



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, 2013

Month / Day / Year

I, **Bill Thompson**

Reporter's Name, Street, and Mailing Address

Educational Services of America, Inc.

Name of the Holding Company Director and Official

Legal Title of Holding Company

CFO/EVP

104 N Sevenoaks Drive

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.

Knoxville

TN

37922

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:

Bill Thompson

EVP/CFO

Name

Title

865-824-3051

Area Code / Phone Number / Extension

865-342-6345

Area Code / FAX Number

bthompson@edsouth.com

E-mail Address

Signature of Holding Company Director and Official

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

3-26-14
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

3808131

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.

Edbancorp, Inc.

Legal Title of Subsidiary Holding Company

104 N Sevenoaks Drive

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

Knoxville

TN

37922

City

State

Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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Physical location (if different from mailing address)

Form FR Y-6

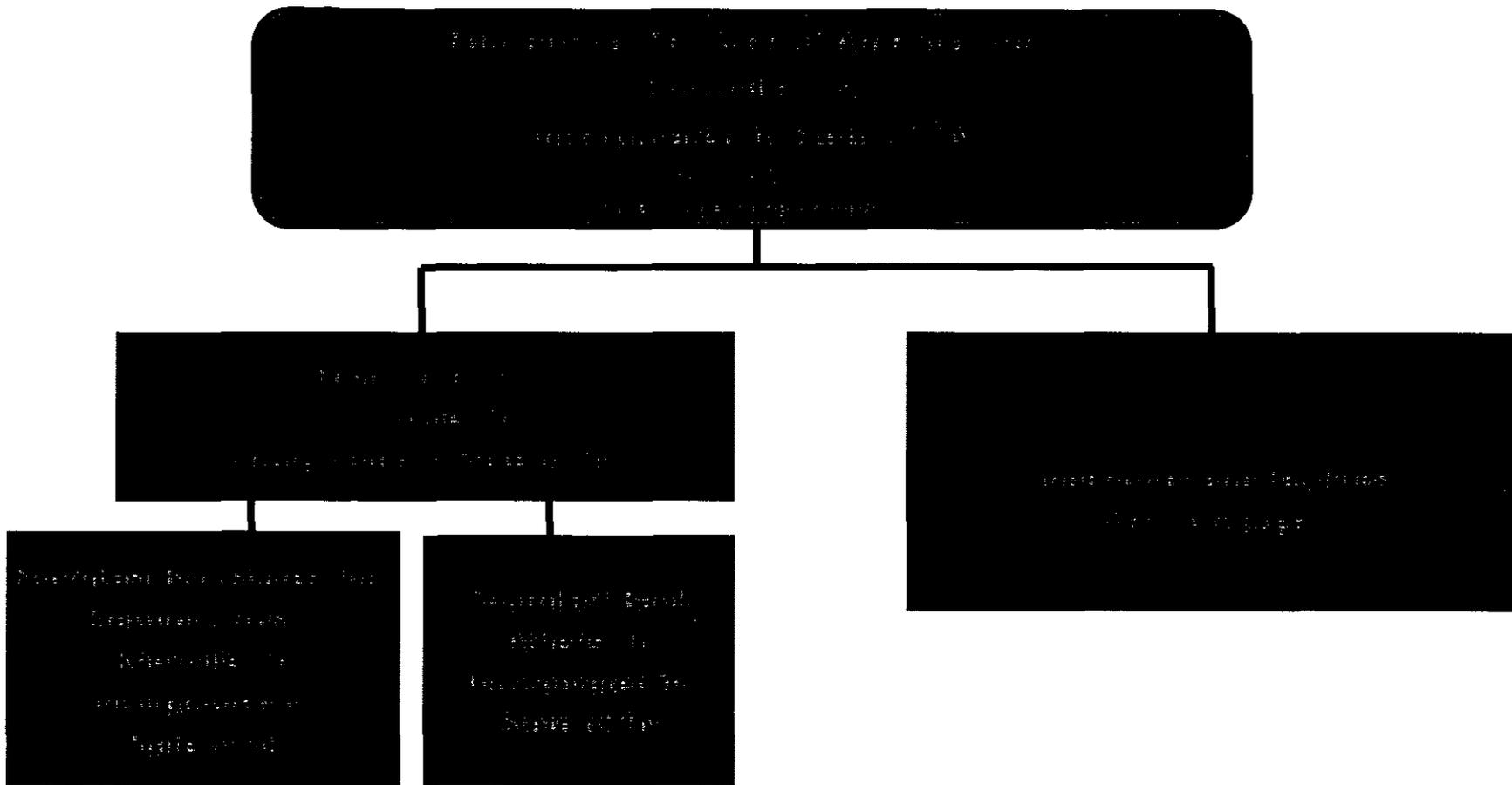
Educational Services of America, Inc.

