



Board of Governors of the Federal Reserve System



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, F. Stephen Miller

Reporter's Name, Street, and Mailing Address

SouthEast Bancshares, Inc.

Legal Title of Bank Holding Company

P.O. Box 1806

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

Athens TN 37371

City State Zip Code

1878 S. Congress Pkwy Athens, TN 37303

Physical location (if different from mailing address)

Name of the Bank Holding Company Director and Official

Director / Chairman / CEO

Title of the Bank Holding Company Director and Official

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.

Person to whom questions about this report should be directed:

Shellie Fugate Chief Financial Officer

Name Title

4237456444

Area Code / Phone Number / Extension

4237459435

Area Code / FAX Number

sfugate@southeastbank.net

E-mail Address

None

Address (URL) for the Bank 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.

F. Stephen Miller
Signature of Bank Holding Company Director and Official

03-27-12
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 3486614
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 Bank Holding Companies

Top-tiered bank holding companies must list the names, mailing address, and physical locations of each of their subsidiary bank holding companies below.

Legal Title of Subsidiary Bank Holding Company	Legal Title of Subsidiary Bank Holding Company
(Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical location (if different from mailing address)	Physical location (if different from mailing address)
Legal Title of Subsidiary Bank Holding Company	Legal Title of Subsidiary Bank Holding Company
(Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box
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City State Zip Code	City State Zip Code
Physical location (if different from mailing address)	Physical location (if different from mailing address)

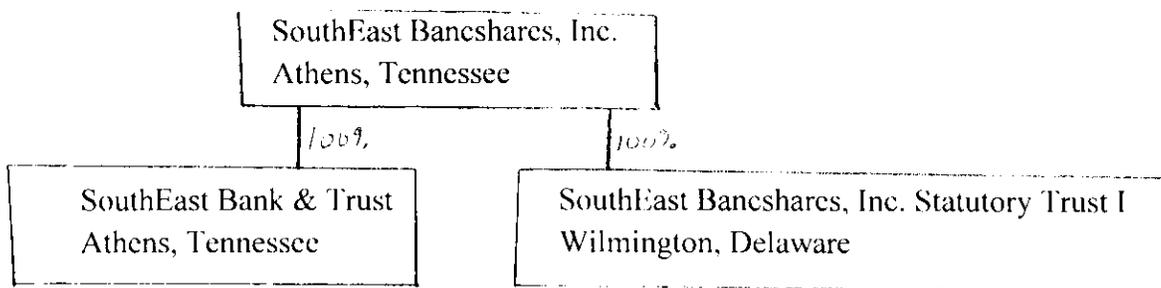
Form FR Y-6

SouthEast Bancshares, Inc.
Athens, Tennessee
Fiscal Year Ended December 31, 2011

Report Item

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

2a. Organizational Chart



2b. Domestic Branch Listing Attached

3. Securities Holders:

(1)(a) F. Stephen Miller
Decatur, Tennessee

(1)(b) USA

(1)(c) 34,400 – 3.60% common stock
36,500 – 2.81% common stock options

(2) None

4. Insiders Listing Attached

Results: A list of branches for your depository institution: SOUTHEAST BANK & TRUST (ID: RSSD: 3110197). This depository institution is held by SOUTHEAST BANCSHARES, INC. (3486614) of ATHENS, 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 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 ID_RSSD*	Branch Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		3110197	SOUTHEAST BANK & TRUST	1878 SOUTH CONGRESS PARKWAY	ATHENS	TN	37203	MCMINN	UNITED STATES	362261		0 SOUTHEAST BANK & TRUST	3110197	
OK		3593361	KEITH STREET BRANCH	1701 KEITH STREET, NW	CLEVELAND	TN	37311	BRADLEY	UNITED STATES	460595		5 SOUTHEAST BANK & TRUST	3110197	
OK		3275975	DAYTON BRANCH	3995 RHEA COUNTY HIGHWAY	DAYTON	TN	37321	RHEA	UNITED STATES	429265		3 SOUTHEAST BANK & TRUST	3110197	
OK		3110535	DECATUR BRANCH	17670 STATE HIGHWAY 58 NORTH	DECATUR	TN	37322	MEIGS	UNITED STATES	363513		1 SOUTHEAST BANK & TRUST	3110197	
OK		3989548	COOTTEWAW OFFICE	9218 LEE HIGHWAY	COOTTEWAW	TN	37363	HAMILTON	UNITED STATES	495255		8 SOUTHEAST BANK & TRUST	3110197	
OK		634453	SPRING CITY BRANCH	285 FRONT STREET	SPRING CITY	TN	37381	RHEA	UNITED STATES	192576		6 SOUTHEAST BANK & TRUST	3110197	
OK		3469526	TEN MILE BRANCH	2598 STATE HIGHWAY 304	TEN MILE	TN	37885	MEIGS	UNITED STATES	451385		4 SOUTHEAST BANK & TRUST	3110197	

