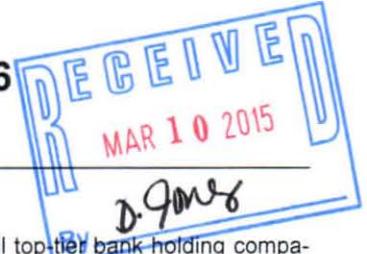


Board of Governors of the Federal Reserve System



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, 2014

Month / Day / Year

5493005N1DS6K930XH44

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

I, John V. Barker

Name of the Holding Company Director and Official

President and Director

Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

Squatchie Valley Bancshares, Inc.

Legal Title of Holding Company

P. O. Box 697

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

Dunlap TN 37327

City State Zip Code

15699 Rankin Avenue

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:

C. Ann Smith Assistant Vice President

Name Title

423-949-2173

Area Code / Phone Number / Extension

423-949-4562

Area Code / FAX Number

asmith@ctcbonline.com

E-mail Address

ctcbonline.com

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.

Signature of Holding Company Director and Official

03/03/2015

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 1085330

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.

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

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Legal Title of Subsidiary Holding Company

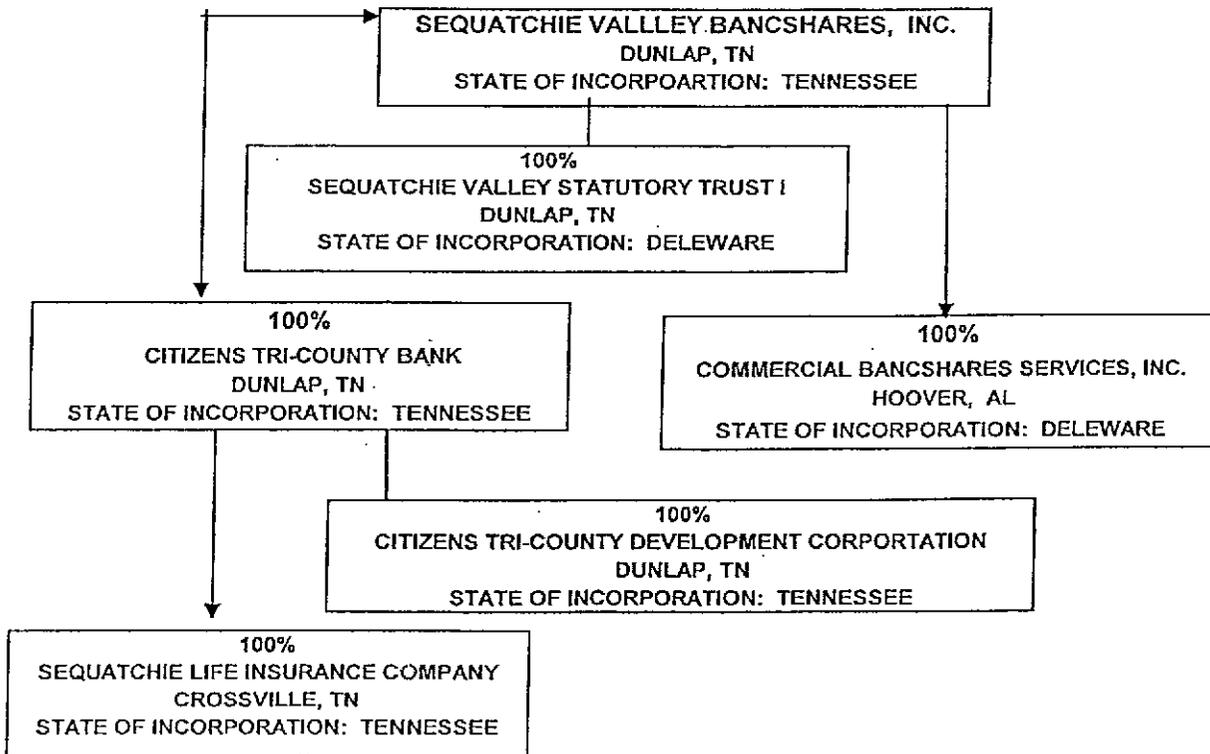
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City State Zip Code

Physical Location (if different from mailing address)

Form FR Y-6
Fiscal Year Ending December 31, 2014

- 1: a. Sequatchie Valley Bancshares, Inc. is not required to prepare form 10K with the Sec
- 1: b. Sequatchie Valley Bancshares, Inc. does not prepare an annual report for its shareholders. However, Citizens Tri-County Bank does prepare an Annual Disclosure Statement. Enclosed are two copies of the annual report.
- 2: a. Organizational Chart



**Form FR Y-6
Domestic Branch Listing**

2 b.

