



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.

1. James W. Flickerson
Name of the Holding Company Director and Official
Director & 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.

James W. Flickerson
Signature of Holding Company Director and Official
1/28/2013
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 1083185
C.I. _____

Date of Report (top-tier holding company's fiscal year-end):
12/31/2012
Month / Day / Year

Reporter's Name, Street, and Mailing Address
Andrew Johnson Bankshares
Legal Title of Holding Company
124 N. Main St.
(Mailing Address of the Holding Company) Street / P.O. Box
Greeneville TN 37743
City State Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:
William Markowitz CFO
Name Title
(423) 783-1082
Area Code / Phone Number / Extension
(423) 787-2128
Area Code / FAX Number
smarkowitz@ajbqnt.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

revised

2.a.

Organization Chart for:

ANDREW JOHNSON BANCSHARES, INC. (GREENEVILLE, TN) - ID_RSSD 1083185

Structure as of 12/31/2012

Selection Rules for Chart:

- FR Y-10 Regulated Companies
- No Branches Included

Chart created by FXWEM01 on 06/30/2009 at 09:42:21 AM EDT

Notes:

- * A number in "AddL" column references the sequence number where this entity reoccurs in the organization. Any subsidiaries or offices of this entity w
- * If Loop_Ind = Y, then a direct or indirect parent of this company is also partially owned by this company.
- * Level represents the hierarchical level where the company in Sequence Number 0001 is Level 1, its offspring are Level 2, and its indirect offspring are :
- * Primary Activity Code, Primary Activity Description, Legal Authority Code, Relationship Basis, and Equity Percentage are only applicable for companies

As Of Date	Sequence Nr	AddL	Loop_Ind	Level	ID_RSSD	Legal/Popular Name	City
06/30/2009	0001		N	1	1083185	ANDREW JOHNSON BANCSHARES, INC.	GREENEVILLE
06/30/2009	0002		N	2	361439	ANDREW JOHNSON BANK	GREENEVILLE
06/30/2009	0003		N	2	3627006	ANDREW JOHNSON STATUTORY TRUST I	GREENEVILLE

Total Number of Entities in the Tree: 3

Total Number of Unique Entities in the Tree: 3

All 3 entities incorporated in Tennessee

will appear under the first occurrence only.

3 or higher.

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State/Province	State Abbreviation	Country Name	Entity Type	Entity Type Description
TENNESSEE	TN	UNITED STATES	BHC	BANK HOLDING COMPANY
TENNESSEE	TN	UNITED STATES	NMB	NON-MEMBER BANK
TENNESSEE	TN	UNITED STATES	DEO	DOMESTIC ENTITY OTHER

Primary Activity Code	Primary Activity Description	Legal Authority Code(s)	Voting Equity Percentage
551111	OFFICES OF BANK HOLDING COMPANIES		
52211	COMMERCIAL BANKING	7	84
52599	OTHER FINANCIAL VEHICLES	17	100

2.b.

FR Y-6

Submitted early via email
on 1/16/2013 -

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 12/31/2012. Data reflects information that was received and processed through 01/06/2013.

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 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)	361439	ANDREW JOHNSON BANK	124 NORTH MAIN STREET	GREENEVILLE	TN	37743	GREENE	UNITED STATES	15272	0	ANDREW JOHNSON BANK	361439	
OK		Full Service	4182904	CLEVELAND BRANCH	555 NORTH OCOEE STREET	CLEVELAND	TN	37311	BRADLEY	UNITED STATES	510447	9	ANDREW JOHNSON BANK	361439	
OK		Full Service	365833	EAST BY-PASS BRANCH	1660 EAST ANDREW JOHNSON HIGHWAY	GREENEVILLE	TN	37743	GREENE	UNITED STATES	253900	1	ANDREW JOHNSON BANK	361439	
OK		Full Service	3922206	SOUTHWEST BRANCH	1102 MAIN STREET	GREENEVILLE	TN	37743	GREENE	UNITED STATES	253902	3	ANDREW JOHNSON BANK	361439	
OK		Full Service	3948626	BROWN'S MILL ROAD BRANCH	3300 SRPWS MILL ROAD	JOHNSON CITY	TN	37604	WASHINGTON	UNITED STATES	491859	7	ANDREW JOHNSON BANK	361439	
OK		Full Service	3347135	JONESBOROUGH BRANCH	1551 EAST JACKSON BOULEVARD	JONESBOROUGH	TN	37859	WASHINGTON	UNITED STATES	444981	6	ANDREW JOHNSON BANK	361439	
OK		Full Service	2469955	MORRISTOWN BRANCH	435 WEST FIRST NORTH STREET	MORRISTOWN	TN	37814	HAMBLEN	UNITED STATES	253903	4	ANDREW JOHNSON BANK	361439	

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FORM FR Y-6
Andrew Johnson Bancshares
December 31, 2012

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
N/A		

FORM FR Y-6
Andrew Johnson Bancshares
December 31, 2012

revised

REPORT ITEM 4: (1)	(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 President/CEO-National Business Forms	0.00%	0.00%	Andrew Johnson Golf Club - 100% SF Enterprises, Inc. - 100% National Business Forms - 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	Partner-Hunter Point Golf Course	4.94%	0.00%	Hunters Point Golf Course - 20%
Paige Hull Greeneville, Tennessee USA	Inactive CPA	Director	Director	Partner-Caroline Grace, LLC	0.44%	0.00%	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...B, Inc. - 33.3% Bird & Isbell & Associates - 50%
Kenneth Weems Greeneville, Tennessee USA	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 USA	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% Chack 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.	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 USA	Attorney	Principal shareholder	None	Owner Partner Greenville Office Building	20.31%	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 Greenville Rental Station, LLC Partner AAA Used Cars, LLC Partner RTCH Partnership Partner FDA Developments Partner HMS Partnership Partner H-H Partnership Partner THW Properties Partner ACTH Properties	20.53%	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% H-H Partnership - 33% THW Properties - 33% ACTH Properties - 33%