

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

APR 18 REC'D

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
 03/14/2014
 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 1135646
 C.I. _____

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

December 31, 2013

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

For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

<p>Legal Title of Subsidiary Holding Company</p> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <p>City State Zip Code</p> <p>Physical location (if different from mailing address)</p>	<p>Legal Title of Subsidiary Holding Company</p> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <p>City State Zip Code</p> <p>Physical location (if different from mailing address)</p>
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Form FR Y-6
CLAIBORNE HOLDING COMPANY, INC.
Fiscal Year Ending December 31, 2013

Form FR Y-6
Report Item 1a
December 31, 2013

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, 2013

Form FR Y-6
Report Item 1b
December 31, 2013

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.)

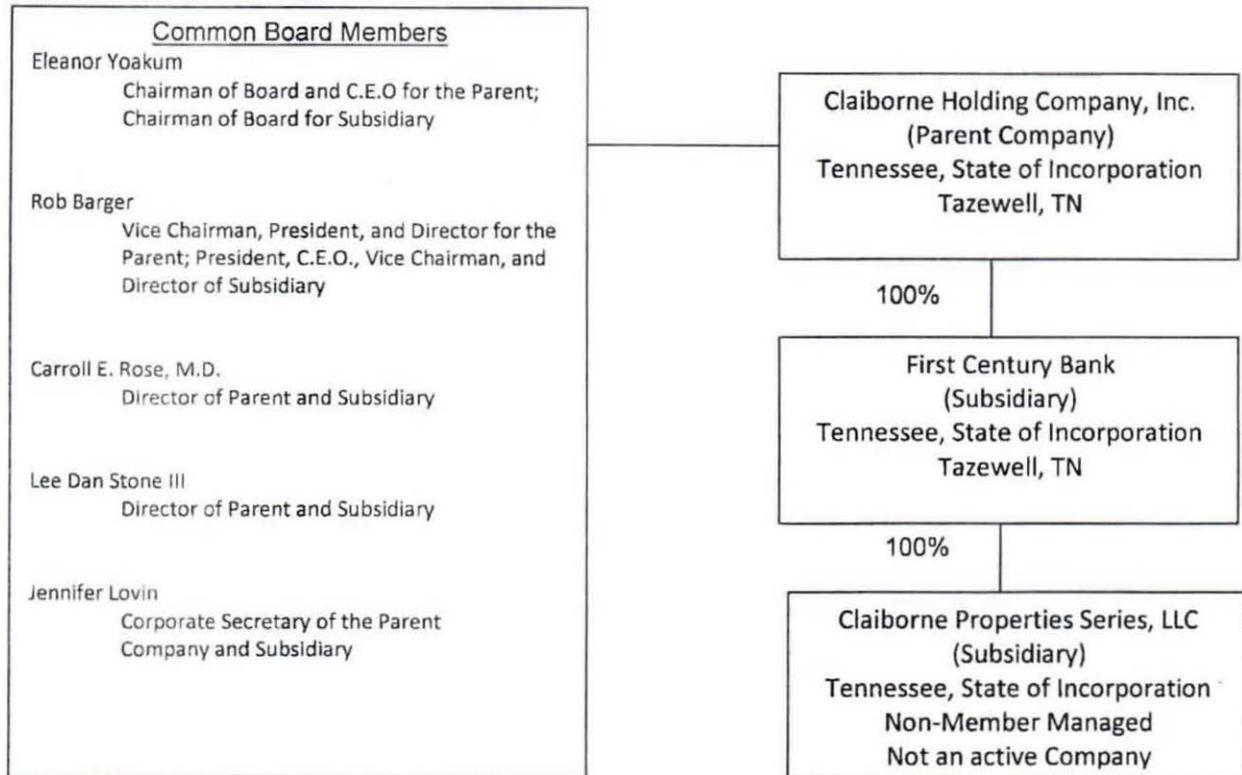
NONE

Revised

Form FR Y-6
CLAIBORNE HOLDING COMPANY, INC.
Fiscal Year Ending December 31, 2013

Form FR Y-6
Report Item 2a
December 31, 2013

Organization Chart of parent – Subsidiary Relationships



Form FR Y-6
CLAIBORNE HOLDING COMPANY, INC.
Fiscal Year Ending December 31, 2013

Form FR Y-6
Report Item 2b
Domestic Branch Listing
December 31, 2013

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) Straw Plains Branch(aka Straw Plains Office)/RSSD No. 3937983
7051 Strawberry Plains Pike
Knoxville, TN 37914
Knox/USA
Full Service
- 7) North Knoxville Branch(aka 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, 2013

Form FR Y-6
 Report Item 3: Securities holders
 (1)(a)(b)(c) and (2)(a)(b)(c)
 December 31, 2013

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		
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, 2013

Form FR Y-6

Report Item 4: Insiders

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

December 31, 2013

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

Form FR Y-6
CLAIBORNE HOLDING COMPANY, INC.
Fiscal Year Ending December 31, 2013

Form FR Y-6
 Report Item 4: Insiders
 (1), (2), (3) (a) (b) (c) and (4) (a) (b) (c)
 December 31, 2013
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(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)
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
Jennifer Lovin New Tazewell, TN/USA	N/A	Secretary to the Board	Secretary to the Board	N/A	0.0%	N/A	N/A
Brenda Burchfield Knoxville, TN/USA	N/A	N/A	Senior VP Cashier of Bank	N/A	N/A	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

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CLAIBORNE HOLDING COMPANY, INC.
Fiscal Year Ending December 31, 2013

Form FR Y-6

Report Item 4: Insiders

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

December 31, 2013

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(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	Treasurer	SR Vice President & Chief Financial Officer & Chief Compliance 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
William A. Dunavant, Jr. Tazewell, TN/USA	Business consultant	N/A	Director/ Consultant	N/A	0.0%	N/A	N/A
Howard Phillips Knoxville, TN/USA	Business owner	N/A	Director	Partner/Member - Powell Auction Realty, LLC - Phillips Real Estate, LLC - BMT Properties Partnership	0.0%	N/A	Partner/Member - Powell Auction Realty, LLC - Phillips Real Estate, LLC - BMT Properties Partnership
Greg Garren Maynardville, TN/USA	Operation Manager	N/A	Director	Operation Manager Ready Mix USA	N/A	N/A	N/A