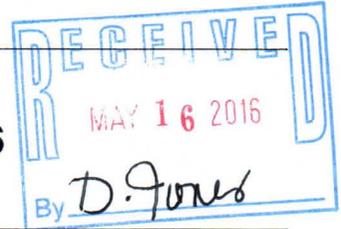


Board of Governors of the Federal Reserve System



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, James W. Hickerson
Name of the Holding Company Director and Official
Director, CEO & President
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.

James W. Hickerson
Signature of Holding Company Director and Official
3/8/2016
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 1083185
 C.I. _____

Date of Report (top-tier holding company's fiscal year-end):
12/31/2015
Month / Day / Year

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

Andrew Johnson Bankshares, LLC
Reporter's Name, Street, and Mailing Address
129 N. Main St.
Legal Title of Holding Company

Greeneville, TN 37743
(Mailing Address of the Holding Company) Street / P.O. Box
City State Zip Code

Same
Physical Location (if different from mailing address)

William Mastowitz CFO
Person to whom questions about this report should be directed:
Name Title

423-783-1088
Area Code / Phone Number / Extension

423-787-2128
Area Code / FAX Number

bmastowitz@ajbank.com
E-mail Address

www.andrewjohnsonbank.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

2A ANDREW JOHNSON BANCSHARES, INC.

Incorporated in Tennessee LEI N/A
ANDREW JOHNSON BANCSHARES, INC.
GREENEVILLE, TENNESSEE



Incorporated in Tennessee LEI N/A
ANDREW JOHNSON BANK
GREENEVILLE, TENNESSEE
84%



Incorporated in Tennessee LEI N/A
ANDREW JOHNSON STATUTORY TRUST I
GREENEVILLE, TENNESSEE
100%

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4/1/16

Results: A list of branches for your depository institution: ANDREW JOHNSON BANK (ID_RSSD: 361439). This depository institution is held by ANDREW JOHNSON BANCSHARES, INC. (1083185) of GREENEVILLE, TN. The data are as of 12/31/2015. Data reflects information that was received and processed through 01/07/2016.

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.

Close: If a branch listed was sold or closed, enter 'Close' in the **Data Action** column and the sale or closure date.

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.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page 1 of 1.

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 email.

Note:

To satisfy the **FR Y-10 reporting requirements**, you must also submit FR Y-10 Domestic Branch Schedules for each depository institution. The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10.frb.org/>

* 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
OK	12/31/2015	Full Service (Head Office)	361439	ANDREW JOHNSON BANK
OK	12/31/2015	Full Service	4182904	CLEVELAND BRANCH
OK	12/31/2015	Full Service	365633	EAST BY-PASS BRANCH
OK	12/31/2015	Full Service	3922206	SOUTHWEST BRANCH
Change	6/15/2015	Full Service	3948626	JOHNSON CITY BRANCH
OK	12/31/2015	Full Service	3347135	JONESBOROUGH BRANCH
OK	12/31/2015	Full Service	2469955	MORRISTOWN BRANCH

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4/1/16

16.

on column and the date when this information first became valid in the **Effective Date** column.
ite in the **Effective Date** column.

lumn.

olumn and the opening or acquisition date in the **Effective Date** column.

scaling, and/or legal sized paper.

ore information.

e e-mail.

each branch with a **Data Action** of Change, Close, Delete, or Add.
online.federalreserve.gov.

ot required.

Street Address	City	State	Zip Code	County
124 NORTH MAIN STREET	GREENEVILLE	TN	37743	GREENE
555 NORTH OCOEE STREET	CLEVELAND	TN	37311	BRADLEY
1660 EAST ANDREW JOHNSON HIGHWAY	GREENEVILLE	TN	37743	GREENE
1102 MAIN STREET	GREENEVILLE	TN	37743	GREENE
2105 W. Mountcastle Dr.	JOHNSON CITY	TN	37601	WASHINGTON
1551 EAST JACKSON BOULEVARD	JONESBOROUGH	TN	37659	WASHINGTON
435 WEST FIRST NORTH STREET	MORRISTOWN	TN	37814	HAMBLÉN

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4/1/16

Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*
UNITED STATES	15272	0	ANDREW JOHNSON BANK	361439
UNITED STATES	510447	9	ANDREW JOHNSON BANK	361439
UNITED STATES	253900	1	ANDREW JOHNSON BANK	361439
UNITED STATES	253902	3	ANDREW JOHNSON BANK	361439
UNITED STATES	491859	7	ANDREW JOHNSON BANK	361439
UNITED STATES	444981	6	ANDREW JOHNSON BANK	361439
UNITED STATES	253903	4	ANDREW JOHNSON BANK	361439

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4/11/16

FORM FR Y-6
Andrew Johnson Bancshares
December 31, 2015

REPORT ITEM 3:

(1)(a) NAME & ADDRESS	(1)(b) COUNTRY OF CITIZENSHIP	(1)(c) NUMBER & % OF SECURITIES
Brandon Hull, Greeneville, TN, USA	USA	98,247 sh, 25.93%
Leslie Hull, Knoxville, TN, USA	USA	64,109 sh., 16.92%
SW Marsh, Greeneville, TN, USA	USA	21,898 sh., 5.78%
Everette Burchette, Greeneville, TN, USA	USA	20,663 sh., 5.46%

(2)(a) NAME & ADDRESS	(2)(b) COUNTRY OF CITIZENSHIP	(2)(c) NUMBER & % OF SECURITIES
N/A		

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5/9/16

FORM FR Y-6
Andrew Johnson Bancshares
December 31, 2015

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 USA	Golf course owner	Director	Director	President/CEO-Andrew Johnson Golf Club President/CEO-SF Enterprises	0.001%	0.00%	Andrew Johnson Golf Club, Inc. - 100% SF Enterprises, Inc. - 100%
Joel Hice Morristown, Tennessee USA	n/a	Director	Regional President & Director	None	0.16%	0.03%	N/A
James W. Hickerson, Sr. Greeneville, Tennessee USA	n/a	President/CEO & Director	President/CEO & Director		4.94%	0.004%	
Paige Hull Greeneville, Tennessee USA	Inactive CPA	Director	Director	Partner-Caroline Grace, LLC	0.44%	0.004%	Caroline Grace, LLC - 50%
William P Isbell Greeneville, Tennessee USA	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%
Christopher Marsh Greeneville, Tennessee USA	Gasoline/LP distributor	Director	Director	President-Marsh LP Gas Co.	0.14%	0.004%	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 USA	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. Owner Partner Greeneville Office Building	0.08%	0.004%	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 USA	Attorney	Principal shareholder	None	Partner Greenville Office Building	16.92%	0%	Greeneville Office Building - 25%
Brandon Hull Greeneville, Tennessee USA	Banking	Principal shareholder	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 Partner Greenville Office Building	25.93%	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% Greeneville Office Building - 25%
Denise Terry Morristown, TN USA	Attorney	Director	Director	Partner The Terry Law Firm Partner Terry Brothers & One Partner Seascape Partners Partner BCD Partners Partner HT Properties	0.31%	0.04%	The Terry Law Firm Terry Brothers & One - 33.33% Seascape Partners - 33.33% BCD Partners - 33.33% HT Properties - .166%

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