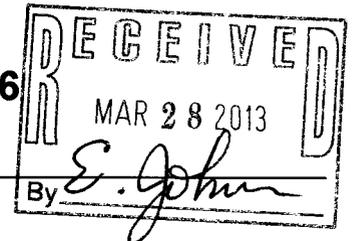


Board of Governors of the Federal Reserve System



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, W. Andrew Billingsley

Name of the Holding Company Director and Official

VP and Director

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

Sequatchie County Bancorp, Inc.

Legal Title of Holding Company

P. O. Box 729

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

Dunlap TN 37327

City State Zip Code

17114 Rankin Avenue

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:

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

Signature of Holding Company Director and Official

03/22/2013

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 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

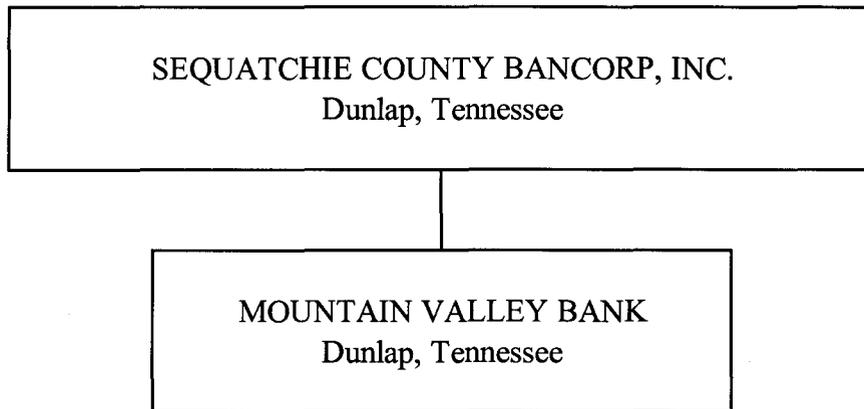
Address (URL) for the Holding Company's web page

SEQUATCHIE COUNTY BANCORP, INC.
ANNUAL REPORT OF BANK HOLDING COMPANIES -- FR Y6
December 31, 2012

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 21, 2013.

3. SECURITIES HOLDERS

1. See EXHIBIT A

2. NONE

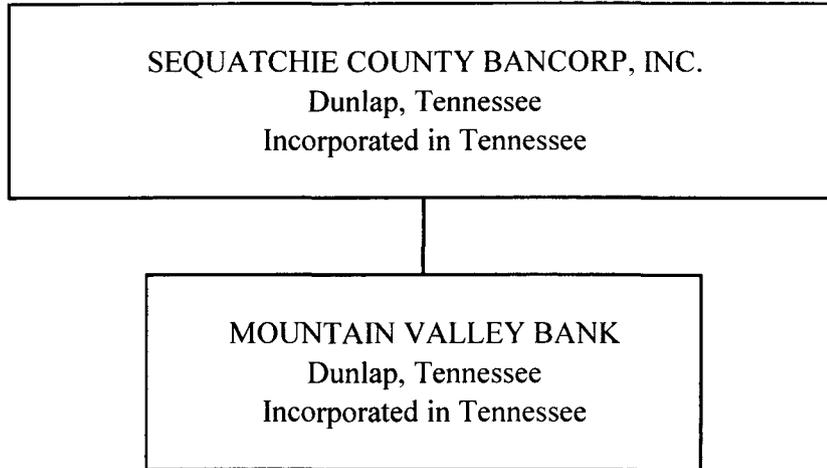
4. INSIDERS

See EXHIBIT B

Revised

SEQUATCHIE COUNTY BANCORP, INC.
ANNUAL REPORT OF BANK HOLDING COMPANIES -- FR Y6
December 31, 2012

2a. ORGANIZATION CHART



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

Results: A list of branches for your depository institution: MOUNTAIN VALLEY BANK (ID_RSSD: 714437). This depository institution is held by SEQUATCHIE COUNTY BANCORP, INC. (1134751) of DUNLAP, 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 val

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 Da**

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, 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	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip
OK	3/21/2013	Full Service (Head	714437	MOUNTAIN VALLEY BANK	17114 RANKIN AVENUE	DUNLAP	TN	37327
OK	3/21/2013	Full Service	1837034	HIGHWAY 28 OFFICE	6884 SR 28	DUNLAP	TN	37327

OK	3/21/2013	Full Service	3635627	MONTEAGLE BRANCH	25 DIXIE LEE AVENUE	MONTEAGL	TN	37356
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id in the **Effective Date** column.

te column.

or Add.

County	Country	FDIC UNINUM*	Office	Head Office	Head Office ID_RSSD*	Comment
SEQUATCHI	UNITED	1124	0	MOUNTAIN VALLEY BANK	714437	
SEQUATCHI	UNITED	190021	1	MOUNTAIN VALLEY BANK	714437	

MARION	UNITED	420305	2	MOUNTAIN VALLEY BANK	714437
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EXHIBIT A

SEQUATCHIE COUNTY BANCORP, INC.
LIST OF SHAREHOLDERS WITH FIVE PERCENT (5%)
OR MORE OF VOTING POWER
December 31, 2012

<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	38	0.15%
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

Revised

SEQUATCHIE COUNTY BANCORP, INC.
LIST OF DIRECTORS, OFFICERS AND PRINCIPAL SHAREHOLDERS
December 31, 2012

(1) Name, City, State, Country	(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 USA	Retired	Director/ Chairman	Director/ Chairman	Partner - Timberwood Dev. Co Dunlap, TN	0.81%	N/A	Timberwood (33.33%)
Wendell A. Billingsley Dunlap, TN 37327 USA	Banker	Vice-President	President / CEO Director	N/A	0.09%	N/A	N/A
W. Randolph Allen Dunlap, TN 37327 USA	Optometrist	Director	Director	Owner - Sequatchie Valley Eye Care Dunlap, TN	0.27%	N/A	Eye Care (100%)
Stephen T. Greer Dunlap, TN 37327 USA	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%)
C. Gene Hixson Dunlap, TN 37327 USA	Retired	Director	Director	N/A	1.54%	N/A	N/A

Revised

EXHIBIT B

SEQUATCHIE COUNTY BANCORP, INC.
LIST OF DIRECTORS, OFFICERS AND PRINCIPAL SHAREHOLDERS
December 31, 2012

(1) Name, City, State, Country	(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
Lynn Johnson Dunlap, TN 37327 USA	USDA	Director	Director	Partner The Victor Johnson Farm Dunlap, TN	2.97%	N/A	Johnson Farm (56%)
James W. Kelly Dunlap, TN 37327 USA	Real Estate Agent	Director	Director	N/A	1.39%	N/A	N/A
William L. Kelly Dunlap, TN 37327 USA	Real Estate Agent	Director	Director	N/A	0.58%	N/A	N/A
Marvin L. Price Dunlap, TN 37327 USA	Banker	Vice-President	SVP & CFO	N/A	0.50%	N/A	N/A
Gayla A. Harmon Dunlap, TN 37327 USA	Banker	Secretary	Asst, Vice-President	N/A	0.02%	N/A	N/A