

Board of Governors of the Federal Reserve System



Annual Report of Bank 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)). 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 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). 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 Bank Holding Companies* must be signed by one director of the top-tier bank holding company. This individual should also be a senior official of the top-tier bank holding company. In the event that the top-tier bank 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 bank holding company's fiscal year-end):
December 31, 2011
Month / Day / Year

I, **JUDY DILLON**

Name of the Bank Holding Company Director and Official

VICE PRESIDENT

Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

OVERTON FINANCIAL SERVICE INC

Legal Title of Bank Holding Company

201 EAST MAIN STREET

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

LIVINGSTON

TN

38570

City

State

Zip Code

Physical location (if different from mailing address)

attest that the *Annual Report of Bank Holding Companies* (including the supporting attachments) for this report date have 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.

Person to whom questions about this report should be directed:

PAUL ROBERTS

CPA

Name

Title

931-526-9726

Area Code / Phone Number / Extension

931-528-2420

Area Code / FAX Number

NONE

E-mail Address

Judy Dillon Sr. V.P.

Signature of Bank Holding Company Director and Official

1-17-2012

Date of Signature

For bank 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

C.I.

2854092

Address (URL) for the Bank 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

For Use By Tiered Bank Holding Companies

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

| | |
|--|--|
| Legal Title of Subsidiary Bank Holding Company | Legal Title of Subsidiary Bank Holding Company |
| (Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box | (Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box |
| City State Zip Code | City State Zip Code |
| Physical location (if different from mailing address) | Physical location (if different from mailing address) |
| Legal Title of Subsidiary Bank Holding Company | Legal Title of Subsidiary Bank Holding Company |
| (Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box | (Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box |
| City State Zip Code | City State Zip Code |
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| City State Zip Code | City State Zip Code |
| Physical location (if different from mailing address) | Physical location (if different from mailing address) |

FOR APPLICANT

Overton Financial Services, Inc.
Directors and Officers and Principal Shareholders
December 31, 2011

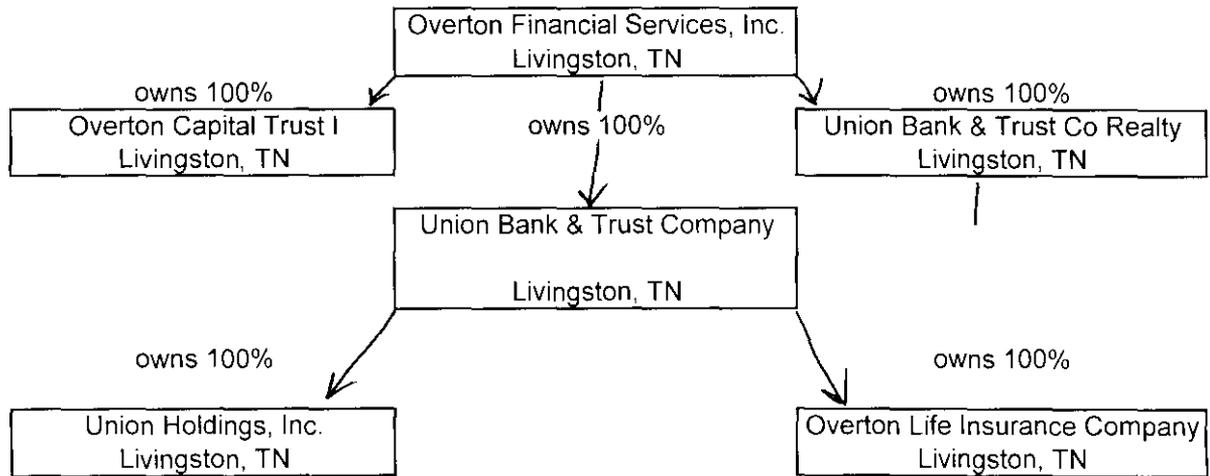
| Name and Address | Principal Occupation | Position With | | | Positions & Ownership Held in Other Financial Institutions | Shares/% Stock Owned in Overton Financial Serv. Inc | Other Business | Other Business If More Than 25% Held | |
|--------------------------------------|----------------------|----------------------------------|----------------------------|----------------------|--|---|----------------|--------------------------------------|---------|
| | | Overton Financial Services, Inc. | Union Bank & Trust Company | Union Holdings, Inc. | | | | Name of Business | Percent |
| Joyce Windle Livingston, TN 38570 | None | President/ Director | President/ Director | President | None | Common-7150- 92% | N/A | None | |

The percent of shares with power to vote in the subsidiary of the bank holding company-N/A

Overton Financial Services, Inc.
Report Item #3
Common Stock-Stockholders

| Name | Citizenship | # of Shares | % Ownership |
|--------------------------------------|-------------|-------------|-------------|
| Joyce Windle Livingston, TN 38570 | U.S. | 7150 | 92.00% |

Overton Financial Services, Inc.
Organizational Chart



The Company does not own directly or indirectly in excess of 5 percent of the shares of any class of voting securities of any other company.

Supplemental Questions A, B, C, and D are not applicable.

ITEM 1A and 1B are NONE.

ITEM 3, PART II is NOT APPLICABLE.

Overton Financial Services, Inc.
Report Item #2b
Branch Report

| | | | | | | | |
|--------------------|----------|------------------|------------|---------|-----------|-------|--------------|
| Main Street Branch | 1/1/1965 | 201 East Main St | Livingston | Overton | Tennessee | 38570 | Full Service |
| Rickman Branch | 1/1/1967 | 3903 Rickman Rd | Rickman | Overton | Tennessee | 38580 | Full Service |