



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 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)). Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

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.

I, Roy L. Harmon, Jr.

Name of the Bank Holding Company Director and Official

EVP

Title of the Bank Holding Company Director and Official

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.

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.

Signature of Bank Holding Company Director and Official

3-28-12

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 ID 1135002
C.I. _____

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 C.F.R. § 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.

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

December 31, 2011

Month / Day / Year

Reporter's Name, Street, and Mailing Address

BancTenn Corp

Legal Title of Bank Holding Company

PO Box 4980

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

Johnson City NE 37602
City State Zip Code

301 E. Center St., Kingsport, TN 37660

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Kim Woods Accounting Manager

Name Title

423-279-2560

Area Code / Phone Number / Extension

423-279-2563

Area Code / FAX Number

kwoods@bankoftennessee.com

E-mail Address

Address (URL) for the Bank 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

Report Item 2b: Domestic Branch Listing

Submitted via email on February 14, 2012

Report Item 3a: Securities Holders

See Schedule 3, "Securities Holder," which is attached hereto

Report Item 3b: Securities Holders not listed in section 3a

None

Report Item 4: Insiders

See Schedule 4, "Directors and Officers," which is attached hereto

SECURITIES HOLDER

1. Name and address

William B. Greene, Jr.
Elizabethton, TN 37644-1990

2. Country of citizenship

United States

3. Number and percentage of each class of voting securities

- A. 984,934* shares of common stock
- B. 62.19 percent of total outstanding shares

*Includes 699,583 shares owned of record by William B. Greene, Jr. Mr. Greene shares voting powers with Roy L. Harmon, Jr. as Co-Trustees with respect to 46,218 shares owned by the Corporation's ESOP. Includes 206,178 shares owned by family trusts of which Mr. Greene is either Trustee or Co-Trustee and exercises voting powers. Mr. Greene shares voting powers with his sister, Valerie G. Ketron, as Co-Trustees with respect to 76,100 shares included in the family trusts. Includes 22,955 shares owned by his daughter, Rebecca, of which Mr. Greene exercises voting powers. Includes 10,000 shares in stock options.

SECURITIES HOLDER

1. Name and address

Roy L. Harmon, Jr.
Kingsport, Tennessee 37664

2. Country of citizenship

United States

3. Number and percentage of each class of voting securities

- A. 134,537* shares of common stock
- B. 8.50 percent of total outstanding shares

* Includes 77,899 shares owned of record by Roy, L. Harmon, Jr. Mr. Harmon shares voting powers with William B. Greene, Jr. as Co-Trustees with respect to 46,218 shares owned by the Corporation's ESOP. Includes 10,420 shares in stock options.

SECURITIES HOLDER

1. Name and address

Valerie G. Ketron
Kingsport, TN 37660

2. Country of citizenship

United States

3. Number and percentage of each class of voting securities

- A. 114,359* shares of common stock
- B. 7.22 percent of total outstanding

*Includes 38,259 shares owned by Mrs. Ketron and 76,100 shares as to which Mrs. Ketron shares voting powers as Co-Trustee with her brother, William B. Greene, Jr.

DIRECTORS AND OFFICERS

1. Name and address

William B. Greene, Jr.
Elizabethton, Tennessee 37644-1990

2. Principal Occupation, if other than with the Company:

Banker

3. Title or position with:

- A. the bank holding company
- B. all direct and indirect subsidiaries of the bank holding company
- C. any other business company in which the person is a director, trustee, partner, or executive officer

- A. Chairman of the Board, President & CEO of the Company
- B. Director of Bank of Tennessee
- C. Chairman of the Board and Director of Carter County Bank;
Director, Chairman, and Chief Executive Officer of Carter Bancorp;
Partner of Huntington Hills.

1. Number of shares and percentage of each class of voting securities owned or controlled, or held with power to vote in:

- A. the bank holding company
- B. all direct and indirect subsidiaries of the bank holding company
- C. any other business company, if 25% or more of its outstanding voting securities or proportionate interest in a partnership are held

- A. 984,934* shares of common stock (62.19%)
- B. None
- C. Carter County BanCorp
174,791 shares of common stock (73.23%)
Huntington Hills 50% partner

*Includes 699,583 shares owned of record by William B. Greene, Jr. Mr. Greene shares voting powers with Roy L. Harmon, Jr. as Co-Trustees with respect to 46,218 shares owned by the Corporation's ESOP. Includes 206,178 shares owned by family trusts of which Mr. Greene is either Trustee or Co-Trustee and exercises voting powers. Mr. Greene shares voting powers with his sister, Valerie G. Ketrin, as Co-Trustees with respect to 76,100 shares included in the family trusts. Includes 22,955 shares owned by his daughter, Rebecca, of which Mr. Greene exercises voting powers. Includes 10,000 shares in stock options.

