

MAR 30 REC'D

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, Roy L. Harmon, Jr.
Name of the Holding Company Director and Official
EVP
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.

[Signature]
Signature of Holding Company Director and Official
March 26, 2015
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 1135002
C.I. _____

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2014
Month / Day / Year
N/A
Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address
BancTenn Corp
Legal Title of Holding Company
PO Box 4980
(Mailing Address of the Holding Company) Street / P.O. Box
Johnson City TN 37602
City State Zip Code
301 East 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 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

BANCTENN CORP.

Domestic Bank Holding Company
Annual Report of FRY-6
For the Fiscal Year Ended on December 31, 2014

REPORT ITEMS

Report Item 1: Bank Holding Company Financial Statements

A. Form 10-K filed with the Securities and Exchange Commission

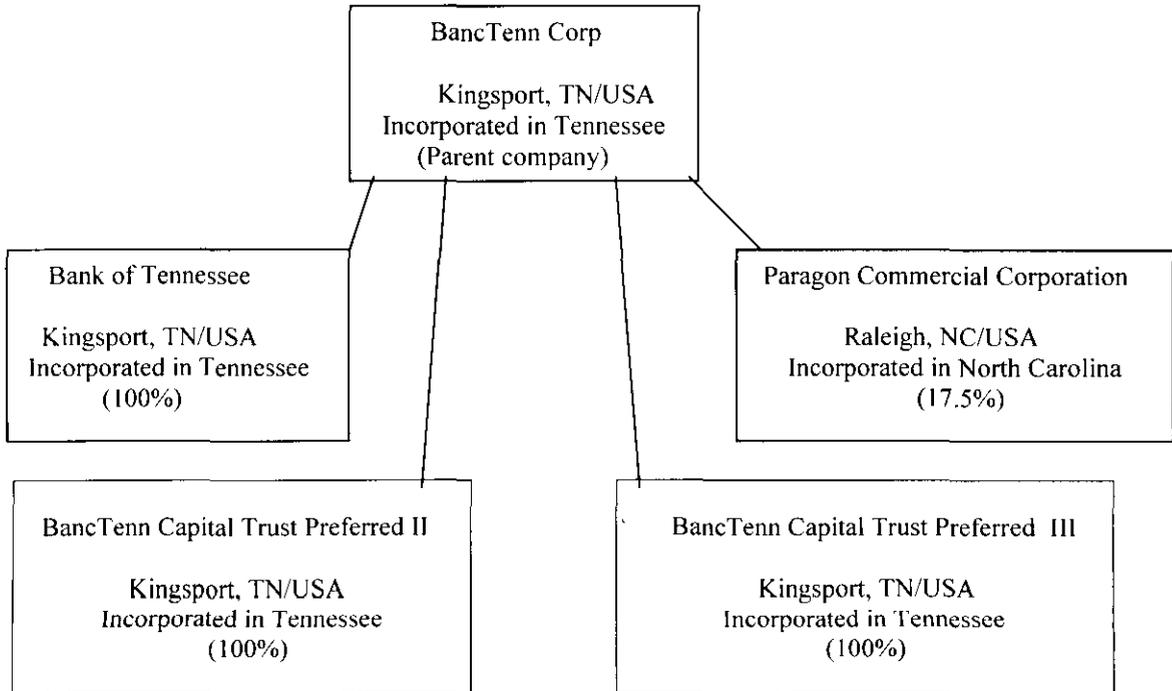
The Company is not required to file Form 10-K with the Securities and Exchange Commission per Rule 12h-3(b) (1) (I), Rule 12h-3(c) and Rule 12h-3(d)

B. Annual reports to shareholders

Two copies of the Company's 2014 Annual report are enclosed.

Report Item 2: Organization Chart

An organization chart showing the Company's direct holdings is set forth below.



Results: A list of branches for your depository institution: BANK OF TENNESSEE (ID_RSSD: 340135).
 This depository institution is held by BANKTENN CORP (1135002) of KINGSPORT TN.
 The data are as of 12/31/2014. Data reflects information that was received and processed through 04/09/2015.