Fiscal Year Ending December 31, 2013

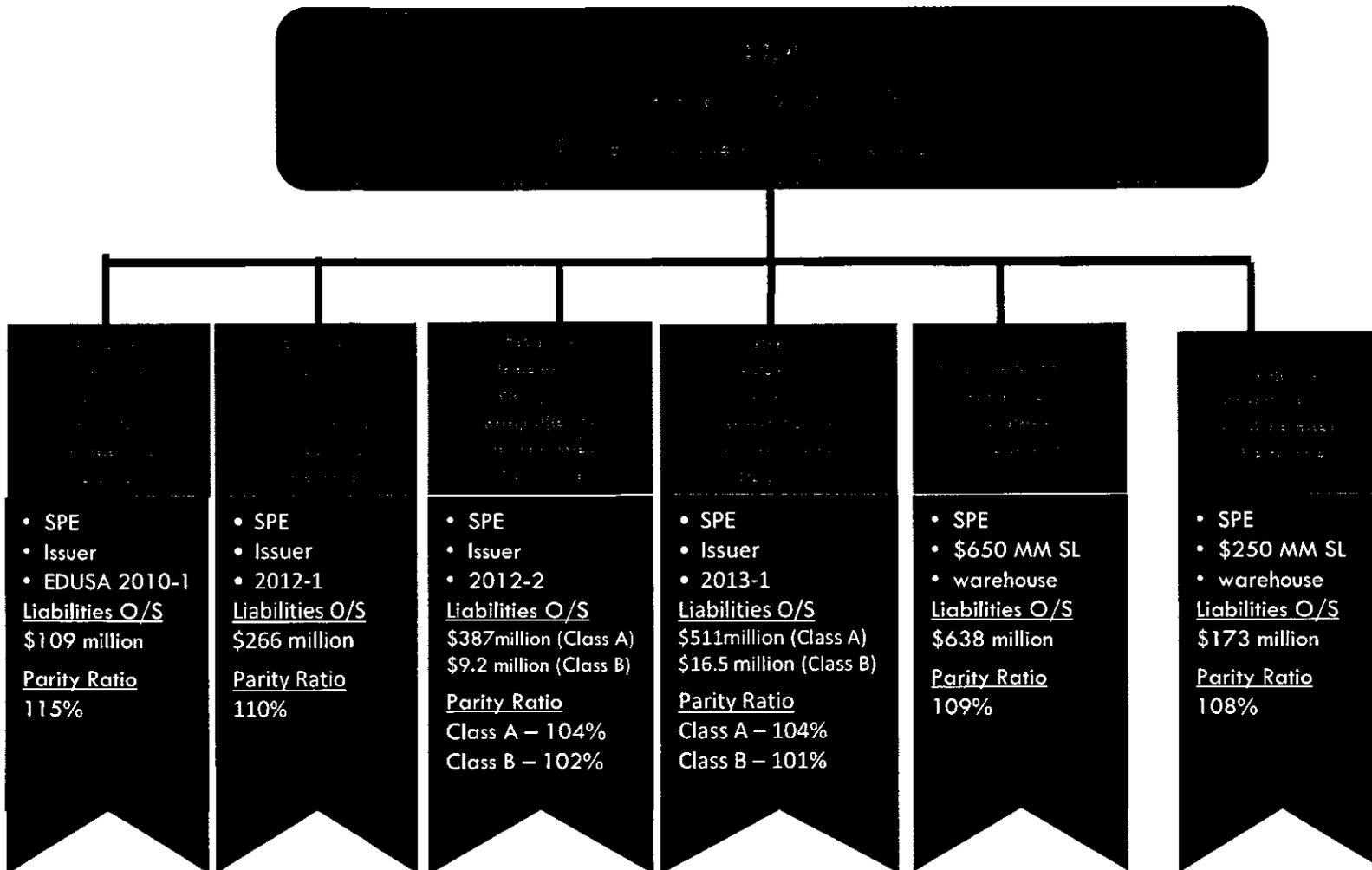
Report Item:

