

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, Joe H. Pugh

Reporter's Name, Street, and Mailing Address

Security Bancorp, Inc.

Legal Title of Holding Company

P. O. Box 7027

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

McMinnville TN 37111

City State Zip Code

306 West Main Street, McMinnville, TN 37110

Physical location (if different from mailing address)

Name of the Holding Company Director and Official

President/CEO

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:

Joe H. Pugh President/CEO

Name Title

931-473-4483

Area Code / Phone Number / Extension

931-473-5644

Area Code / FAX Number

joe.pugh@secfed.net

E-mail Address

www.secfed.net

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

3-21-13

Date of Signature

For holding companies not registered with the SEC— Indicate status of Annual Report to Shareholders: [X] 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 3842064 C.I. \_\_\_\_\_

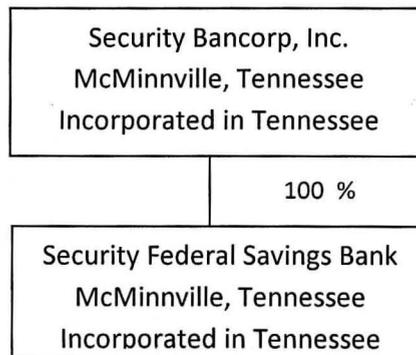
Does the reporter request confidential treatment for any portion of this submission? [ ] Yes Please identify the report items to which this request applies: [ ] In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided. [ ] The information for which confidential treatment is sought is being submitted separately labeled "Confidential." [X] No

Form FR Y-6

Security Bancorp, Inc.  
McMinnville, Tennessee  
Fiscal Year Ending December 31, 2012

Report Item

1. The bank holding company prepares an annual report for its securities holders. Two copies are enclosed.
2. Organizational Chart



- 2b. Submitted via email on March 12, 2013.

**Results:** A list of branches for your depository institution: SECURITY FEDERAL SAVINGS BANK OF MCMINNVILLE (ID\_RSSD: 631178).  
 This depository institution is held by SECURITY BANCORP, INC. (3842069) of MCMINNVILLE, TN.  
 The data are as of 12/31/2012. Data reflects information that was received and processed through 02/24/2013.

#### 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
OK		Full Service (Head Office)	631178	SECURITY FEDERAL SAVINGS BANK OF MCMINNVILLE	306 WEST MAIN STREET	MCMINNVILLE	TN	37110-252
OK		Full Service	3917659	SMITHVILLE HIGHWAY BRANCH	1017 NEW SMITHVILLE HIGHWAY	MCMINNVILLE	TN	37110

OK		Full Service		3924415	MANCHESTER HIGHWAY BRANCH	5839 MANCHESTER HIGHWAY	MORRISON	TN	37537
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Form FR Y-6  
 Security Bancorp, Inc.  
 Fiscal Year Ending December 31, 2012

Report Item 3: Securities holders  
 1 (a,b,c) and 2 (a,b,c)

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-12	Securities holders not listed in 3(1)(a) through 3(1)c that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-2012
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1 (a) Name City, State, Country	1 (b) Country of Citizenship	1 (c) Number and Percentage of Each Class of Voting Securities	2 (a) Name City, State, Country	2(b) Country of Citizenship	2 (c) Number and Percentage of Each Class of Voting Securities
Joe H. Pugh McMinnville, TN USA	USA	39,096 -- 10.09% Common Stock	None		
Robert W. Newman McMinnville, TN USA	USA	20,118--5.19% Common Stock			

Form FR Y-6  
Security Bancorp, Inc.  
Fiscal Year Ending December 31, 2012

**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	(3)c Title & Position with Other Businesses	(4)a Percentage of Voting Shares in Bank Holding Company	(4)b Percentage of Voting Shares in Subsidiaries	(4)c List names of other companies if 25% or more of voting securities are held (name and percentage)
Joe H. Pugh McMinnville, TN USA	N/A	Director & President/CEO	Director & President/CEO Security Federal Savings Bank	N/A	10.09%	0	N/A
Robert W. Newman McMinnville, TN USA	Attorney	Director & Chairman	Director & Chairman Security Federal Savings Bank	Partner	5.19%	0	N/A
Earl H. Barr McMinnville, TN USA	Barr's Inc.	Director & Vice Chairman	Director & Vice Chairman Security Federal Savings Bank	Owner/Manager-- Barr's Inc.	4.91%	0	51%--Barr's Inc.
Dr. John T. Mason III Cookeville, TN USA	N/A	Director	Director Security Federal Savings Bank	N/A	1.82%	0	N/A
Larry E. Brown McMinnville, TN USA	N/A	Director	Director & Exec Vice President Security Federal Savings Bank	N/A	1.31%	0	N/A
Dr. Franklin J. Noblin McMinnville, TN USA	N/A	Director	Director Security Federal Savings Bank	N/A	2.63%	0	N/A
Ray ("Buzz") Spivey, Jr. McMinnville, TN USA	Cumberland Lumber & Mfg, Inc.	Director	Director Security Federal Savings Bank	President--Cumberland Lumber & Mfg, Inc.	1.50%	0	N/A
Danny Martin McMinnville, TN USA	Security Federal Savings Bank	N/A	Sr. Vice President Security Federal Savings Bank	N/A	0.38%	0	N/A
Ken Martin McMinnville, TN USA	Security Federal Savings Bank	N/A	Sr. Vice President Security Federal Savings Bank	N/A	0.64%	0	N/A
Wayne Martin McMinnville, TN USA	Security Federal Savings Bank	N/A	Chief Operations Officer Security Federal Savings Bank	N/A	0.39%	0	N/A

(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	(3)c Title & Position with Other Businesses	(4)a Percentage of Voting Shares in Bank Holding Company	(4)b Percentage of Voting Shares in Subsidiaries	(4)c List names of other companies if 25% or more of voting securities are held (name and percentage)
Barbara A. Page McMinnville, TN USA	Security Federal Savings Bank	N/A	Sr. Vice President Security Federal Savings Bank	N/A	0.97%	0	N/A
Sherry Clendenon McMinnville, TN USA	Security Federal Savings Bank	N/A	Sr. Vice President Security Federal Savings Bank	N/A	0.38%	0	N/A
Angela Brown McMinnville, TN USA	Security Federal Savings Bank	N/A	Chief Financial Officer Security Federal Savings Bank	N/A	0.38%	0	N/A