

Board of Governors of the Federal Reserve System



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By: P

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, W. Andrew Billingsley
Name of the Bank Holding Company Director and Official
VP and Director
Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address
Sequatchie County Bancorp, Inc.
Legal Title of Bank Holding Company
P. O. Box 729
(Mailing Address of the Bank Holding Company) Street / P.O. Box
Dunlap TN 37327
City State Zip Code
17114 Rankin Avenue
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:
Marvin L. Price VP
Name Title
(423) 949-2146
Area Code / Phone Number / Extension
(423) 949-5316
Area Code / FAX Number
marvinprice@mtnvalleybank.com
E-mail Address
mtnvalleyonline.com
Address (URL) for the Bank Holding Company's web page

W. Andrew Billingsley
Signature of Bank Holding Company Director and Official
March 28, 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 1134751
C.I. _____

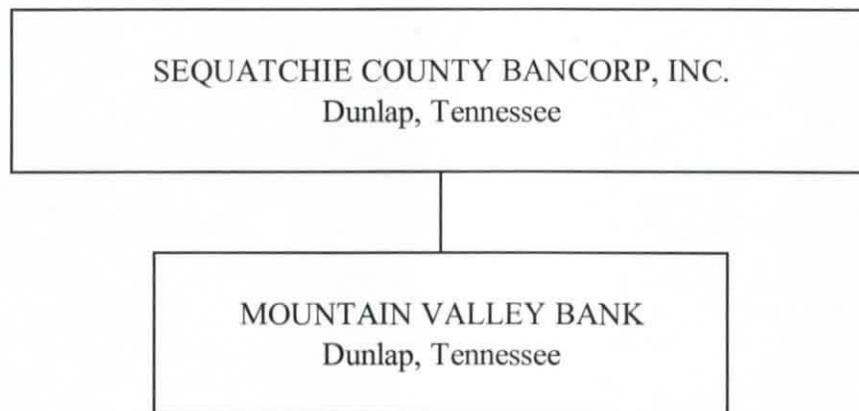
Does the reporter request confidential treatment for any portion of this submission?
 Yes Please identify the report items to which this request applies:
 In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.
 The information for which confidential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

SEQUATCHIE COUNTY BANCORP, INC.
ANNUAL REPORT OF BANK HOLDING COMPANIES -- FR Y6
December 31, 2011

1. ANNUAL REPORT TO SHAREHOLDERS

An annual report to shareholders is not prepared.

2a. ORGANIZATION CHART



Sequatchie County Bancorp, Inc. is a one-bank holding company that owns 100% of Mountain Valley Bank.

2b. DOMESTIC BRANCH LISTING

Submitted via email on March 28, 2012.

3. SECURITIES HOLDERS

1. See EXHIBIT A

2. NONE

4. INSIDERS

See EXHIBIT B

EXHIBIT A

SEQUATCHIE COUNTY BANCORP, INC.
LIST OF SHAREHOLDERS WITH FIVE PERCENT (5%)
OR MORE OF VOTING POWER
December 31, 2011

| <u>NAME AND ADDRESS OF SHAREHOLDERS</u> | <u>COUNTRY OF CITIZENSHIP</u> | <u>NUMBER OF SHARES AND PERCENT OF VOTING SHARES</u> | |
|---|-----------------------------------|--|-------|
| David F. Barker Dunlap, Tennessee 37327 | United States | 888 | 3.43% |
| Dorris B. Birchett Dunlap, Tennessee 37327 | United States | 1,883 | 7.27% |
| Jane Britt Brown Dunlap, Tennessee | United States | 1,600 | 6.18% |

