

# 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 CFR 211.13(c)); and Section 225.5(b) of Regulation Y (12 CFR 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 CFR 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):

12-31-2011  
Month / Day / Year

James W. Hickerson  
Name and Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

Andrew Johnson Bankshares  
Legal Title of Bank Holding Company  
124 N. Main St.  
(Mailing Address of the Bank Holding Company) Street / P.O. Box  
Groverville, TN 37743  
City / State / Zip Code

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.

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 CFR 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:

William E. Moskowitz, CFO  
Name / Title  
423-783-1082  
Area Code / Phone Number  
423-787-2128  
FAX Number  
bm Moskowitz @ ajobnk.com  
E-mail Address  
www.andrewjohnsonbank.com  
Address (URL) for the Bank Holding Company's web page

James W. Hickerson  
Signature of Bank Holding Company Director and Official  
2-7-12  
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 Number 1083185  
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

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

City / State / Zip Code

Physical location (if different from mailing address)

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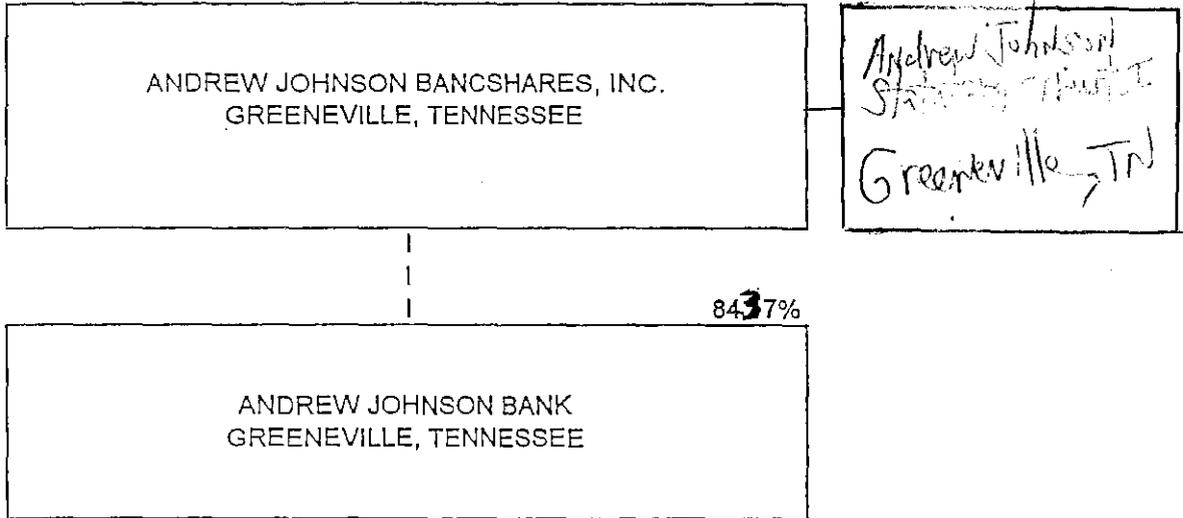
(Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box

City / State / Zip Code

Physical location (if different from mailing address)

FORM FR Y-6  
ANDREW JOHNSON BANCSHARES, INC.  
GREENEVILLE, TENNESSEE  
FISCAL YEAR ENDING DECEMBER 31, ~~2006~~ 2014

- 1: A THE BHC IS NOT REQUIRED TO PREPARE FORM 10K WITH THE SEC.
- 1: B THE BHC DOES NOT PREPARE AN ANNUAL REPORT FOR ITS SHAREHOLDERS.
- 2: ORGANIZATION CHART



- 2: ~~A~~ ~~B~~ ~~C~~ ~~D~~ see closure

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Results: A list of branches for your BFC: ANDREW JOHNSON BANKSHARES, INC. (1082185) of GREENEVILLE, TN  
The data are as of 1/23/2011. Data reflects information that was received and processed through 01/03/2012.

**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 opened 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://ytonline.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)	361439		ANDREW JOHNSON BANK	124 NORTH MAIN STREET	GREENEVILLE	TN	37743	GREENE	UNITED STATES	15272	Not Required	0	ANDREW JOHNSON BANK	361439	
OK		Full Service	4182604		CLEVELAND BRANCH	555 NORTH COOKE STREET	CLEVELAND	TN	37311	BRADLEY	UNITED STATES	Not Required	Not Required		ANDREW JOHNSON BANK	361439	
OK		Full Service	395633		EAST BY-PASS BRANCH	1690 EAST ANDREW JOHNSON HIGHWAY	GREENEVILLE	TN	37743	GREENE	UNITED STATES	253600		1	ANDREW JOHNSON BANK	361439	
OK		Full Service	392206		SOUTHWEST BRANCH	1102 MAIN STREET	GREENEVILLE	TN	37743	GREENE	UNITED STATES	253607		3	ANDREW JOHNSON BANK	361439	
OK		Full Service	394826		BROWN'S MILL ROAD BRANCH	3300 BROWN'S MILL ROAD	JOHNSON CITY	TN	37654	WASHINGTON	UNITED STATES	491559		7	ANDREW JOHNSON BANK	361439	
OK		Full Service	334713		JONESBOROUGH BRANCH	1551 EAST JACKSON BOULEVARD	JONESBOROUGH	TN	37659	WASHINGTON	UNITED STATES	444891		6	ANDREW JOHNSON BANK	361439	
OK		Full Service	248993		MORRISTOWN BRANCH	453 WEST FIRST NORTH STREET	MORRISTOWN	TN	37814	HAMPLEN	UNITED STATES	235953		4	ANDREW JOHNSON BANK	361439	

