

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, Eleanor Yoakum  
Name of the Holding Company Director and Official  
CEO and Chairman of the Board  
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.

*Eleanor Yoakum*  
Signature of Holding Company Director and Official  
04/23/2013  
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 \_\_\_\_\_  
C.I. \_\_\_\_\_

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

Reporter's Name, Street, and Mailing Address  
Claiborne Holding Company, Inc.  
Legal Title of Holding Company  
1780 North Broad Street  
(Mailing Address of the Holding Company) Street / P.O. Box  
Tazewell TN 37879  
City State Zip Code  
1780 North Broad Street  
Physical location (if different from mailing address)

Person to whom questions about this report should be directed:  
J. Andy Bonner Treasurer  
Name Title  
423-626-7261 1151  
Area Code / Phone Number / Extension  
423-626-1627  
Area Code / FAX Number  
andybonner@fcbtn.com  
E-mail Address  
www.fcbtn.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

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

Form FR Y-6  
CLAIBORNE HOLDING COMPANY, INC.  
Fiscal Year Ending December 31, 2012

Form FR Y-6  
Report Item 1a  
December 31, 2012

Claiborne Holding Company, Inc. is not registered with the Securities and Exchange Commission.

NONE

Form FR Y-6  
CLAIBORNE HOLDING COMPANY, INC.  
Fiscal Year Ending December 31, 2012

Form FR Y-6  
Report Item 1b  
December 31, 2012

Claiborne Holding Company, Inc., does not prepare an annual report for their shareholders. (However, a copy of our independent auditor's report is mailed to our shareholders. We have interpreted this section to indicate that we do not have to submit our auditor's report since an annual report prepared by management is not sent to shareholders.)

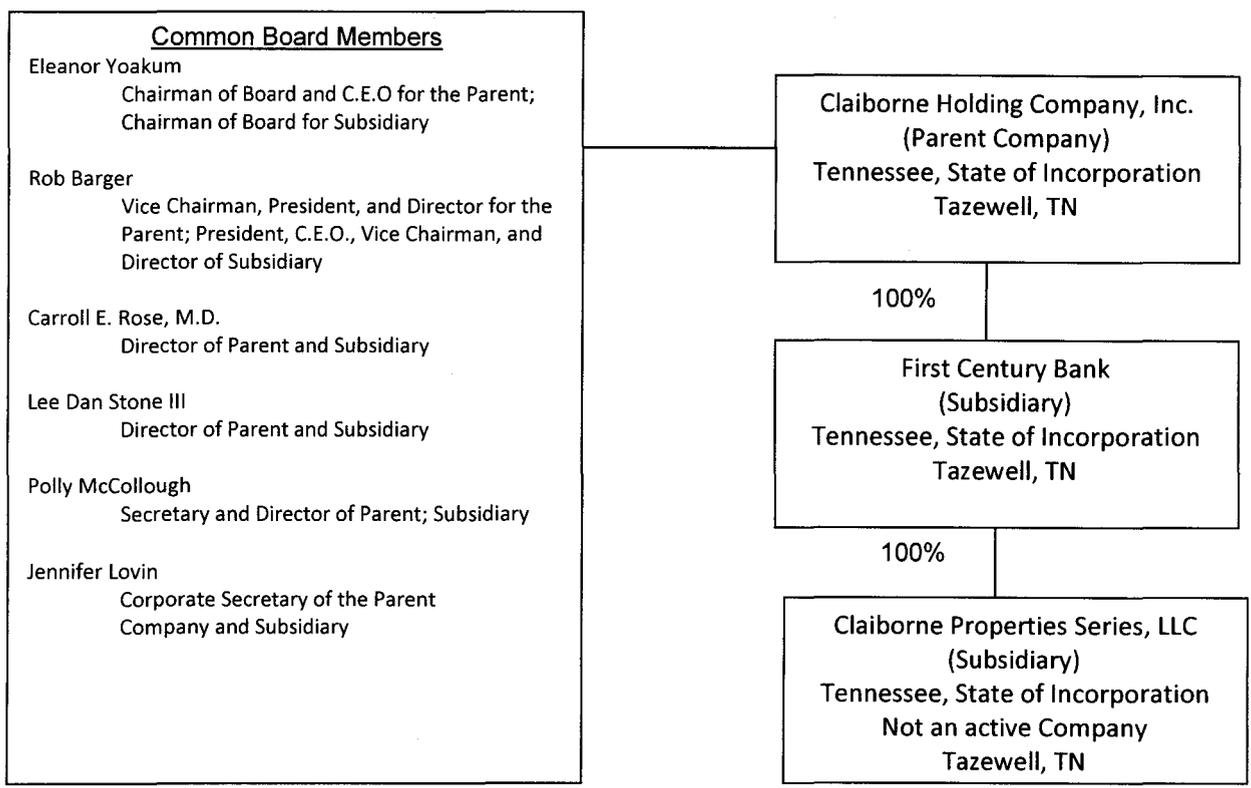
NONE

*Revised*

Form FR Y-6  
CLAIBORNE HOLDING COMPANY, INC.  
Fiscal Year Ending December 31, 2012

Form FR Y-6  
Report Item 2a  
December 31, 2012

Organization Chart of parent – Subsidiary Relationships



revised

Form FR Y-6  
CLAIBORNE HOLDING COMPANY, INC.  
Fiscal Year Ending December 31, 2012

