	n/a	CFO, SCB	Owner: ProServe	0.000%	n/a	ProServe (100%)
Shelia Gilmer Hillsboro, TN	COO, subsidiary The Bank of Tullahoma	n/a	COO, SCB	n/a	0.247%	n/a	n/a