

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.

I, Donald Richardson

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.

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.

Donald Richardson
 Signature of Holding Company Director and Official

March 19, 2015
 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 1005299
 C.I. _____

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2014

Month / Day / Year

N/A

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address

Dickson Financial Corporation

Legal Title of Holding Company

P.O. Box 707

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

Dickson TN 37056
 City State Zip Code

466 Hwy 46S, Dickson, TN 37056

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Michael Powell Secretary

Name Title

615-446-3732

Area Code / Phone Number / Extension

615-446-8986

Area Code / FAX Number

mpowell@bankofdickson.com

E-mail Address

www.bankofdickson.com

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

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.

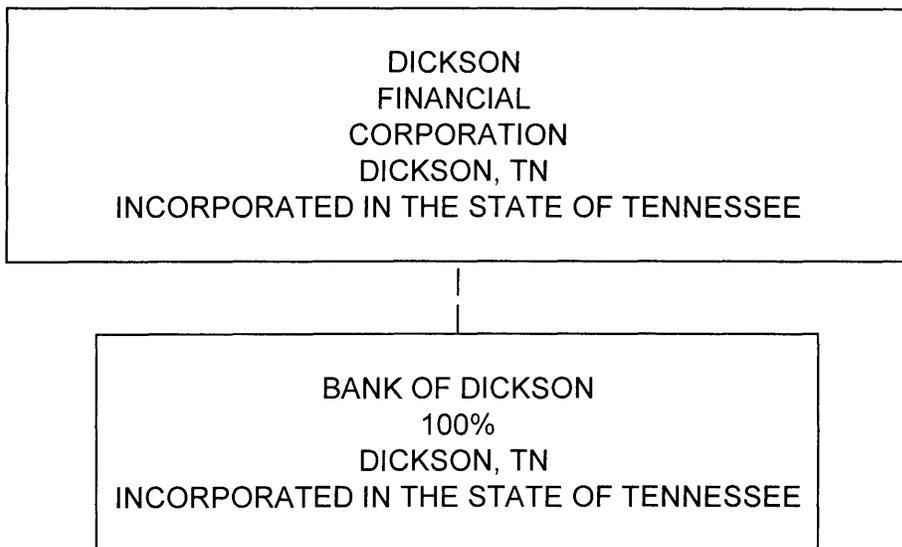
The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

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Reporting Form FR Y-6
Dickson Financial Corporation
FYE 12-31-14

Report Item 1: The BHC is not required to prepare form 10K with the SEC
 The BHC does prepare an annual report for its shareholders.
 Enclosed are two copies of the annual report

Report Item 2a: Organizational Chart:



Results: A list of branches for your holding company: DICKSON FINANCIAL CORPORATION (1085899) of DICKSON, TN.
 The data are as of 12/31/2014. Data reflects information that was received and processed through 01/07/2015.

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)	638131	BANK OF DICKSON	466 HIGHWAY 46	DICKSON	TN	37055	DICKSON	UNITED STATES	11339		0 BANK OF DICKSON	638131	
OK		Full Service	1167236	HENSLEE DRIVE BRANCH	107 HENSLEE DRIVE	DICKSON	TN	37055	DICKSON	UNITED STATES	241464		3 BANK OF DICKSON	638131	
OK		Full Service	711838	MAIN STREET OFFICE	101 NORTH MAIN STREET	DICKSON	TN	37055	DICKSON	UNITED STATES	241463		2 BANK OF DICKSON	638131	
OK		Full Service	2578941	POMONA OFFICE	1924 HIGHWAY 46 SOUTH	DICKSON	TN	37055	DICKSON	UNITED STATES	241465		4 BANK OF DICKSON	638131	

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Report Item 2b: Domestic Branch Listing