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 SouthEast Bancshares, Inc.
 Fiscal Year Ended 12/31/11

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Names & Address (City, State, Country)	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries (include names of subsidiaries)	Title & Position with Other Businesses (include names of other businesses)	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Subsidiaries (include names and subsidiaries)	List names of other companies (includes partnerships) if 25% or more of voting securities are held (list names of companies and percentage of voting securities held)
Sandra B. Boyd Athens, TN USA	VP Human Resources	Director	Director (SouthEast Bank & Trust)	Director, Corporate Secretary & VP Human Resources (Crescent Sock Company) Director & Corporate Secretary (The Dycho Co.) Director & Corporate Secretary (Dycho Development) Director & VP & Secretary/Treasurer (CSP Realty Co, Inc.)	1.00%	None	Crescent Sock Company (32%); CSP Realty Co, Inc. (33.3%)
Sidney W. Breaux Athens, TN USA	Banker	Director & EVP	Director & CEO (SouthEast Bank & Trust)	None	2.89%	None	None
William M. Buchanan Decatur, TN USA	Retired	Director	Director (SouthEast Bank & Trust)	President (Southern Hydraulic Cylinders, Inc.)	2.28%	None	Southern Hydraulic Cylinders, Inc. (50%)
James W. Dewhirst Decatur, TN USA	Banker	SVP	SVP (SouthEast Bank & Trust)	None	1.07%	None	None
M. Shellie Fugate Dayton, TN USA	Banker	CFO	CFO (SouthEast Bank & Trust)	None	1.51%	None	None
John G. Haile Cleveland, TN USA	Retired	Director	Director (SouthEast Bank & Trust)	None	0.50%	None	None
Tom B. Hughes III Athen, TN USA	Banker	Director & President	Director & President/COO (SouthEast Bank & Trust)	None	4.30%	None	None
C. William Inman Ten Mile, TN USA	Farming	Director	Director (SouthEast Bank & Trust)	None	0.54%	None	None
Gary L. Mason Niota, TN USA	Dairy Farming	Director	Director (SouthEast Bank & Trust)	None	0.45%	None	None

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 SouthEast Bancshares, Inc.
 Fiscal Year Ended 12/31/11

(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 Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names and subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (list names of companies and percentage of voting securities held)
✓ F. Stephen Miller Decatur, TN USA	Banker	Director, Chairman, & CEO	Director (SouthEast Bank & Trust)	Owner (Southern Hydraulic Cylinders, Inc.)	6.41%	None	Southern Hydraulic Cylinders, Inc. (50%)
✓ Calvin D. Rockholt Decatur, TN USA	State of TN District Attorney General Criminal Investigator	Director	Director (SouthEast Bank & Trust)	None	1.01%	None	None
✓ R. Carter Runyan Athens, TN USA	CPA	Director	Director (SouthEast Bank & Trust)	Partner (Jackson & Runyan CPA, PLLC)	0.69%	None	Jackson & Runyan CPA, PLLC (50%)
✓ Jerry D. Smith Decatur, TN USA	Banker	Director & SVP	Director & EVP (SouthEast Bank & Trust)	None	3.06%	None	None
✓ Paul L. Smith Athens, TN USA	Attorney	Director	Director (SouthEast Bank & Trust)	None	2.24%	None	None
✓ Martin C. Wilhelm Athens, TN USA	Dentist	Director	Director (SouthEast Bank & Trust)	None	4.19%	None	None
✓ Shirley S. Woodcock Athens, TN USA	Oil Distributor	Director	Director (SouthEast Bank & Trust)	VP & Secretary (Sweetwater Valley Oil Co., Inc.) Member (S&S Land, LLC) Member (S Star Subway, LLC)	0.93%	None	Sweetwater Valley Oil Co., Inc. (50%); S&S Land, LLC (50%); S Star Subway, LLC (20%)