**FORM FR Y-6**

Andrew Johnson Bancshares

December 31, 2011

REPORT ITEM 3:

(1)(a) NAME & ADDRESS	(1)(b) COUNTRY OF CITIZENSHIP	(1)(c) NUMBER & % OF SECURITIES
Brandon Hull, Greeneville, TN	USA	77,716 sh., 20.63%
Leslie Hull, Knoxville, TN	USA	76,522 sh., 20.31%
SW Marsh, Greeneville, TN	USA	21,898 sh., 5.81%
Everette Burchette, Greeneville, TN	USA	20,663 sh., 5.48%

(2)(a) NAME & ADDRESS	(2)(b) COUNTRY OF CITIZENSHIP	(2)(c) NUMBER & % OF SECURITIES
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Andrew Johnson Bancshares  
December 31, 2011

REPORT ITEM 4:  
(1)

(1) NAME & ADDRESS	(2) PRINCIPAL OCCUPATION IF OTHER THAN WITH BHC	(3)(A) TITLE & POSITION WITH BHC	(3)(B) TITLE /POSITION WITH ANDREW JOHNSON BANK	(3)(C) TITLE /POSITION WITH OTHER BUS.	(4)(A) PERCENTAGE OF VOTING SHARES IN BHC	(4)(B) PERCENTAGE OF VOTING SHARES IN ANDREW JOHNSON BANK	(4)(C) LIST NAMES OF OTHER COMPANIES
Sharon L. Folk Greeneville, Tennessee	Golf course owner	Director	Director	President/CEO-Andrew Johnson Golf Club President/CEO-SF Enterprises President/CEO-National Business Forms	0.00%	0.00%	Andrew Johnson Golf Club, Inc. - 100% SF Enterprises, Inc. - 100% National Business Forms - 100%
Joel Hice Morristown, Tennessee	n/a	Director	Regional President & Director	None	0.16%	0.03%	N/A
James W. Hickerson, Sr. Greeneville, Tennessee	n/a	President/CEO & Director	President/CEO & Director	Partner-Hunter Point Golf Course	4.94%	0.00%	Hunters Point Golf Course - 20%
Paige Hull Greeneville, Tennessee	Inactive CPA	Director	Director	Partner-Caroline Grace, LLC	0.44%	0.00%	Caroline Grace, LLC - 50%
William P Isbell Greeneville, Tennessee	Insurance agent	Director	Director	Partner-B.I.B., Inc. Partner-Bird & Isbell Associates	3.49%	0.04%	B.I.B, Inc. - 33.3% Bird & Isbell & Associates - 50%
Kenneth Weems Greeneville, Tennessee	Construction	Director	Director	President-Weems Excavating & Paving Partner-Viking View Estates Partner-Russell Acres Partner-Willow Creek Subdivision Owner-Rush Auto	4.13%	0.00%	Weems Excavating & Paving - 100% Viking View Estates - 50% Russell Estates - 50% Willow Creek Subdivision - 50% Rush Auto - 100%
Christopher Marsh Greeneville, Tennessee	Gasoline/LP distributor	Director	Director	President-Marsh LP Gas Co.	0.14%	0.00%	Interstate Petroleum Company, Inc. - 50% Marsco LLC - 51% Marsh LP Gas Co., Inc. - 15% Marsh LP Gas Co., Inc. of Kingsport LLC - 66% Marsh Properties LLC - 50% Marsh LP Gas Co. of Virginia, Inc. - 25% Check 1st - 15%
Mark R. Williams Greeneville, Tennessee	Real estate agent	Director	Director	Broker-Century 21 Partner B&W Partner M&M Partner Hunter & Williams Partner Hunter, Williams, & Bible Owner Mark Williams Rentals Partner Willnick Investment Corp.	0.08%	0.00%	B&W - 25% M&M - 50% Hunter & Williams - 50% Hunter, Williams, & Bible - 33% Mark Williams Rentals - 100% Willnick Investment Corp. - 50%
Leslie Hull Knoxville, TN	Attorney	None	None	Owner Partner Greeneville Office Building	20.31%	0%	Greeneville Office Building - 25%
Brandon Hull Greeneville, Tennessee	Banking	None	None	President-Greeneville Federal Bank Partner Caroline Grace, LLC Partner Leonard & Hull, LLC Partner Hull & Shaw Partner Greeneville Rental Station, LLC Partner AAA Used Cars, LLC Partner RTCH Partnership Partner FDA Developments Partner HMS Partnership Partner HHJ Partnership Partner THW Properties Partner ACTH Properties	20.63%	0.11%	Caroline Grace, LLC - 50% Leonard & Hull, LLC - 50% Hull & Shaw - 50% Greeneville Rental Station, LLC - 75% AAA Used Cars, LLC - 50% RTCH Partnership - 50% FDA Developments - 50% HMS Partnership - 33% HHJ Partnership - 33% THW Properties - 33% ACTH Properties - 33%