EXHIBIT B

SEQUATCHIE COUNTY BANCORP, INC.
LIST OF DIRECTORS, OFFICERS AND PRINCIPAL SHAREHOLDERS
December 31, 2011

| (1) Name & Address | (2) Principal Occupation If other than Bank Holding Company | (3)(a) Title & Position Bank Holding Company | (3)(b) Title & Position with Subsidiary (Mountain Valley Bank) | (3)(c) Title & Position with Other Businesses | (4)(a) Percentage of Voting Shares in Holding Company | (4)(b) Percentage of Voting Shares in Subsidiaries | (4)(c) Names of Other Companies with 25% or more Voting Securities |
|--|--|---|---|---|--|---|---|
| Wendell A. Spicer Dunlap, TN 37327 | Retired | Director/ Chairman | Director/ Chairman | Partner - Timberwood Dev. Co Dunlap, TN | 0.81% | N/A | Timberwood (33.33%) |
| Wendell A. Billingsley Dunlap, TN 37327 | Banker | Vice-President | President / CEO Director | N/A | 0.09% | N/A | N/A |
| W. Randolph Allen Dunlap, TN 37327 | Optomitrice | Director | Director | Owner - Sequatchie Valley Eye Care Dunlap, TN | 0.27% | N/A | Eye Care (100%) |
| Stephen T. Greer Dunlap, TN 37327 | Attorney | Director | Director | Owner - Stephen T. Greer, PC Dunlap, TN Partner - Timberwood Dev. Co Dunlap, TN Partner Hamilton - Sequatchie Partners Dunlap, TN | 4.90% | N/A | Greer, PC (100%) Timberwood (33.33%) Ham - Seq Partners (25%) |
| T. A. Greer, Jr. Dunlap, TN 37327 | Retired Circuit Judge Attorney | Director | Director | N/A | 2.74% | N/A | N/A |

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December 31, 2011

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|---|--|---|---|--|--|---|--|
| C. Gene Hixson Dunlap, TN 37327 | Retired | Director | Director | N/A | 1.54% | N/A | N/A |
| Lynn Johnson Dunlap, TN 37327 | USDA | Director | Director | Partner The Victor Johnson Farm Dunlap, TN | 2.97% | N/A | Johnson Farm (56%) |
| James W. Kelly Dunlap, TN 37327 | Real Estate Agent | Director | Director | N/A | 1.39% | N/A | N/A |
| William L. Kelly Dunlap, TN 37327 | Self-employed | Director | Director | N/A | 0.58% | N/A | N/A |
| Charles F. Wilson Dunlap, TN 37327 | Retired | Director | Director | N/A | 4.63% | N/A | N/A |
| Marvin L. Price Dunlap, TN 37327 | Banker | Vice-President | SVP & CFO | N/A | 0.50% | N/A | N/A |
| Gayla A. Harmon Dunlap, TN 37327 | Banker | Secretary | Asst. Vice-President | N/A | 0.02% | N/A | N/A |

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December 31, 2011

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|--|--|---|---|--|--|---|--|
| David F. Barker Dunlap, TN 37327 | Real Estate Agent | Principal Shareholder | N/A | N/A | 3.43% | N/A | N/A |
| Dorris B. Birchett Dunlap, TN 37327 | Homemaker | Principal Shareholder | N/A | N/A | 7.27% | N/A | N/A |

Results: A list of branches for your BHC: SEQUATCHIE COUNTY BANCORP, INC. (1134751) of DUNLAP, TN. The data are as of 12/31/2011. Data reflects information that was received and processed through 01/05/2012.

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

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**

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,

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 | Branch Service Type | Branch ID_RSSD* | Popular Name | Street Address | City | State | Zip | County |
|------|---------------------|-----------------|----------------------|---------------------|----------|-------|-------|-----------|
| OK | Full Service (Head | 714437 | MOUNTAIN VALLEY BANK | 17114 RANKIN AVENUE | DUNLAP | TN | 37327 | SEQUATCHI |
| OK | Full Service | 1837034 | HIGHWAY 28 OFFICE | 6884 SR 28 | DUNLAP | TN | 37327 | SEQUATCHI |
| OK | Full Service | 3635627 | MONTEAGLE BRANCH | 25 DIXIE LEE AVENUE | MONTEAGL | TN | 37356 | MARION |