

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, **Anthony T Moore**

Name of the Holding Company Director and Official
Chairman

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.

Reporter's Name, Street, and Mailing Address

Southeastern Bancorp, Inc

Legal Title of Holding Company

611 E College Street

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

Dickson

TN

37055

City

State

Zip Code

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:

Joe S. Corlew

Sr VP & CFO

Name

Title

615-446-2822

Area Code / Phone Number / Extension

615-446-3200

Area Code / FAX Number

jcorlew@fbtbn.com

E-mail Address

Anthony T. Moore
Signature of Holding Company Director and Official

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

MAR 28, 2014
Date of Signature

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 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 **3942050**
C.I. _____

Form FR Y-6

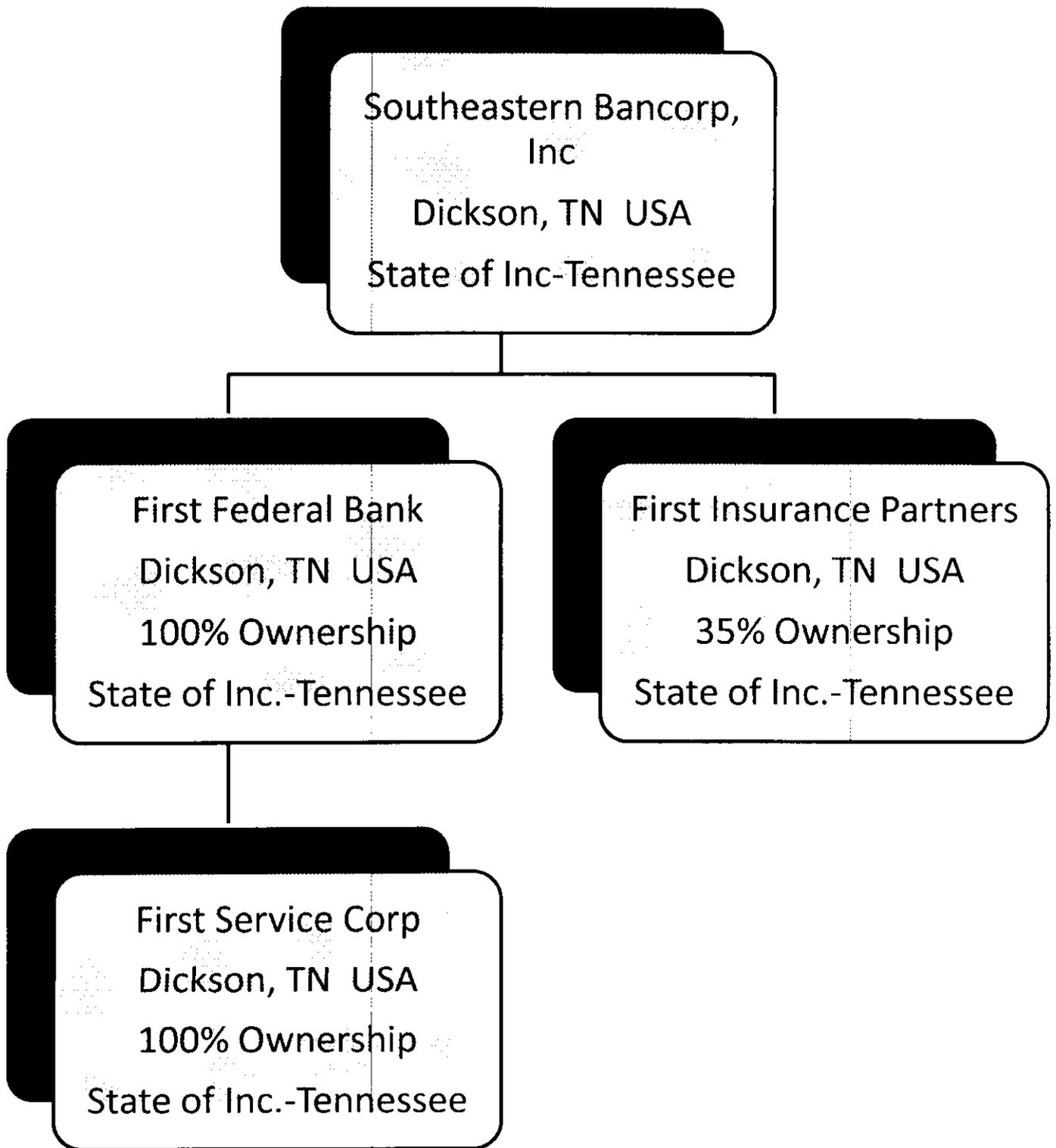
Southeastern Bancorp, Inc

Fiscal Year Ending December 31, 2013

Report Item 1: Annual Report to Shareholders

See accompanying Annual Report to Stockholders

Report Item 2.a Organizational Chart



Results: A list of branches for your depository institution: FIRST FEDERAL BANK (ID_RSSD: 220974).
 This depository institution is held by SOUTHEASTERN BANCORP, INC. (3842050) of DICKSON, 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)	220974	FIRST FEDERAL BANK	611 EAST COLLEGE STREET	DICKSON	TN	37055	DICKSON	UNITED STATES	42616		FIRST FEDERAL BANK	220974	
OK		Full Service	4173537	BURNS BRANCH	2310 HIGHWAY 96	BURNS	TN	37029	DICKSON	UNITED STATES	251145	106	FIRST FEDERAL BANK	220974	
OK		Full Service	4165176	CENTERVILLE BRANCH	737 HIGHWAY 100	CENTERVILLE	TN	37033	HICKMAN	UNITED STATES	277159	1	FIRST FEDERAL BANK	220974	
OK		Full Service	496135	CHARLOTTE BRANCH	2 COURT SQUARE	CHARLOTTE	TN	37036	DICKSON	UNITED STATES	220268	108	FIRST FEDERAL BANK	220974	
OK		Full Service	4165158	DICKSON BRANCH	200 HENSLEE DRIVE	DICKSON	TN	37055	DICKSON	UNITED STATES	464473	110	FIRST FEDERAL BANK	220974	
OK		Full Service	497730	HIGHWAY 46 MAIN BRANCH	601 HIGHWAY 46 SOUTH	DICKSON	TN	37055	DICKSON	UNITED STATES	6098	107	FIRST FEDERAL BANK	220974	
OK		Full Service	4165149	FAIRVIEW BOULEVARD BRANCH	2070 FAIRVIEW BOULEVARD	FAIRVIEW	TN	37062	WILLIAMSON	UNITED STATES	277160	100	FIRST FEDERAL BANK	220974	
OK		Full Service	4165130	MCEWAN BRANCH	9597 US HIGHWAY 70 EAST	MC EWEN	TN	37101	HUMPHREYS	UNITED STATES	464036	109	FIRST FEDERAL BANK	220974	
