

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, 2014

Month / Day / Year

i. James L Clayton

Name of the Holding Company Director and Official

Chairman

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.

James L Clayton
Signature of Holding Company Director and Official

Date of Signature

5/1/15

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 315 3242
C.I. _____

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address

Clayton Bancorp, Inc.

Legal Title of Holding Company

520 W Summit Hill Dr

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

Knoxville TN 37902
City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Zach Lallande Assistant Controller

Name Title

865-522-2930 268

Area Code / Phone Number / Extension

865-545-5151

Area Code / FAX Number

zach.lallande@claytonbank.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

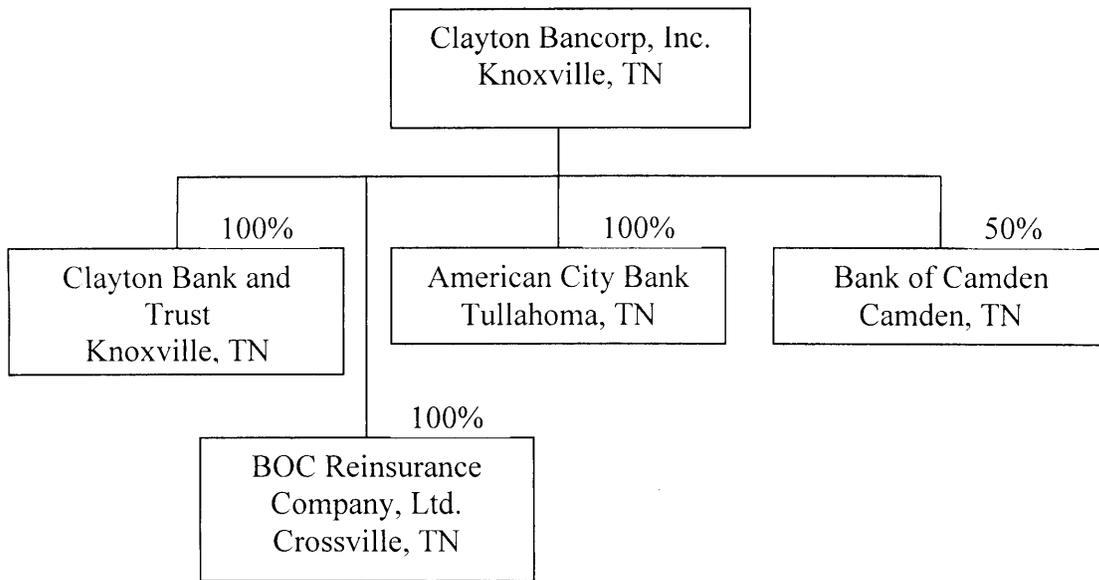


Form FR Y-6

**Clayton Bancorp, Inc.
Knoxville, TN
Year Ending December 31, 2014**

Report Item

- 1: The bank holding company does not prepare an annual report for its shareholders.
- 2: Organizational Chart



*All entities incorporated in Tennessee.

Loc #	Occupancy	Address	City	State	Zip	County
0	Clayton Bank & Trust	418 South Gay St, #101	Knoxville	TN	37902	Knox
1	Clayton Bank & Trust	112 North Washington Street	Henderson	TN	38340	Chester
2	Clayton Bank & Trust	425 East Main Street	Henderson	TN	38340	Chester
3	Clayton Bank & Trust	574 Main Street	Friendship	TN	38340	Crockett
4	Clayton Bank & Trust	679 W. Church Street	Lexington	TN	38351	Henderson
5	Clayton Bank & Trust	3080 Hwy. 51 South	Covington	TN	38019	Tipton
6	Clayton Bank & Trust	2113 South Highland	Jackson	TN	38305	Madison
7	Clayton Bank & Trust	601 Carriage House Drive	Jackson	TN	38301	Madison
8	Clayton Bank & Trust	101 East Main Street	Henderson	TN	38340	Chester
9	Clayton Bank & Trust	10216 Kingston Pike	Knoxville	TN	37922	Knox
10	Clayton Bank & Trust: Lessee	851 South Willow Avenue	Cookeville	TN	38501	Putnam
11	Clayton Bank & Trust	11820 Kingston Pike	Farragut	TN	37922	Knox
12	Clayton Bank & Trust	5200 Clinton Hwy	Knoxville	TN	37912	Knox
13	Clayton Bank & Trust	2306 Alcoa Hwy	Alcoa	TN	37701	Blount
14	Clayton Bank & Trust	6280 Hwy 64	Oakland	TN	38060	Rutherford
15	Clayton Bank & Trust	16814 Hwy 64	Somerville	TN	38068	Williamson
1	American City Bank	340 W. Lincoln St.	Tullahoma	TN	37388	Coffee
2	American City Bank	1700 N. Jackson St	Tullahoma	TN	37388	Coffee
3	American City Bank	1500 Hillsboro Blvd.	Manchester	TN	37355	Coffee
4	American City Bank	2200 Decherd Boulevard	Decherd	TN	37324	Franklin
5	American City Bank	71 Mechanic Street	Lynchburg	TN	37352	Moore
1	Bank of Camden	102 East Main Street	Camden	TN	38320	Benton
2	Bank of Camden	180 Highway 641 North	Camden	TN	38320	Benton
3	Bank of Camden	257 West Main Street	Camden	TN	38320	Benton
4	Bank of Camden	65 Main Street	Big Sandy	TN	38221	Benton
5	Bank of Camden	30703 Broad St	Bruceton	TN	38317	Carroll