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)	340135	BANK OF TENNESSEE	301 EAST CENTER STREET	KINGSPORT	TN	37660	SULLIVAN	UNITED STATES	14924	0	BANK OF TENNESSEE	340135	
OK		Full Service	3275020	MOUNTAIN COMMUNITY BRANCH	105 BANNER ELK	LINVILLE	NC	28604	AVERY	UNITED STATES	428159	30	BANK OF TENNESSEE	340135	
OK		Full Service	475233	BLOUNTVILLE BRANCH	1917 HIGHWAY 354	BLOUNTVILLE	TN	37617	SULLIVAN	UNITED STATES	431722	16	BANK OF TENNESSEE	340135	
OK		Full Service	2835448	BRISTOL BRANCH	1223 VOLUNTEER PARKWAY	BRISTOL	TN	37620	SULLIVAN	UNITED STATES	437835	17	BANK OF TENNESSEE	340135	
OK		Full Service	644132	EAST ELK BRANCH	601 EAST ELK AVENUE	ELIZABETHTON	TN	37643	CARTER	UNITED STATES	9955	25	BANK OF TENNESSEE	340135	
OK		Full Service	1431339	V L LAGE BRANCH	800 BROAD STREET	ELIZABETHTON	TN	37643	CARTER	UNITED STATES	15430	29	BANK OF TENNESSEE	340135	
OK		Full Service	224334	WILLIAMSBURG BRANCH	290 BEMBERG ROAD	ELIZABETHTON	TN	37643	CARTER	UNITED STATES	234960	28	BANK OF TENNESSEE	340135	
OK		Full Service	1431731	ERWIN BRANCH	1230 NORTH MAIN STREET	ERWIN	TN	37650	UNICO	UNITED STATES	13908	2	BANK OF TENNESSEE	340135	
OK		Full Service	3386022	GRAY OFFICE	402 ROY MARTIN DRIVE	GRAY	TN	37625	WASHINGTON	UNITED STATES	444965	19	BANK OF TENNESSEE	340135	
OK		Full Service	4558433	HENDERSONVILLE BRANCH	155 INDIAN LAKE BOULEVARD BRANCH, SUITE 204	HENDERSONVILLE	TN	37075	SUMNER	UNITED STATES	540383	31	BANK OF TENNESSEE	340135	
OK		Full Service	3533956	MEDTECH PARKWAY BRANCH	100 MEDTECH PARKWAY	JOHNSON CITY	TN	37604	WASHINGTON	UNITED STATES	456615	21	BANK OF TENNESSEE	340135	
OK		Full Service	1015739	MILLIGAN-PINECREST BRANCH	1254 MILLIGAN HIGHWAY	JOHNSON CITY	TN	37601	CARTER	UNITED STATES	234959	27	BANK OF TENNESSEE	340135	
OK		Full Service	1187300	MOUNTCASTLE DRIVE BRANCH	112 MOUNTCASTLE DRIVE	JOHNSON CITY	TN	37601	WASHINGTON	UNITED STATES	253062	7	BANK OF TENNESSEE	340135	
OK		Full Service	1851629	UNIVERSITY BRANCH	1328 W. STATE OF FRANKLIN RD	JOHNSON CITY	TN	37604	WASHINGTON	UNITED STATES	253066	11	BANK OF TENNESSEE	340135	
OK		Full Service	1103050	JONESBOROUGH BRANCH	112 E JACKSON BLVD	JONESBOROUGH	TN	37659	WASHINGTON	UNITED STATES	253067	12	BANK OF TENNESSEE	340135	
OK		Full Service	1404128	COLON AL HEIGHTS BRANCH	4214 FORT HENRY DR	KINGSPORT	TN	37663	SULLIVAN	UNITED STATES	253065	10	BANK OF TENNESSEE	340135	
OK		Full Service	476838	EASTMAN ROAD BRANCH	1708 EASTMAN ROAD	KINGSPORT	TN	37664	SULLIVAN	UNITED STATES	253068	13	BANK OF TENNESSEE	340135	
OK		Full Service	3644946	NASHVILLE BRANCH	2525 WEST END AVENUE, SUITE 1275	NASHVILLE	TN	37203	DAVIDSON	UNITED STATES	467971	24	BANK OF TENNESSEE	340135	
OK		Full Service	663630	FOAN MOUNTAIN BRANCH	8257 HIGHWAY 19 EAST	FOAN MOUNTAIN	TN	37687	CARTER	UNITED STATES	234958	26	BANK OF TENNESSEE	340135	

SCHEDULE 3
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. 1,794,967* shares of common stock
- B. 71.35 percent of total outstanding shares

*Includes 1,261,186 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 80,447 shares owned by the Corporation's ESOP. Includes 417,152 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 175,428 shares included in the family trusts. Includes 36,182 shares owned by his daughter, Rebecca, of which Mr. Greene exercises voting powers.

SCHEDULE 3
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. 169,766* shares of common stock
 - B. 6.75 percent of total outstanding shares

* Includes 79,319 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 80,447 shares owned by the Corporation's ESOP. Includes 10,000 shares in stock options.

SCHEDULE 3
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. 213,687* shares of common stock
 - B. 8.49 percent of total outstanding

*Includes 38,259 shares owned by Mrs. Ketron and 175,428 shares as to which Mrs. Ketron shares voting powers as Co-Trustee with her brother, William B. Greene, Jr.

SCHEDULE 4

DIRECTORS AND OFFICERS

1. Name and address

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

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

N/A

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. None

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. 1,794,967* shares of common stock (71.35%)
- B. None
- C. None

*Includes 1,261,186 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 80,447 shares owned by the Corporation's ESOP. Includes 417,152 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 175,428 shares included in the family trusts. Includes 36,182 shares owned by his daughter, Rebecca, of which Mr. Greene exercises voting powers.

SCHEDULE 4

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.,
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. 21,645* shares of common stock (0.86%)
 - B. None
 - C. Strategic Resources Group, Inc. 1,000 shares (100%)
Aviation Strategies Group, Inc. (100%)

*Includes 21,645 shares owned of record by John E. Seward, Jr.

SCHEDULE 4

DIRECTORS AND OFFICERS

1. Name and address

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

N/A
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 of the Board and CEO 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. 169,766* shares of common stock (6.75%)
 - B. None
 - C. None

* Includes 79,319 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 80,447 shares owned by the Corporations' ESOP. Includes 10,000 shares in stock options.

SCHEDULE 4
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. 13,141* shares of common stock (0.52%)
 - B. None
 - C. None

*Includes 13,141 shares owned of record by Kenneth H. Maness.

SCHEDULE 4
DIRECTORS AND OFFICERS

1. Name and address

James W. Holmes
Elizabethton, Tennessee 37644-1990
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. Matsonian Apartments, Johnson City, TN
4. Number of shares and percentage of each class of voting securities owned or controlled, or held with power to vote in:
 - D. the bank holding company
 - E. 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. 11,964* shares of common stock (.48%)
 - B. None
 - C. None

*Includes 11,964 shares owned of record by James W. Holmes.

SCHEDULE 4
DIRECTORS AND OFFICERS

1. Name and address

Darla M. Scott
Piney Flats, Tennessee 37686

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

N/A

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 of the Company
 - 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. 10,500* shares of common stock (0.42%)
 - 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 5,000 shares in stock options.

SCHEDULE 4
DIRECTORS AND OFFICERS

1. Name and address

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

N/A
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 of the Company
 - 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