OK		Full Service	499837	NEW JOHNSONVILLE BRANCH	590 BROADWAY AVENUE	NEW JOHNSONVILLE	TN	37134	HUMPHREYS	UNITED STATES	189554	102	FIRST FEDERAL BANK	220974	
OK		Full Service	4173564	VANLEER BRANCH	4701 HIGHWAY 49 WEST	VANLEER	TN	37181	DICKSON	UNITED STATES	427718	104	FIRST FEDERAL BANK	220974	
OK		Full Service	501637	WAVERLY BRANCH	122 WEST MAIN STREET	WAVERLY	TN	37185	HUMPHREYS	UNITED STATES	973	101	FIRST FEDERAL BANK	220974	
OK		Full Service	4173573	WHITE BLUFF BRANCH	4363 HIGHWAY 70 EAST	WHITE BLUFF	TN	37187	DICKSON	UNITED STATES	427719	105	FIRST FEDERAL BANK	220974	

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Southeastern Bancorp, Inc

Fiscal Year Ending December 31, 2013

Report Item 3: Securities holders

(1)(a)(b)(c) and (2)(a)(b)(c)

Current securities holders with ownership, control or holdings of 5% of more with power to vote as of fiscal year ending 12-31-2013

(1)(a) Name, City , State Country	(1)(b) Country of Citizenship	(1)(c) Number and percentage of Each Class of Voting Securities
Anthony T Moore Dickson, TN, USA	<i>Undergraduate</i> USA	93-34%
Larry Vickers St Petersburg, FL, USA	USA	33-12%
Barney B Regen Dickson, TN , USA	USA	30-11%
Charles K Pruett Dickson, TN 37055, USA	USA	15-5%

Securities holders not listed in 3(1)(a)-3(1)(c) that had ownership, control or holdings of 5% of more with power to vote during the fiscal year ending 12-31-2013

None

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Southeastern Bancorp, Inc

Fiscal Year Ending December 31, 2013

Report Item 4: Insiders

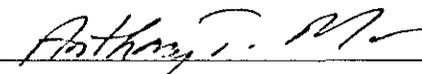
(1), (2), (3) and (4)(a)(b)(c)

(1) Name, City State Country	(2) Principal Occupation if other Than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of Subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) % of Voting Shares in Holding Company	(4)(b)% of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List Names of other companies (include partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Anthony T Moore Dickson, TN	Banker	Chairman President and Director	CEO & President First Federal Bank	*	34%	None	N/A
C.K. Pruett Dickson, TN	Contractor	Director	N/A	President, C.K.Pruett Construction	5%	None	N/A
Barney B Regen Dickson, TN	Attorney	Director	N/A	Principal, White Regen & Garton	11%	None	N/A
B.J. Smith Dickson, TN	Retired Physician	Director	N/A	N/A	2%	None	N/A
Reid Walker Dickson, TN	Retired Sales	Director	N/A	N/A	1%	None	N/A
Larry E Vickers St Petersburg, FL	Banker	Director	N/A	Chairman, Putnam 1 st Mercantile, Bank Cookeville, TN	12%	None	N/A
Jeannie Christy Dickson, TN	Banker	Secretary	Vice Pres	N/A	0%	None	N/A

