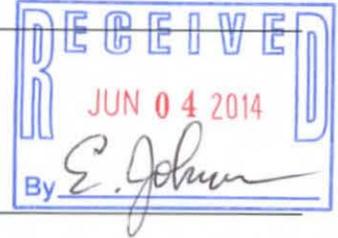


Revised

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.

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

December 31, 2013

Month / Day / Year

I, James W. Hickerson

Reporter's Name, Street, and Mailing Address

Andrew Johnson Bancshares, *INC.*

Name of the Holding Company Director and Official

Legal Title of Holding Company

President & CEO

124 N. Main St.

Title of the Holding Company Director and Official

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

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.

Greeneville TN 37743

City State Zip Code

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.

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

William E. Moskowitz CFO

Name Title

423-783-1082

Area Code / Phone Number / Extension

423-787-2128

Area Code / FAX Number

bmoskowitz@ajbank.com

E-mail Address

andrewjohnsonbank.com

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

Signature of Holding Company Director and Official

James W. Hickerson
Mar. 20, 2014
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 108385
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

2B

Submitted via e-mail
on 1/27/14

Results: A list of branches for your depository institution: ANDREW JOHNSON BANK (ID_RSSD: 361439)
This depository institution is held by ANDREW JOHNSON BANKSHARES, INC. (1063185) of GREENEVILLE, TN.
The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

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 UNNUM, 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 UNNUM*	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		8	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	365633		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 MAN STREET	GREENEVILLE	TN	37743	GREENE	UNITED STATES	253902		3	ANDREW JOHNSON BANK		361439	
OK		Full Service	3948626		BROWN'S MILL ROAD BRANCH	3300 BROWNS 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	37659	WASHINGTON	UNITED STATES	444981		6	ANDREW JOHNSON BANK		361439	
OK		Full Service	2469955		MORRISTOWN BRANCH	435 WEST FIRST NORTH STREET	MORRISTOWN	TN	37814	HAMLEN	UNITED STATES	253903		4	ANDREW JOHNSON BANK		361439	

FORM FR Y-6

Andrew Johnson Bancshares
December 31, 2013

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		

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 Andrew Johnson Bancshares
 December 31 2013

REPORT ITEM 4

(1)	(2)	(3)(A)	(3)(B)	(3)(C)	(4)(A)	(4)(B)	(4)(C)
NAME & ADDRESS	PRINCIPAL OCCUPATION IF OTHER THAN WITH BHC	TITLE & POSITION WITH BHC	TITLE POSITION WITH ANDREW JOHNSON BANK	TITLE POSITION WITH OTHER BUS	PERCENTAGE OF VOTING SHARES IN BHC	PERCENTAGE OF VOTING SHARES IN ANDREW JOHNSON BANK	LIST NAMES OF OTHER COMPANIES
Sharon L. Folk Greenville, 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 Greenville, Tennessee USA	n/a	President/CEO & Director	President/CEO & Director	Partner-Hunter Point Golf Course	4.94%	0.004%	Hunters Point Golf Course - 20%
Paige Hull Greenville, Tennessee USA	Inactive CPA	Director	Director	Partner-Caroline Grace, LLC	0.44%	0.004%	Caroline Grace, LLC - 50%
William P. Isbell Greenville, 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%
Kenneth Weems Greenville, Tennessee USA	Construction	Director	Director	President-Weems Excavating & Paving Partner-Viking View Estates Partner-Russell Acres Partner-Willow Creek Subdivision Owner-Rush Auto President-Marsh LP Gas Co	4.13%	0.004%	Weems Excavating & Paving - 100% Viking View Estates - 50% Russell Estates - 50% Willow Creek Subdivision - 50% Rush Auto - 100%
Christopher Marsh Greenville, Tennessee USA	Gasoline/LP distributor	Director	Director		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 P. Williams Greenville, Tennessee USA	Real estate agent	Director	Director	Broker-Century 21 Partner B&W Partner M&M Partner Hunter & Williams Partner Hunter, Williams & Bibie Owner Mark Williams Rentals Partner Willnick Investment Corp	0.08%	0.004%	B&W - 25% M&M - 50% Hunter & Williams - 50% Hunter, Williams, & Bibie - 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%	Greenville Office Building - 25%
Brandon Hull Greenville, Tennessee USA	Banking	Principal shareholder	None	President-Greenville 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 HHJ Partnership Partner THW Properties Partner ACTH Properties Partner Greenville Office Building	20.63%	0.11%	Caroline Grace, LLC - 50% Leonard & Hull, LLC - 50% Hull & Shaw - 50% Greenville 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% Greenville Office Building - 25%
Denise Stapleton Morristown, TN USA	Attorney	Director	Director	Partner Terry, Terry & Stapleton Partner Terry Brothers & One Partner Seascape Partners Partner BCD Partners Partner HT Properties	0.31%	0.04%	Terry, Terry & Stapleton - 50% Terry Brothers & One - 33.33% Seascape Partners - 33.33% BCD Partners - 33.33% HT Properties - 166%