**Citizens Tri-County Bank
Coalmont Office
25709 SR 56
Grundy County
Coalmont, TN 37313
Limited Service**

**Citizens Tri-County Bank
McMinnville Main Office
101 West Main Street
Warren County
McMinnville, TN 37110
Full Service**

**Citizens Tri-County Bank
Main Office
15699 Rankin Avenue
Sequatchie County
Dunlap, TN 37327
Full Service**

**Citizens Tri-County Bank
McMinnville Plaza Office
1100 New Smithville Highway, Suite 700
Warren County
McMinnville, TN 37110
Full Service**

**Citizens Tri-County Bank
South Dunlap Motor Branch
7312 SR 28
Sequatchie County
Dunlap, TN 37327
Limited Service**

**Citizens Tri-County Bank
Mount Leo Branch
900 Beersheba Springs
Warren County
McMinnville, TN 37110
Limited Service**

**Citizens Tri-County Bank
Industrial Park Branch
92 Resource Road
Sequatchie County
Dunlap, TN 37327
Limited Service**

**Citizens Tri-County Bank
Monteagle Branch
143 College Street
Marion County
Monteagle, TN 37356
Full Service**

**Citizens Tri-County Bank
Altamont Office
1548 Main Street
Grundy County
Altamont, TN 37301
Full Service**

**Citizens Tri-County Bank
Palmer Branch
711 Main Street
Grundy County
Palmer, TN 37365
Full Service**

**Citizens Tri-County Bank
Jasper Office
4765 Main Street
Marion County
Jasper, TN 37347
Full Service**

**Citizens Tri-County Bank
Pikeville Branch
3468 Main Street
Bledsoe County
Pikeville, TN 37367
Full Service**

2 b. (page 2)

**Citizens Tri-County Bank
Signal Mountain Office
1306 Taft Highway
Hamilton County
Signal Mountain, TN 37377
Full Service**

**Citizens Tri-County Bank
Soddy Daisy Office
8575 Dayton Pike
Hamilton County
Soddy Daisy, TN 37379
Full Service**

**Citizens Tri-County Bank
South Pittsburg Office
402 North Cedar Avenue
Marion County
South Pittsburg, TN 37380
Full Service**

**Citizens Tri-County Bank
Spencer Branch
489 Spring Street
Van Buren County
Spencer, TN 38585
Full Service**

**Citizens Tri-County Bank
Tracy City Branch
26 Oak & Colyar Street
Grundy County
Tracy City, TN 37387
Full Service**

**Citizens Tri-County Bank
Tracy City Depot Office
481 Railroad Avenue
Grundy County
Tracy City, TN 37387
Full Service**

**Citizens Tri-County Bank
Tullahoma Main Office
201 North Jackson Street
Coffee County
Tullahoma, TN 37388
Full Service**

**Citizens Tri-County Bank
Tullahoma West Lincoln Office
501 West Lincoln Street
Coffee County
Tullahoma, TN 37388
Full Service**

**Citizens Tri-County Bank
Tullahoma Kings Lane Office
701 Kings Lane
Coffee County
Tullahoma, TN 37388
Limited Service**

**Citizens Tri-County Bank
Whitwell Office
14087 Highway 28
Marion County
Whitwell, TN 37398
Full Service**

**Citizens Tri-County Bank
2940 Highway 283
Marion County
Powell's Cross Road, TN 37397
Stand Alone ATM**

**Citizens Tri-County Bank
200 North Anderson Street
Coffee County
Tullahoma, TN 37388
Stand Alone ATM**

ATM's at each location

Form FR Y-6
 SEQUATCHIE VALLEY BANCSHARES, INC
 Fiscal Year Ending December 31, 2014

Report Item 3: Shareholders
 (1)(a)(b)(c) and (2)(a)(b)(c)

Current shareholders with ownership, control or holding of 5% or more with power to vote as of fiscal year ending December 31, 2014			Shareholders not listed in 3(1)(a) through 3(1)(c) that had ownership of 5% or more with power to vote during the fiscal year ending December 31, 2014		
(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
L. Thomas Austin DUNLAP, TN 37327	USA	4,475 30.14%	NONE		
Eunice Barker, Estate Dunlap, TN 37327	USA	1,254 8.45%			
Flavius A. Barker Dunlap, TN 37327	USA	1,499 10.10%			
H. Glenn Barker Dunlap, TN 37327	USA	2,417 16.29%			
John V. Barker Dunlap, TN 37327	USA	2,352 15.85%			

Form FR Y-6

Sequatchie Valley Bancshares, Inc.

Fiscal Year Ending December 31, 2014

Report Item 4: Insiders

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

(1) Names & Address 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 & Position with Others Businesses (include name's 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 held (List names of companies and percentage of voting securities held)
L. Thomas Austin Dunlap, TN 37327 USA	Attorney	Director & Secretary	Director & Secretary Citizens Tri-County Bank Director Citizens Tri-County Development Corp. Director Sequatchie Life Insurance Company	Austin, Davis & Mitchell Attorney-At-Law	30.14%	None	Ewton Funeral Home 32.50%
Flavius A. Barker Dunlap, TN 37327 USA	Retired	Director & Vice President	Director Citizens Tri-County Bank/Farming Operation Director Sequatchie Life Ins. Co. Director Citizens Tri-County Development Corp	Partner Sequatchie Associates, Inc. Partner/Barker Tractor & Equipment, LLC.	10.10%	None	Farming Operation 50%
H. Glenn Barker Dunlap, TN 37327 USA	N/A	President & Director	Chairman Citizens Tri-County Bank President Sequatchie Life Ins. Co. Director TN Business & Ind. Dev. Corp Director Citizens Tri-County Development Corp.	Partner Sequatchie Assoc. Partner Farming Operation	16.29%	None	Farming Operation 50%
John V. Barker Dunlap, TN 37327	N/A	Director	President & CEO & Director Citizens Tri-County Bank Director Sequatchie Life Ins. Co.	Treasurer Sequatchie Associates Director, Plateau Group Director, Financial Products & Services	15.85%	None	