

revised

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, Donald Richardson
Name of the Holding Company Director and Official
President & CEO
Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address
Dickson Financial Corporation
Legal Title of Holding Company
P.O. Box 707

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.

(Mailing Address of the Holding Company) Street / P.O. Box
Dickson TN 37056
City State Zip Code
466 Hwy 46S, Dickson, TN 37056
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:
Michael Powell Secretary
Name Title
615-446-3732
Area Code / Phone Number / Extension

Signature of Holding Company Director and Official

615-446-8986
Area Code / FAX Number
mpowell@bankofdickson.com
E-mail Address

March 14, 2013
Date of Signature

www.bankofdickson.com
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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RSSD ID _____
C.I. _____

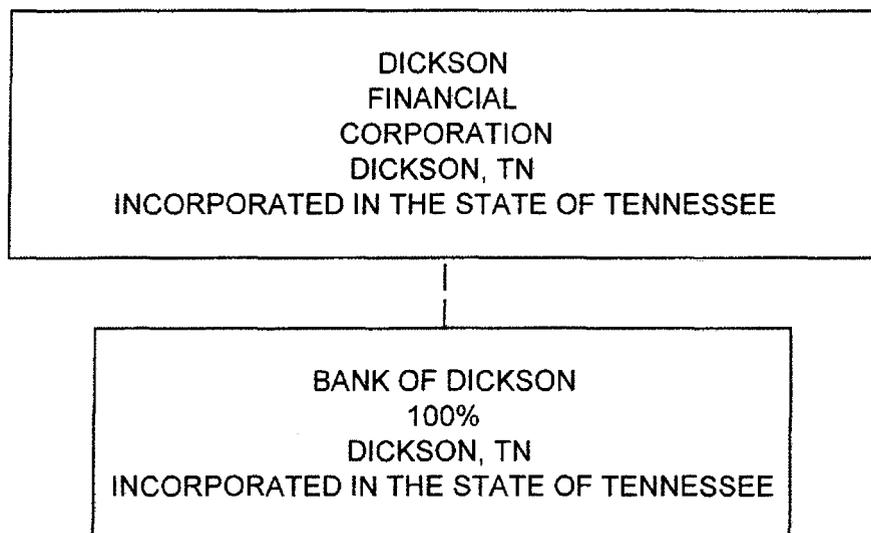
Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this 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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Annual Report of Bank Holding Companies
Reporting Form FR Y-6
Dickson Financial Corporation
FYE 12-31-12

Report Item 1: The BHC is not required to prepare form 10K with the SEC
 The BHC does prepare an annual report for its shareholders.
 Enclosed are two copies of the annual report

Report Item 2a: Organizational Chart:



Report Item 2b: Domestic Branch Listing

<u>Data Action</u>	<u>Effective Date</u>	<u>Branch Service Type</u>	<u>Branch ID RSSD</u>	<u>Popular Name</u>	<u>Street Address</u>	<u>City</u>	<u>State</u>	<u>Zip Code</u>	<u>County</u>	<u>Country</u>	<u>Head Office</u>
Correct	N/A	Full Service (Head Office)	638131	Bank of Dickson	466 Highway 46 South	Dickson	TN	37056	Dickson	United States	Bank of Dickson
Correct	N/A	Full Service	1167236	Henslee Drive Branch	107 Henslee Drive	Dickson	TN	37056	Dickson	United States	Bank of Dickson
Correct	N/A	Full Service	711838	Main Street Office	101 North Main Street	Dickson	TN	37056	Dickson	United States	Bank of Dickson
Correct	N/A	Full Service	2578941	Pomona Office	1924 Highway 46 South	Dickson	TN	37056	Dickson	United States	Bank of Dickson

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Report Item 3(1): Current Shareholders with ownership, control or holdings of 5% or more
with power to vote as of fiscal year ending 12-31-2012

(a)	(b)	(c)
<u>Name & Address</u>	<u>Country of Citizenship</u>	<u>No. of Shares and % of each class</u>
Katherine H. Beasley Dickson, TN	United States	21,000 5.24% of common stock
Donald Richardson Carney B. Nicks, Trust- Donald Richardson, Trustee Burns, TN	United States	3,541 <u>17,540</u> 21,081 5.26% of common stock

Report Item 3(2): None

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Report Item 4: Directors and officers: List each principal shareholder, director, trustee, partner, executive officer, or person exercising similar functions, regardless of title or compensation, of the bank holding company, showing the following:

(1) <u>Name and Address</u>	(2) Principal Occupation	(3)(a) Position with Bank Holding Company	(3)(b) Position with Bank of Dickson	(3)(c) Position with Other Business	(4)(a) No. of Shares & % ownership in Holding Company	(4)(b) No. of shares in Bank of Dickson	(4)(c) No. of shares other Business-25%
Jere Bass Dickson, TN	Retired	Director	Director	None	906 0.23%	None	None
William J. Duke Dickson, TN	Real Estate Developer	Director	Director	None	4,500 1.12%	None	None
Brenda Legg Dickson, TN	Retired	Director	Director	None	2,357 0.59%	None	None
Lee Marsh Nashville, TN	Real Estate Developer	Director	Director	None	11,194 2.79%	None	None

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Tommy Marvin Dickson, TN	Mortician	Director	Director	Pres., Taylor Funeral Home, Inc.	1,875 0.47%	None	100% of Taylor Funeral Home, Inc.
Wayne McIntire Burns, TN	Retired	Director	Director	None	11,508 2.87%	None	None
Tommy Nicks Dickson, TN	Chairman & Trust Officer Bank of Dickson	Director Chairman	Director Chairman & Trust Officer	None	1,972 0.49%	None	None
James E. Peeler Dickson, TN	Retired	Director	Director	None	1,605 0.40%	None	None

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Dale Ragan Dickson, TN	Real Estate Broker	Director	Director	None	1,786 0.45%	None	None
Donald Richardson Burns, TN	President & CEO Bank of Dickson	Director President & CEO	Director President & CEO	None	3,541 0.88%	None	None
David Shepard Dickson, TN	Pharmacist	Director	Director	President, Community Pharmacy Care, Inc.	2,375 0.59%	None	34% of Community Pharmacy Care, Inc.
Donnie Weiss Dickson, TN	Sales Representative	Director	Director	None	2,395 0.60%	None	None