

revised

FR Y-6
OMB Number 7100-0297
Approval expires December 31, 2015
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Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

Org Rec: 3/8/13

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):

12/31/2012
Month / Day / Year

B. Bush Bricken
Name of the Holding Company Director and Official
Executive Vice President * CEO
Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address
Coffee County Bancshares, Inc.
Legal Title of Holding Company

P.O. Box 1109
(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.

Manchester TN 37349
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.

2070 Hillsboro Blvd, Manchester, TN 37355
Physical location (if different from mailing address)

B. Bush Bricken
Signature of Holding Company Director and Official
March 7, 2013
Date of Signature

Person to whom questions about this report should be directed:
Angie Morris Cashier
Name Title

(931) 728-8331 Ext. 9109
Area Code / Phone Number / Extension

(931) 723-0126
Area Code / FAX Number

amorris@coffeecbank.com
E-mail Address

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

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

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

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C.I. _____

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing the burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

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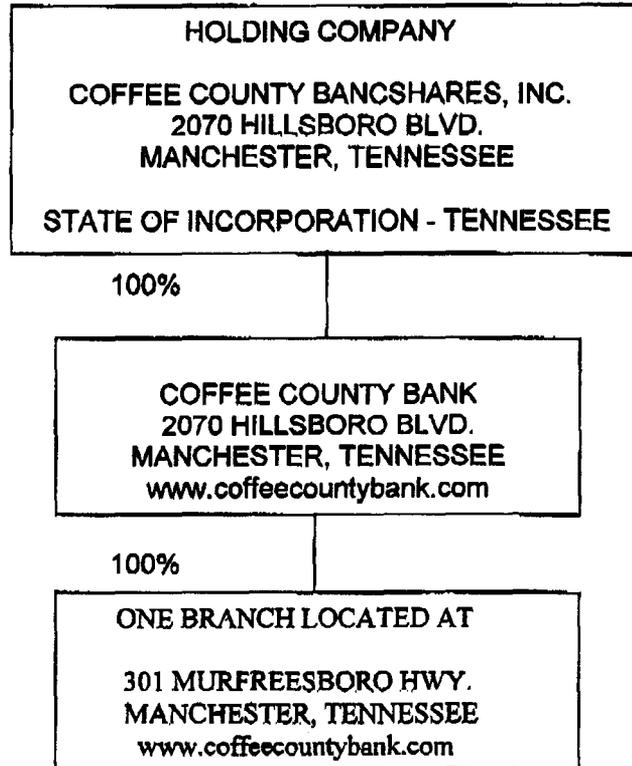
Form FR Y-6

Coffee County Bancshares, Inc.
Manchester, Tennessee

Report Item

- 1. The bank holding company is not registered with the SEC and the bank holding company does not prepare an annual report for its shareholders.

2 A. Organizational Chart



- 2 B. Coffee County Bank -- Opened August 25, 1975, Main Office located at 2070 Hillsboro Blvd., Manchester, Coffee, Tennessee, USA, 37355 and one Branch Office located at 301 Murfreesboro Hwy., Manchester, Coffee, Tennessee, USA, 37355. A full service branch.

- 3. A listing of shareholders owning 5 percent or more of outstanding stock is attached.
- 4. A listing of directors and officers is attached.

Also enclosed are comparative financial statements for the years ended December 31, 2012 and 2011.

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Coffee County Bancshares, Inc.
Fiscal Year Ending December 31, 2012

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

Current security holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2012			Securities holders 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 12-31-2012		
(1) (a) Name (City, State, Country)	(1) (b) Country of Citizenship or Incorporation	(1) (c) Number and Percentage of each class of Voting Securities	(2) (a) Name (City, State, Country)	(2) (b) Country of Citizenship or Incorporation	(2) (c) Number and Percentage of each class of Voting Securities
Daniel Powers Manchester, TN USA	USA	Common Stock 32.72696 Shares 12%	None		
Howard Vaden, Jr. Tullahoma, TN USA	USA	Common Stock 25.1909 Shares 9%	None		
James D. Riddle Manchester, TN USA	USA	Common Stock 27.99970 Shares 10%	None		
Buster Bush Manchester, TN USA	USA	Common Stock 21.50909 Shares 8%	None		
Edward Henley Manchester, TN USA	USA	Common Stock 30.13606 Shares 11%	None		
Kenneth C. Kirby Manchester, TN USA	USA	Common Stock 17.67242 Shares 6%	None		
Betsy Powers Manchester, TN USA	USA	Common Stock 33.45423 Shares 12%	None		