- 1) NA - The bank holding company does not prepare an annual report for its securities holders.**
- 2a) Organizational Chart (see attached organizational chart)**
- 2b) Domestic Branch Listing (see attached)**
- 3) Securities Holders (see attached)**
- 4) Insiders (see attached)**

Corporate Structure



Corporate Structure



parity ratios as of 12/31/13 except
for Farragut, which is as of 3/31/14

Revised

Results: A list of branches for your depository institution: **SOUTHEAST BANK (ID_RSSD: 3110197)**
 This depository institution is held by **EDBANCORP, INC. (380812)** of **KNOXVILLE, TN**
 The data are as of **12/31/2013**. Data reflects information that was received and processed through **01/07/2014**.

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		Full Service (Head Office)	3110197	SOUTHEAST BANK	1878 SOUTH CONGRESS PARKWAY	ATHENS	TN	37303	MCMINN	UNITED STATES	362261	0	SOUTHEAST BANK	3110197	
OK		Full Service	4464253	ATHENS BRANCH	1878 SOUTH CONGRESS PARKWAY	ATHENS	TN	37303	MCMINN	UNITED STATES	Not Required	Not Required	SOUTHEAST BANK	3110197	
OK		Full Service	3593361	CLEVELAND BRANCH	1701 KEITH STREET, NORTHWEST	CLEVELAND	TN	37311	BRADLEY	UNITED STATES	460595	5	SOUTHEAST BANK	3110197	
OK		Full Service	3423543	EAST 10TH STREET BRANCH	1065 EAST 10TH STREET	COOKEVILLE	TN	38501	PUTNAM	UNITED STATES	Not Required	Not Required	SOUTHEAST BANK	3110197	
OK		Full Service	4107877	SOUTH WILLOW BRANCH	744 SOUTH WILLOW	COOKEVILLE	TN	38501	PUTNAM	UNITED STATES	Not Required	Not Required	SOUTHEAST BANK	3110197	
OK		Full Service	3275975	DAYTON BRANCH	3995 RHEA COUNTY HIGHWAY	DAYTON	TN	37321	RHEA	UNITED STATES	429265	3	SOUTHEAST BANK	3110197	
OK		Full Service	3110535	DECATUR BRANCH	17670 STATE HIGHWAY 58 NORTH	DECATUR	TN	37322	MEIGS	UNITED STATES	363513	1	SOUTHEAST BANK	3110197	
OK		Full Service	2994493	JAMESTOWN BRANCH	420 EAST CENTRAL AVENUE	JAMESTOWN	TN	38556	FENTRESS	UNITED STATES	Not Required	Not Required	SOUTHEAST BANK	3110197	
OK		Full Service	3989544	OOLTEWAH OFFICE	9218 LEE HIGHWAY	OOLTEWAH	TN	37363	HAMILTON	UNITED STATES	495255	8	SOUTHEAST BANK	3110197	
OK		Full Service	633435	SPRING CITY BRANCH	285 FRONT STREET	SPRING CITY	TN	37381	RHEA	UNITED STATES	192576	6	SOUTHEAST BANK	3110197	
OK		Full Service	3469626	TEN MILE BRANCH	2598 STATE HIGHWAY 304	TEN MILE	TN	37880	MEIGS	UNITED STATES	451185	4	SOUTHEAST BANK	3110197	
Add	3/28/2013	Full Service	3469626	FARRAGUT BRANCH	12700 KINGSTON PIKE	KNOXVILLE	TN	37934	KNOX	UNITED STATES			SOUTHEAST BANK	3110197	