Form FR Y-6  
Report Item 2b  
Domestic Branch Listing  
December 31, 2012

Branch Listing for First Century Bank/RSDD No. 999935

- 1) First Century Bank Main Office/RSDD No. 999935  
1780 North Broad Street  
Tazewell, TN 37879  
Claiborne/USA  
Full Service (Head Office)
- 2) New Tazewell Branch(aka New Tazewell Office)/RSSD No. 727932  
301 North Broad Street  
New Tazewell, TN 37825  
Claiborne/USA  
Full Service
- 3) Harrogate Branch(aka Harrogate Office)/RSSD No. 853037  
6946 Cumberland Gap Pkwy.  
Harrogate, TN 37752  
Claiborne/USA  
Full Service
- 4) Maynardville Branch(aka Maynardville Office)/RSSD No. 1192788  
2969 Maynardville Highway  
Maynardville, TN 37807  
Union/USA  
Full Service
- 5) Sneedville Office/RSSD No. 1366954  
1479 E. Main Street  
Sneedville, TN 37869  
Hancock/USA  
Full Service
- 6) Strawberry Plains Pike Office/RSSD No. 3937983  
7051 Strawberry Plains Pike  
Knoxville, TN 37914  
Knox/USA  
Full Service
- 7) Emory Road Office/RSSD No. 2682437  
600 E. Emory Road  
Powell, TN 37849  
Knox/USA  
Full Service

**Form FR Y-6**  
**CLAIBORNE HOLDING COMPANY, INC.**  
**Fiscal Year Ending December 31, 2012**

Form FR Y-6  
 Report Item 3: Securities holders  
 (1)(a)(b)(c) and (2)(a)(b)(c)  
 December 31, 2012

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-12			Shareholders not listed in (3)(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-12		
(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities
Yoakum Family, LP Eleanor Yoakum, GP Stephanie B. Conner, GP Rob Barger, GP Knoxville, TN/USA	USA	70,446 shares - 40.6%, common stock	N/A		
Eleanor Yoakum Knoxville, TN	USA	See Above 0.0%, common stock			
Stephanie B. Conner Forrest Conner Nashville, TN/USA	USA	10,019 shares - 5.8%, common stock			
Rob Barger Knoxville, TN/USA	USA	13,481 shares - 7.8%, common stock			
Oliver Adams Knoxville, TN/USA	USA	34,689 shares - 20.0%, common stock			

**Form FR Y-6**  
**CLAIBORNE HOLDING COMPANY, INC.**  
**Fiscal Year Ending December 31, 2012**

Form FR Y-6

Report Item 4: Insiders

(1), (2), (3)a) (b) (c) and (4) (a) (b) (c)

December 31, 2012

Page 1 of 3

(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3) (a) Title & Position with Bank Holding Company	(3) (b) Title & Position with First Century Bank	(3) (c) Title & Position with Other Businesses (include names of other businesses)	(4) (a) Percentage of voting shares in Bank Holding Company	(4) (b) Percentage of Voting Shares in First Century Bank	(4) (c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Eleanor Yoakum Tazewell, TN/USA	N/A	Director & Chairman of Board	Director & Chairman of Board	General Partner, Yoakum Family LP	40.6%	N/A	Yoakum Family LP, General Partner; Co-Trustee, Estate Of Glenn Yoakum; Eastridge Apartments - 25%
Rob Barger Knoxville, TN/USA	N/A	Director & Vice Chairman & President	Director & President/C.E.O., Vice Chairman	Owner General Partner, Yoakum Family LP	7.8%	N/A	B & P Industrial Park - 50% BP Gas Station - 100% Owner MORK, LLC - 100% Managing Member Yoakum Family LP, General Partner
Oliver Adams Knoxville, TN/USA	Attorney	Principal Shareholder	N/A	N/A	20.0%	N/A	N/A

revised

Form FR Y-6  
CLAIBORNE HOLDING COMPANY, INC.  
Fiscal Year Ending December 31, 2012

Form FR Y-6  
Report Item 4: Insiders  
(1), (2), (3) (a) (b) (c) and (4) (a) (b) (c)  
December 31, 2012  
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Carroll E. Rose, MD Tazewell, TN/USA	Physician & Real Estate Developer	Director	Director	Partner	0.0%	N/A	Rose & Thomas - 50% Partner  Rose & Ball - 50% Partner
Polly McCollough Tazewell, TN/USA	Real Estate Investor	Director	Director	N/A	0.7%	N/A	N/A
Jennifer Lovin New Tazewell, TN/USA	N/A	Secretary to the Board	Secretary to the Board	N/A	0.0%	N/A	N/A
George Day, M.D. Harrogate, TN/USA	Physician	Director	Director	Partner	N/A	N/A	Heartland Pharmacy - 32% Partner
Robert Baird Clinton, TN/USA	N/A	N/A	Director, Executive Vice President and Regional President	N/A	N/A	N/A	N/A

revised

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CLAIBORNE HOLDING COMPANY, INC.  
Fiscal Year Ending December 31, 2012

Form FR Y-6  
Report Item 4: Insiders  
(1), (2), (3) (a) (b) (c) and (4) (a) (b) (c)  
December 31, 2012  
Page 3 of 3

(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3) (a) Title & Position with Bank Holding Company	(3) (b) Title & Position with First Century Bank	(3) (c) Title & Position with Other Businesses (include names of other businesses)	(4) (a) Percentage of Voting Shares in Bank Holding Company	(4) (b) Percentage of Voting Shares in First Century Bank	(4) (c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Jack A. Bonner, Jr Piney Flats, TN/USA	N/A	N/A	SR Vice President & Chief Financial Officer	Managing Member, The Press Group, LLC	N/A	N/A	The Press Group, LLC - 33.333% DKB Associates, GP - 33.333%
Lee Dan Stone III Tazewell, TN/USA	Attorney-at-Law	Director	Director	Owner	0.0%	N/A	Stone & Stone, Attorney at Law, 100% Owner R & S Energy, Inc. - 100% Owner