

FEB 19 RECD

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):

12/31/2013
Month / Day / Year

1. 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

Manchester TN 37349
City State Zip Code

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

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.

Person to whom questions about this report should be directed:

Angie Morris Cashier
Name Title

(931) 728-8331 Ext. 2109
Area Code / Phone Number / Extension

(931) 723-0126
Area Code / FAX Number

amorris@coffeecobank.com
E-mail 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.

B. Bush Bricken
Signature of Holding Company Director and Official

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

2-14-14
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 1083091
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

For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

N/A
Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

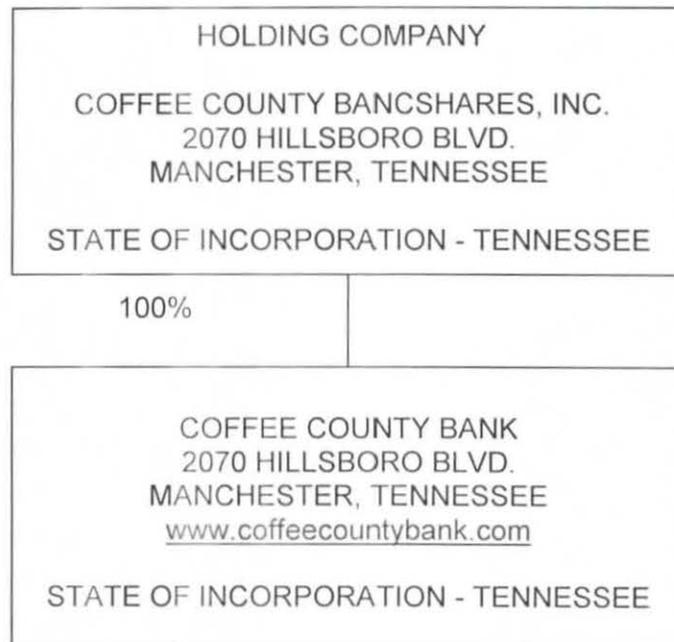
Revised

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. Organizational Chart



2. 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, 2013 and 2012.

Form FR Y-6
Coffee County Bancshares, Inc.
Fiscal Year Ending December 31, 2013

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 12-31-2013 | | | 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 12-31-2013 | | |
|---|--|--|--|--|--|
| (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 | | |
| Nancy Davis Nashville, TN USA | USA | Common Stock 20.17272 Shares 7% | 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 | | |

Revised

Form FR Y-6
 Coffee County Bancshares, Inc.
 Fiscal Year Ending December 31, 2013

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 12-31-2013 | | | 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 12-31-2013 | | |
|---|--|--|--|--|--|
| (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 |
| Buster Bush Manchester, TN USA | USA | Common Stock 11.50909 Shares 4% | None | | |
| Glenda G. Bush Manchester, TN USA | USA | Common Stock 10.00000 Shares 4% | None | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

Coffee County Bancshares, Inc.
Form FR Y-6
December 31, 2013

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, Klondike Properties, Dark Hollow Farms, Murfreesboro Funeral Home | 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%; Murfreesboro Funeral Home- 26.5% |
| Edward Henley Manchester, TN USA | Propane Dealer | Chairman of the Board & Director Director | Chairman of the Board & Director of Coffee County Bank | President & Owner: Henley Propane, Inc., Owner: Henley Farms Owner: Hilltop Trailer Court Co-Owner: Henley Mini Storage | 11% | None | Henley Propane, Inc. 100% Henley Farms - 100% Hilltop Trailer Court - 100% Henley Mini-Storage 50% |
| 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.
Form FR Y-6
December 31, 2013

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 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. Owner/President: White and Company | 2.00% | None | Al White Motors, Inc. - 80%; White and Company - 100% |

Coffee County Bancshares, Inc.
Form FR Y-6
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 Tullahoma, TN USA | N/A | N/A | Cashier Coffee County Bank | N/A | N/A | N/A | N/A |
| Betsy A. Powers Manchester, TN USA | Real Estate Investments | N/A | N/A | Owner: Powers Storage, Char-el Apartments. Powers Real Estate Rentals | 12% | N/A | Char-el Apartment - 70%; Powers Real Estate Rentals - 50% |