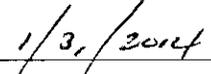
* see attach

Anthony T. Moore
 Schedule of Related Interests

Name of Entity	Type of Entity	Position	% Owned	Nature of Business
Southeastern Bancorp, Inc.	Corporation	Chairman, Pres & CEO	33.574%	Banking
First Investment Services, LLC	LLC	Member	33.33%	Investments
Canterbury Properties Partnership	Partnership	Partner	50%	Investment Property
Autumn Place, Inc.	Corporation	Secretary	50%	Rental Property
Dogwood Development Corporation	Corporation	Member	16.66%	Real Estate Investment
Quality Aircraft Sales, LLC	LLC	Member	51%	Aircraft Sales
Dickson Entertainment Equipment Co., LLC	LLC	Member	33.33%	Entertainment Bowling Alley
Canterbury Entertainment Properties	LLC	Member	33.33%	Investment Property
Square Mile Properties, LLC	LLC	Member	50%	Investment Property
Manhattan Group Properties LLC	LLC	Member	33.33%	Investment Property
Storekeeper Properties LLC	LLC	Member	33.33%	Investment Property



 Anthony T. Moore



 Date

BARNEY B. REGEN

Related Interests

December 31, 2013

Name of Entity: White, Regen & Garton, PLC
Type of Entity: Professional Limited Liability Company
Percent Owned: 33-1/3
Nature of Business: Law Practice
Transactions with FFB: Legal Services and Depository Relationship

Name of Entity: Mid-Cumberland Title & Abstract Company
Type of Entity: Partnership
Percent Owned: 33-1/3
Nature of Business: Real Estate Title Services
Transactions with FFB: Title Services and Depository Relationship

Name of Entity: K. und k. Handelsgesellschaft, m.b.H., L.P.
Type of Entity: Limited Partnership
Percent Owned: 33-1/3
Nature of Business: Real Estate Investments
Transactions with FFB: Loan and Depository Relationship

Name of Entity: GOTC Corporation
Type of Entity: Corporation
Percent Owned: 33-1/3
Nature of Business: Real Estate Investments
Transactions with FFB: None

Name of Entity: Southeastern Bancorp, Inc.
Type of Entity: Corporation
Percent Owned: 10.83
Nature of Business: Bank Holding Company
Transactions with FFB: Shareholder and Depository Relationship

Name of Entity: Safeguard Title, LLC
Type of Entity: Limited Liability Company
Percent Owned: 30
Nature of Business: Title Insurance
Transactions with FFB: None

Name of Entity: Dogwood Development Corporation
Type of Entity: Corporation
Percent Owned: 33-1/3
Nature of Business: Real Estate Investments
Transactions with FFB: Depository Relationship

Name of Entity: Nashai Biotech, LLC
Type of Entity: Limited Liability Company
Percent Owned: 28.24
Nature of Business: Dietary Supplement Production and Sales
Transactions with FFB: None

Name of Entity: The Noble House Corporation
Type of Entity: Corporation
Percent Owned: 28.24
Nature of Business: International Trade
Transactions with FFB: None

Name of Entity: Blackstone & Associates, LLC
Type of Entity: Limited Liability Company
Percent Owned: 100
Nature of Business: International Trade Consultant
Transactions with FFB: Depository Relationship

Name of Entity: Skyview Leasing and Development, LLC
Type of Entity: Limited Liability Company
Percent Owned: 33-1/3
Nature of Business: Real Estate Investments
Transactions with FFB: None

<u>Name of Entity</u>	<u>Type of Entity</u>	<u>% Owned</u>	<u>Nature of Business</u>	<u>Details of Any Know Transactions w/FFB</u>
C. K. Pruett Construction Inc.	Corporation	100%	Construction	Loan & Deposit Accounts
Pruett Properties	Prop.	100%	Rental Property	Loan & Deposit Accounts
Canterbury Entertainment Properties	LLC	33%	Investment Property	Deposit Account
*Autumn Place Inc.	Corporation	50%	Investment Property	Deposit Account
Canterbury Properties	Partnership	50%	Investment Property	Deposit Account
Dickson Entertainment Eqpt	LLC	33%	Investment Property	Deposit Account
First Investment Services	LLC	33%	Investment Services	Loan & Deposit Accounts
Manhattan Group Properties	LLC	50%	Investment Property	Deposit Account
Storekeeper Properties	LLC	50%	Investment Property	Deposit Account

*Autumn Place Inc. , owns a 2/3 interest in a commercial lot located at Hwy 70 E. Dickson, TN. With Duke Family Partnership L. P.



SIGNATURE

1-24-13

Date

Larry Vickers

<u>Name of Entity</u>	<u>Type</u>	<u>Ownership %</u>	<u>Nature of Business</u>
Putnam 1st Mercantile Bank	Corporation	11.10%	Commercial Bank
Mercantile, LLC	LLC	25%	Real Estate
Henezer & Vickers	Partnership	50%	Real Estate
The Vickers Foundation	503-L Charity	0%	Charity