DIRECTORS AND OFFICERS

1. Name and address

John E. Seward, Jr.
Johnson City, Tennessee 37605
2. Principal Occupation, if other than with the Company:

President of Strategic Resources Group, Inc. and Aviation Strategies Group, Inc.
3. Title or position with:
 - A. the bank holding company
 - B. all direct and indirect subsidiaries of the bank holding company
 - C. any other business company in which the person is a director, trustee, partner, or executive officer
 - A. Director, Secretary and Treasurer of the Company
 - B. Director of Bank of Tennessee
 - C. President of Strategic Resources Group, Inc. and Aviation Strategies Group, Inc.,
Director & Vice-Chairman of Carter County BanCorp, Director of Carter County Bank
4. Number of shares and percentage of each class of voting securities owned or controlled, or held with power to vote in:
 - A. the bank holding company
 - B. all direct and indirect subsidiaries of the bank holding company
 - C. any other business company, if 25% or more of its outstanding voting securities or proportionate interest in a partnership are held.
 - A. 6,600* shares of common stock (0.42%)
 - B. None
 - C. Strategic Resources Group, Inc. 1,000 shares (100%)
Aviation Strategies Group, Inc. (100%)

*Includes 6,600 shares owned of record by John E. Seward, Jr.

DIRECTORS AND OFFICERS

1. Name and address
C. B. Duke IV
Blountville, Tennessee 37617
2. Principal Occupation, if other than with the Company:
Retired
3. Title or position with:
 - A. the bank holding company
 - B. all direct and indirect subsidiaries of the bank holding company
 - C. any other business company in which the person is a director, trustee, partner, or executive officer
 - A. Director of the Company
 - B. Director of Bank of Tennessee
 - C. None
4. Number of shares and percentage of each class of voting securities owned or controlled, or held with power to vote in:
 - A. the bank holding company
 - B. all direct and indirect subsidiaries of the bank holding company
 - C. any other business company, if 25% or more of its outstanding voting securities or proportionate interest in a partnership are held
 - A. 42,054* shares of common stock (2.66%)
 - B. None
 - C. None

*Includes 26,751 shares owned of record by C.B. Duke, IV and 15,303 shares owned by Mr. Duke's wife, Betty Nelle Duke, to which they share voting & investment powers & beneficial interest.

DIRECTORS AND OFFICERS

1. Name and address

Roy I. Harmon, Jr.
Kingsport, Tennessee 37664
2. Principal Occupation, if other than with the Company:

Banker
3. Title or position with:
 - A. the bank holding company
 - B. all direct and indirect subsidiaries of the bank holding company
 - C. any other business company in which the person is a director, trustee, partner, or executive officer
 - A. Executive Vice-President of the Company
 - B. Chairman, CEO and President of Bank of Tennessee
 - C. Director of Paragon Commercial Corp. and Paragon Commercial Bank
4. Number of shares and percentage of each class of voting securities owned or controlled, or held with power to vote in:
 - A. the bank holding company
 - B. all direct and indirect subsidiaries of the bank holding company
 - C. any other business company, if 25% or more of its outstanding voting securities or proportionate interest in a partnership are held
 - A. 134,537* shares of common stock (8.50%)
 - B. None
 - C. None

* Includes 77,899 shares owned of record by Roy, I. Harmon, Jr. Mr. Harmon shares voting powers with William B. Greene, Jr. as Co-Trustees with respect to 46,218 shares owned by the Corporations' ESOP. Includes 10,420 shares in stock options.

DIRECTORS AND OFFICERS

1. Name and address

Kenneth H. Maness
Kingsport, Tennessee 37660
2. Principal Occupation, if other than with the Company:

Investor Consultant
3. Title or position with:
 - A. the bank holding company
 - B. all direct and indirect subsidiaries of the bank holding company
 - C. any other business company in which the person is a director, trustee, partner, or executive officer
 - A. Director of the Company
 - B. Director of Bank of Tennessee
 - C. None
4. Number of shares and percentage of each class of voting securities owned or controlled, or held with power to vote in:
 - A. the bank holding company
 - B. all direct and indirect subsidiaries of the bank holding company
 - C. any other business company, if 25% or more of its outstanding voting securities or proportionate interest in a partnership are held
 - A. 11,566* shares of common stock (0.73%)
 - B. None
 - C. None

*Includes 11,566 shares owned of record by Kenneth H. Maness.

DIRECTORS AND OFFICERS

1. Name and address

Paul E. Stanton, Jr.
Johnson City, Tennessee 37614
2. Principal Occupation, if other than with the Company:

President of East Tennessee State University
3. Title or position with:
 - A. the bank holding company
 - B. all direct and indirect subsidiaries of the bank holding company
 - C. any other business company in which the person is a director, trustee, partner, or executive officer
 - A. Director of the Company
 - B. None
 - C. President of East Tennessee State University
4. Number of shares and percentage of each class of voting securities owned or controlled, or held with power to vote in:
 - A. the bank holding company
 - B. all direct and indirect subsidiaries of the bank holding company
 - C. any other business company, if 25% or more of its outstanding voting securities or proportionate interest in a partnership are held
 - A. 6,100* shares of common stock (0.39%)
 - B. None
 - C. None

* Includes 6,100 shares owned of record by Paul E. Stanton Jr.