Coffee County Bancshares, Inc.
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December 31, 2012

Report Item 4: Insiders

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

(1) Name & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Co.	(3) (a) Title & Position with Bank Holding Co.	(3) (b) Title & Position with Subsidiaries (include names of subsidiaries)	(3) (c) Title & Position with Other Businesses (include names of other businesses)	(4) (a) Percentage of Voting Shares in Bank Holding Co.	(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 & percentage of voting securities held)
James D. Riddle Manchester, TN USA	Trucking & Concrete -	Director & Secretary	Director & Secretary Coffee County Bank	President: Riddle Trucking & Concrete Inc. and Superior Redi-Mix Partner: Hunters Court Properties, Murfreesboro Properties, DPR Investments BLR Investments, Coffee County Ready Mix, CHRR Properties, Coffee County Spec. Bldg. Partnership, WRS Bedford County Partnership, Murfreesboro Funeral Home, Klondike Properties, Dark Hollow Farms	10.00%	None	Riddle Trucking & Concrete Inc. – 50%; DPR Investments - 33.33%; BLR Investments - 50%; Coffee County Ready Mix – 25% plus 1/5 of 1/4; CHRR Properties - 25%; Dark Hollow Farms – 25%;
Edward Henley Manchester, TN USA	Propane Dealer	Chairman of the Board & Director	Chairman of the Board & Director of Coffee County Bank	President & Owner: Henley Propane, Inc., Co- Owner: Henley Mini Storage Owner: Hilltop Trailer Court	11.00%	None	Henley Propane, Inc. – 100% Henley Mini Storage – 50% Hilltop Trailer Court – 100%
B. Rush Bricken Tullahoma, TN USA	None	Executive Vice President & CEO	CEO / EVP Coffee County Bank Director	None	1.00%	None	None

Coffee County Bancshares, Inc.
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December 31, 2012

Report Item 4: Insiders

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

(1) Name & Address (City, State, Country)	(2) Principal Occupation if other than with Bank	(3) (a) Title & Position with Bank Holding Co.	(3) (b) Title & Position With Subsidiaries (include names of subsidiaries)	(3) (c) Title & Position With Other Businesses (include names of other businesses)	(4) (a) Percentage of Voting Shares in Bank Holding Co.	(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)
Daniel Powers Manchester, TN USA	Real Estate Investments	Vice Chairman & Director	Vice Chairman / Director Coffee County Bank	President: Char-el Apartments; Owner: Powers Storage, LLC, Powers Real Estate Rentals, Piggy Back Financial Group	12.00%	None	Powers Storage, LLC – 100%; Powers Real Estate Rentals – 50%; Piggy Back Financial Piggy Back Financial Group – 60%
Kenneth C. Kirby Manchester, TN USA	None	Director & President	Director & President Coffee County Bank	None	6.00%	None	None
Jerry White Manchester, TN USA	Automobile Dealership Owner	Director	Director Coffee County Bank	Owner/President: Al White Motors, Inc.	2.00%	None	Al White Motors, Inc. - 80%

Coffee County Bancshares, Inc.
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December 31, 2012

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

(1) Name & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Co.	(3) (a) Title & Position with Bank Holding Co.	(3) (b) Title & Position With Subsidiaries (include names of subsidiaries)	(3) (c) Title & Position with other Businesses (include names of other businesses)	(4) (a) Percentage of Voting Shares in Bank Holding Co.	(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 & percentage of voting securities held)
Angie D. Morris Tulahoma, TN USA	None	None	Cashier Coffee County Bank	None	None	None	None
Betsy A. Powers Manchester, TN USA	Real Estate Investments	Director	Director Coffee County Bank	Owner: Powers Storage, Char-el Apartments, Powers Real Estate Rentals	12%	None	Char-el Apartment - 70%; Powers Real Estate Rentals - 50%

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