OK
 ✕

Item
 2b
 Branch
 listing

FORM FR Y-6
 Edbancorp, Inc.
 Fiscal Year Ending December 31, 2013

Report Item 3: Securities holders

(1)(a)(b)(c) and (2)(a)(b)(c)			Securities holders not listed in 3(1) (a) through 3(1)© that had ownership control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-2011		
Current securities holders with ownership, control or holding of 5% or more with power to vote as of fiscal year ending 12-31-2011			Securities holders not listed in 3(1) (a) through 3(1)© that had ownership control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-2011		
(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
Educational Services of America, Inc. Knoxville, TN	USA	100%	N/A		

Item 3

FORM FR Y-6
 Educational Services of America, Inc.
 Fiscal Year Ending December 31, 2013

Report Item 3: Securities holders

(1)(a)(b)Ⓢ and (2)(a)(b)Ⓢ

Current securities holders with ownership, control or holding of 5% or more with power to vote as of fiscal year ending 12-31-2011

Securities holders not listed in 3(1) (a) through 3(1)Ⓢ that had ownership control or holdings of 5% or more with power to vote during the fiscal year ending 12/31/2011

(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	(1)(c) Number and Percentage of Each Class of Voting Securities
N/A			N/A		

Item 3

FORM FR Y-6
 Edbancorp, Inc
 Fiscal Year Ending December 31, 2013

Report Item 4: Insiders

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

(1) Name City, State, Country	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title and Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares In Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) of 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Bill Thompson Knoxville, TN		Director/Secretary Vice President	Director/Secretary/CEO SouthEast Bank	N/A	0%	0%	N/A
John E. Arnold, Jr Knoxville, TN		Director/Chairman President	Director/Chairman SouthEast Bank	N/A	0%	0%	N/A
Educational Services of America, Inc.					100%		

FORM FR Y-6
 Educational Services of America, Inc.
 Fiscal Year Ending December 31, 2013

Report Item 4: Insiders

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

(1) Name City, State, Country	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title and Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares In Bank Holding Company	(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)
Bill Thompson Knoxville, TN		CFO/EVP Director	Director/Secretary/Vice President Edbancorp, Inc.	Director/Secretary/CEO SouthEast Bank	N/A	0%	0%	N/A
John E. Arnold, Jr Knoxville, TN		CEO/President Chairman	Director/Chairman/President Edbancorp, Inc.	Director/Chairman SouthEast Bank	N/A	0%	0%	N/A
Tommy Schumpert Knoxville, TN		Director Director of Edscholar Program	N/A	N/A	N/A	0%	0%	N/A
Leo Cooper Knoxville, TN		Director	N/A	N/A	N/A	0%	0%	N/A
Dwight Kessel Knoxville, TN		Director	N/A	N/A	N/A	0%	0%	N/A
Eric Stewart Knoxville, TN		Chief Operations Officer	N/A	N/A	N/A	0%	0%	N/A
Jeff Gibbs Knoxville, TN		Chief Information Officer	Chief Information Officer SouthEast Bank		N/A	0%	0%	N/A
Greg Sawyers Knoxville, TN		Chief Compliance Officer/Chief Risk Manager	Chief Compliance Officer SouthEast Bank		N/A	0%	0%	N/A

Item 4