<u>Data Action</u>	<u>Effective Date</u>	<u>Branch Service Type</u>	<u>Branch ID RSSD</u>	<u>Branch Popular Name</u>	<u>Street Address</u>	<u>City</u>	<u>State</u>	<u>Zip Code</u>	<u>County</u>	<u>Country</u>	<u>Head Office</u>
Correct	N/A	Full Service (Head Office)	638131	Bank of Dickson	466 Highway 46 South	Dickson	TN	37056	Dickson	United States	Bank of Dickson
Correct	N/A	Full Service	1167236	Henslee Drive Branch	107 Henslee Drive	Dickson	TN	37056	Dickson	United States	Bank of Dickson
Correct	N/A	Full Service	711838	Main Street Office	101 North Main Street	Dickson	TN	37056	Dickson	United States	Bank of Dickson
Correct	N/A	Full Service	2578941	Pomona Office	1924 Highway 46 South	Dickson	TN	37056	Dickson	United States	Bank of Dickson

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Report Item 3(1): Current Shareholders with ownership, control or holdings of 5% or more
with power to vote as of fiscal year ending 12-31-2014

(a)	(b)	(c)
<u>Name & Address</u>	<u>Country of Citizenship</u>	<u>No. of Shares and % of each class</u>
Donald Richardson	United States	4,019
Carney B. Nicks, Trust-		17,540
Donald Richardson, Trustee		
CEDE & Co./Depository Trust Co.		<u>646</u>
Burns, TN		22,205
		5.65% of common stock

Report Item 3(2): None

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Report Item 4: Directors and officers: List each principal shareholder, director, trustee, partner, executive officer, or person exercising similar functions, regardless of title or compensation, of the bank holding company, showing the following:

(1) <u>Name and Address</u>	(2) Principal Occupation	(3)(a) Position with Bank Holding Company	(3)(b) Position with Bank of Dickson	(3)(c) Position with Other Business	(4)(a) No. of Shares & % ownership in Holding Company	(4)(b) No. of shares in Bank of Dickson	(4)(c) No. of shares other Business-25%
Jere Bass Dickson, TN	Retired	Director	Director	None	906 0.23%	None	None
William J. Duke Dickson, TN	Real Estate Developer	Director	Director	None	4,500 1.14%	None	None
Brenda Legg Dickson, TN	Retired	Director	Director	None	2,357 0.60%	None	None
Lee Marsh Nashville, TN	Real Estate Developer	Director	Director	None	11,194 2.95%	None	None

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(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
<u>Name and Address</u>	Principal Occupation	Position with Bank Holding Company	Position with Bank of Dickson	Position with Other Business	No. of Shares & % ownership in Holding Company	No. of shares in Bank of Dickson	No. of shares other Business-25%
Tommy Marvin Dickson, TN	Mortician	Director	Director	Pres., Taylor Funeral Home, Inc.	2,652 0.67%	None	100% of Taylor Funeral Home, Inc.
Wayne McIntire Burns, TN	Retired	Director	Director	None	11,508 2.93%	None	None
Tommy Nicks Dickson, TN	Chairman & Trust Officer Bank of Dickson	Director Chairman	Director Chairman & Trust Officer	None	1,972 0.50%	None	None
James E. Peeler Dickson, TN	Retired	Director	Director	None	2,605 0.66%	None	None

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(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
<u>Name and Address</u>	<u>Principal Occupation</u>	<u>Position with Bank Holding Company</u>	<u>Position with Bank of Dickson</u>	<u>Position with Other Business</u>	<u>No. of Shares & % ownership in Holding Company</u>	<u>No. of shares in Bank of Dickson</u>	<u>No. of shares other Business-25%</u>
Dale Ragan Dickson, TN	Real Estate Broker	Director	Director	None	1,786 0.45%	None	None
Donald Richardson Burns, TN	President & CEO Bank of Dickson	Director President & CEO	Director President & CEO	None	4,665 1.19%	None	None
David Shepard Dickson, TN	Pharmacist	Director	Director	President, Community Pharmacy Care, Inc.	1,500 0.38%	None	34% of Community Pharmacy Care, Inc.
Donnie Weiss Dickson, TN	Sales Representative	Director	Director	None	2,395 0.61%	None	None