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December 31, 2014

Report item 3: Securities Holders

Current Shareholders with ownership, control or holding of 5% or more
with power to vote as of 12/31/2014

(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
James Lee Clayton Knoxville, Tennessee	USA	24,420,784.29 - 99.13% Common Stock

(2)none

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Report item 4. Directors and Officers

(1) Name & Address (City, State, Country)	(2) Principal occupation if other than with Bank Holding Co	(3)(a) Title & Position with Bank Holding Co	(3)(b) Title & Position with Subsidiaries (include name of subsidiaries)	(3)(c) Title & Position with other businesses (include name of business)	(4)(a) Percentage of voting shares in Bank Holding Co	(4)(b) Percentage of voting shares in subsidiaries (include name)	(4)(c) List of other companies (includes partnerships if 25% or more of voting securities are held (include names & percentages)
James Lee Clayton Knoxville, Tennessee	N/A	Chairman & President	Chairman Clayton Bank and Trust	N/A	99.13%	None	See Exhibit A
B. Joe Clayton Knoxville, Tennessee	Auto Dealerships	Director	N/A	President Clayton Volvo	None	None	JRMN Partnership 25% Clayton Autos, Inc 69.78%
Kevin T. Clayton Knoxville, Tennessee	Manufactured Housing	Director	N/A	President/CEO Clayton Homes	None	None	BF 3, LLC 50% Home 3, LLC 100%
Tim Williams Knoxville, Tennessee	Manufactured Housing	Director	N/A	President 21st Mortgage Corp.	None	None	CRW, LLC 33.33%, TJR, LLC 33.33% Williams Aviation 100%
Kay Clayton Knoxville, Tennessee	N/A	Director	N/A	N/A	None	None	N/A
Raja J. Jubran Knoxville, Tennessee	General Construction Contractor	Director	N/A	Chief Executive Officer Denark Construction, Inc	None	None	See Exhibit A
John Kalec Knoxville, TN	Manufactured Housing	Director	N/A	CFO Clayton Homes	None	None	N/A
Randy Boyd Knoxville, TN	Pet Products	Director	N/A	President/CEO Radio Systems Corp	None	None	Boyd Entertainment 100%, Radio Systems 100% LPL Financial 100%, Smokey Mt Property 100%
Wallace McClure Knoxville, TN	Realty	Director	N/A	Owner McClure Realty	None	None	McClure Realty 50% Western Plaza Billiard & Bolwing 100%
Rich Ray Knoxville, TN	Manufactured Housing	Director	N/A	CFO 21st Mortgage Corp	None	None	CRW, LLC 33.33% TJR, LLC 33.33%
Troy Martin Tullahoma, TN	Banking	Director	N/A	President/CEO American City Bank	None	None	N/A
Norman McRae Knoxville, TN	Healthcare	Director	N/A	Owner Caris HealthCare, LP	None	None	Caris Healthcare 100%

Exhibit A

James L. Clayton's affiliates holdings/associations with a **greater than 25%** ownership:

Other entities:

<u>Entity Name</u>	<u>Ownership Interest</u>
Clayton Bancorp, Inc	99.13%
CLF Partnership	33.33%
Home 3, LP	42.73%
Innovation Valley Partnership	
Personal	8.53%
Trustee	4.26%
BF 3, LP	2.84%
Clayton Family Foundation	9.95%
BF 3, LP	45.22%
CF Services, LLC	100%
BaseCamp/Clayton Investors, LLC	
Personal	36.87%
Nominee	16.13%
BF 3, LP	9.22%
CFA Holdings, LLC	100%
CRW, GP	50%
Evergreen Services, LLC	32.81%
Prairie Antelope B, LLC	
Personal	66.70%
Home 3, LP	33.33%
CJ Poplar, LLC	50%
CJ River Holdings, LLC	50%
CJ Riverland GP	50%
CJT Partnership	33.33%
TJR, LLC	34.41%
CHJ Investments, LLC	34.72%
SAA-MHC Holdings, LLC	51%
CSL Holdings, LLC	50%
CFA Hangar, LLC	100%
LaGrange Partners MHC, LLC	48.84%
CBT Investment Club	36.70%

Raja Jubran's affiliates holdings/associations with a greater than 25% ownership:

Other entities:

<u>Entity Name</u>	<u>Ownership Interest</u>
Strategic Partners, LLC	100%
Strategic Equity Partners	100%
Denark Construction, Inc	50%
CJ River Holdings, LLC	50%
CJ Riverland GP	50%
Jubran Holdings, GP	33.33%
JSH, GP	33.33%
CJ Poplar, LLC	50%
Strategic Acquisitions Group, LLC	33.33%