DIRECTORS AND OFFICERS

1. Name and address

Darla M. Scott
Piney Flats, Tennessee 37686
2. Principal Occupation, if other than with the Company:

Banker
3. Title or position with:
 - A. the bank holding company
 - B. all direct and indirect subsidiaries of the bank holding company
 - C. any other business company in which the person is a director, trustee, partner, or executive officer
 - A. CFO
 - B. EVP and CFO of Bank of Tennessee
 - C. None
4. Number of shares and percentage of each class of voting securities owned or controlled, or held with power to vote in:
 - A. the bank holding company
 - B. all direct and indirect subsidiaries of the bank holding company
 - C. any other business company, if 25% or more of its outstanding voting securities or proportionate interest in a partnership are held
 - A. 12,600* shares of common stock (0.80%)
 - B. None
 - C. None

* Includes 4,000 shares owned of record by Darla M. Scott and 1,500 shares owned jointly by Darla M. Scott and Douglas R. Scott, Jr. Includes 7,100 shares in stock options.

DIRECTORS AND OFFICERS

1. Name and address

Jennifer Blakley
Kingsport, Tennessee 37664
2. Principal Occupation, if other than with the Company:

Banker
3. Title or position with:
 - A. the bank holding company
 - B. all direct and indirect subsidiaries of the bank holding company
 - C. any other business company in which the person is a director, trustee, partner, or executive officer
 - A. Assistant Secretary
 - B. Secretary to the Board of Bank of Tennessee
 - C. None
4. Number of shares and percentage of each class of voting securities owned or controlled, or held with power to vote in:
 - A. the bank holding company
 - B. all direct and indirect subsidiaries of the bank holding company
 - C. any other business company, if 25% or more of its outstanding voting securities or proportionate interest in a partnership are held
 - A. None
 - B. None
 - C. None

1135002

Results: A list of branches for your depository institution: BANK OF TENNESSEE (ID_RSSD: 340135).
 This depository institution is held by BANCTENN CORP. (1135002) of KINGSPORT, TN.
 The data are as of 12/31/2011. Data reflects information that was received and processed through 01/05/2012.

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 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*
ok		Full Service (Head Office)	340135	BANK OF TENNESSEE	301 EAST CENTER STREET	KINGSPORT	TN	37662	SULLIVAN	UNITED STATES	14924
ok		Full Service	475233	BLOUNTVILLE BRANCH	1917 HIGHWAY 394	BLOUNTVILLE	TN	37617	SULLIVAN	UNITED STATES	431722
ok		Full Service	2835448	BRISTOL BRANCH	1223 VOLUNTEER PARKWAY	BRISTOL	TN	37620	SULLIVAN	UNITED STATES	437835
ok		Full Service	1431731	ERWIN BRANCH	1230 NORTH MAIN STREET	ERWIN	TN	37650	UNICOI	UNITED STATES	13908
ok		Full Service	3386022	GRAY OFFICE	402 ROY MARTIN DRIVE	GRAY	TN	37615	WASHINGTON	UNITED STATES	444965
ok		Full Service	3533956	MEDTECH PARKWAY BRANCH	100 MEDTECH PARKWAY	JOHNSON CITY	TN	37604	WASHINGTON	UNITED STATES	456615
ok		Full Service	1187300	MOUNTCASTLE DRIVE BRANCH	112 MOUNTCASTLE DRIVE	JOHNSON CITY	TN	37604	WASHINGTON	UNITED STATES	253062
ok		Full Service	1851629	UNIVERSITY BRANCH	1328 FRANKLIN RD	JOHNSON CITY	TN	37604	WASHINGTON	UNITED STATES	253066
ok		Full Service	2110350	JONESBOROUGH BRANCH	112 E JACKSON BLVD	JONESBOROUGH	TN	37659	WASHINGTON	UNITED STATES	253067
ok		Full Service	1404128	COLONIAL HEIGHTS BRANCH	4214 FORT HENRY DR	KINGSPORT	TN	37763	SULLIVAN	UNITED STATES	253065
ok		Full Service	476838	EASTMAN ROAD BRANCH	1708 EASTMAN ROAD	KINGSPORT	TN	37660	SULLIVAN	UNITED STATES	253068

ok		Full Service		3644946	NASHVILLE BRANCH	2525 WEST END AVENUE, SUITE 1275	NASHVILLE	TN	37203	DAVIDSON	UNITED STATES	467971
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Office Number*	Head Office	Head Office ID_RSSD*	Comments
0	BANK OF TENNESSEE	340135	
16	BANK OF TENNESSEE	340135	
17	BANK OF TENNESSEE	340135	
2	BANK OF TENNESSEE	340135	
19	BANK OF TENNESSEE	340135	
21	BANK OF TENNESSEE	340135	
7	BANK OF TENNESSEE	340135	
11	BANK OF TENNESSEE	340135	
12	BANK OF TENNESSEE	340135	
10	BANK OF TENNESSEE	340135	
13	BANK OF TENNESSEE	340135	

24	BANK OF TENNESSEE	340135
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