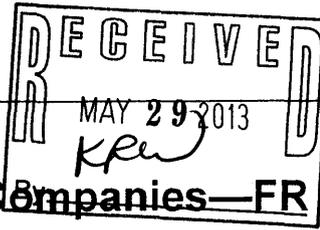


revised

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, JUDY DILLON

Reporter's Name, Street, and Mailing Address

**OVERTON FINANCIAL SERVICE, INC.**

Legal Title of Holding Company

**201 EAST MAIN STREET**

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

**LIVINGSTON**

**TN**

**38570**

City

State

Zip Code

Physical location (if different from mailing address)

Name of the Holding Company Director and Official

**VICE PRESIDENT**

Title of the Holding Company Director and Official

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:

**PAUL ROBERTS**

**CPA**

Name

Title

**931-526-9726**

Area Code / Phone Number / Extension

**931-528-2420**

Area Code / FAX Number

**NONE**

E-mail Address

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

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.

*Judy Dillon*  
Signature of Holding Company Director and Official

Date of Signature

**5-24-13**

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

**2854092**

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:

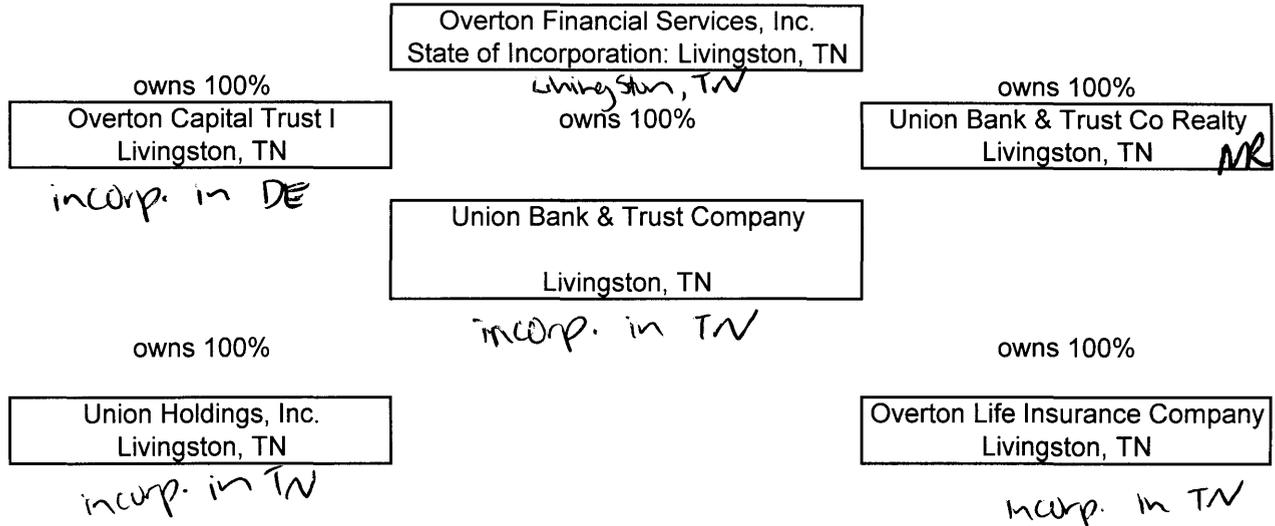
In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.

The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

revised

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.

*NR = Not Reportable  
(OREO)*

*OSP*

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 |

reused

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

| Name                                 | Citizenship | # of Shares | % Ownership |
|--------------------------------------|-------------|-------------|-------------|
| Joyce Windle<br>Livingston, TN 38570 | U.S.        | 5110        | 66.00%      |

Section 3.2-not applicable

FOR APPLICANT

revised

Overton Financial Services, Inc.  
Directors and Officers and Principal Shareholders  
December 31, 2012

| <u>Name and Address</u>              | <u>Principal Occupation</u> | <u>Position With</u>                    |                                       |                             | <u>Positions &amp; Ownership Held in Other Financial Institutions</u> | <u>Shares/% Stock Owned in Overton Financial Serv, Inc.</u> | <u>Other Business</u> | <u>Other Business If More Than 25% Held</u> |                |
|--------------------------------------|-----------------------------|---|---------------------------------------|-----------------------------|---|---|-----------------------|---|----------------|
|                                      |                             | <u>Overton Financial Services, Inc.</u> | <u>Union Bank &amp; Trust Company</u> | <u>Union Holdings, Inc.</u> |   |   |                       | <u>Name of Business</u>                     | <u>Percent</u> |
| Joyce Windle<br>Livingston, TN 38570 | None                        | President/<br>Director                  | President/<br>Director                | President                   | None  | Common-5,110- 66%   | N/A                   | None  |                |
| Judy Dillon<br>Livingston, TN 38570  | Vice-President              | Vice-President                          | Vice-President                        | Vice-President              | None  | None  | N/A                   | None  |                |

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