

APR 10 2012

3/30/12 PWB

Board of Governors of the Federal Reserve System



Annual Report of Bank Holding Companies—FR Y-6

380 8131

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.

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.

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.

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

12/31/11

Month / Day / Year

1. Bill Thompson

Name of the Bank Holding Company Director and Official

CFO/EVP

Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

Educational Services of America, Inc.

Legal Title of Bank Holding Company

104 N Seven Oaks Drive

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

Knoxville

City

TN

State

37922

Zip Code

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.

Physical location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

Bill Thompson

Name

CFO/EVP

Title

865-342-5119

Area Code / Phone Number / Extension

865-342-6345

Area Code / FAX Number

bthompson@edsouth.org

E-mail Address

Signature of Bank Holding Company Director and Official

Address (URL) for the Bank Holding Company's web page

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 _____

C.I. _____

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 Bank Holding Companies

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

<p>Ed Bancorp, Inc Legal Title of Subsidiary Bank Holding Company</p> <p>104 N Sevenoaks Dr. (Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box</p> <p>Knoxville TN 37922 City State Zip Code</p> <p>Physical location (if different from mailing address)</p>	<p>Legal Title of Subsidiary Bank Holding Company</p> <p>(Mailing Address of the Subsidiary Bank 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 Bank Holding Company</p> <p>(Mailing Address of the Subsidiary Bank 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 Bank Holding Company</p> <p>(Mailing Address of the Subsidiary Bank 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
Educational Services of America, Inc.
Fiscal Year Ending December 31, 2011

Report Item:

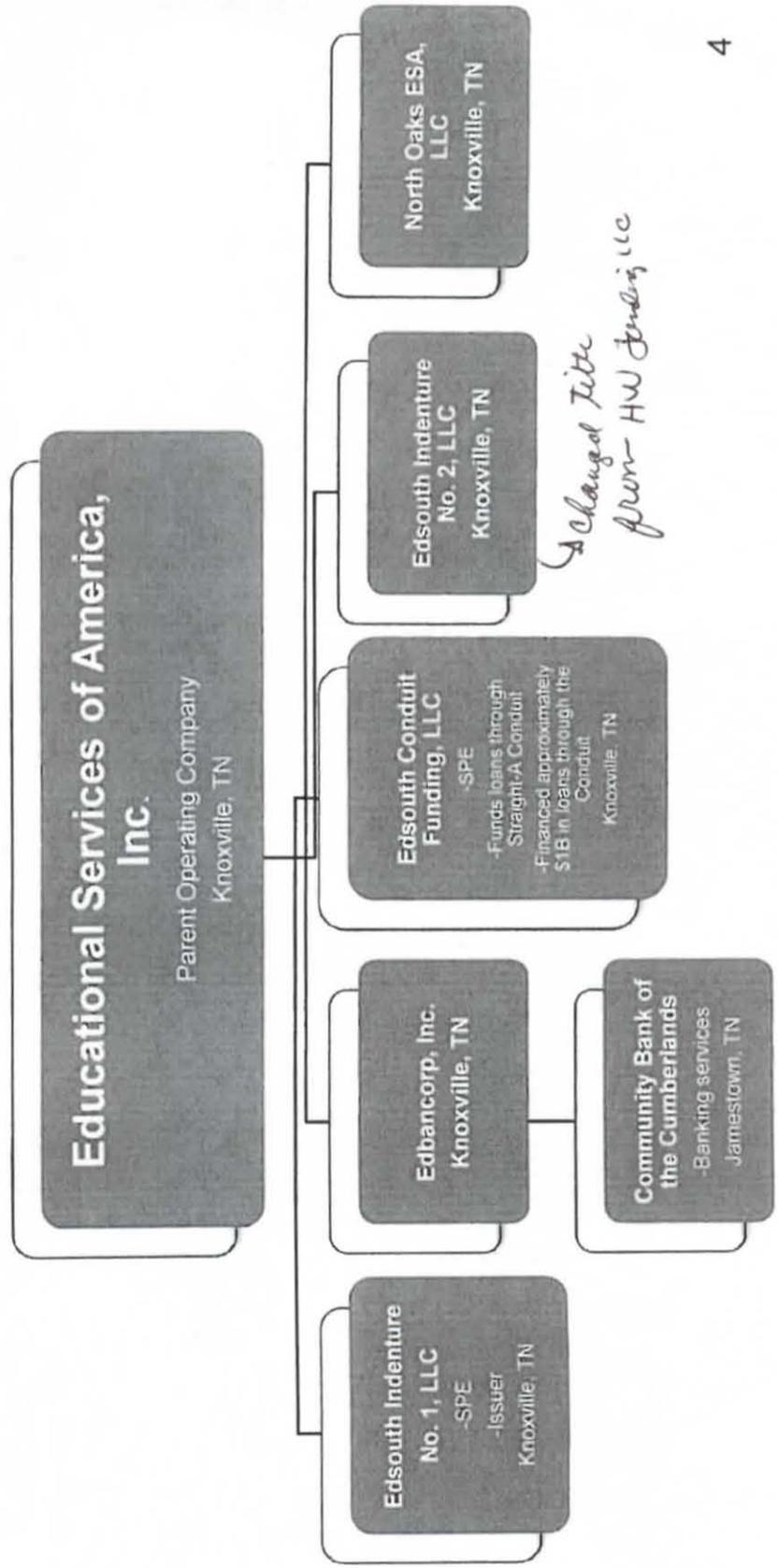
- 1) The bank holding company does not prepare an annual report for its securities holders.
- 2a) Organizational Chart (see attached organizational chart)
- 2b) No changes or corrections.

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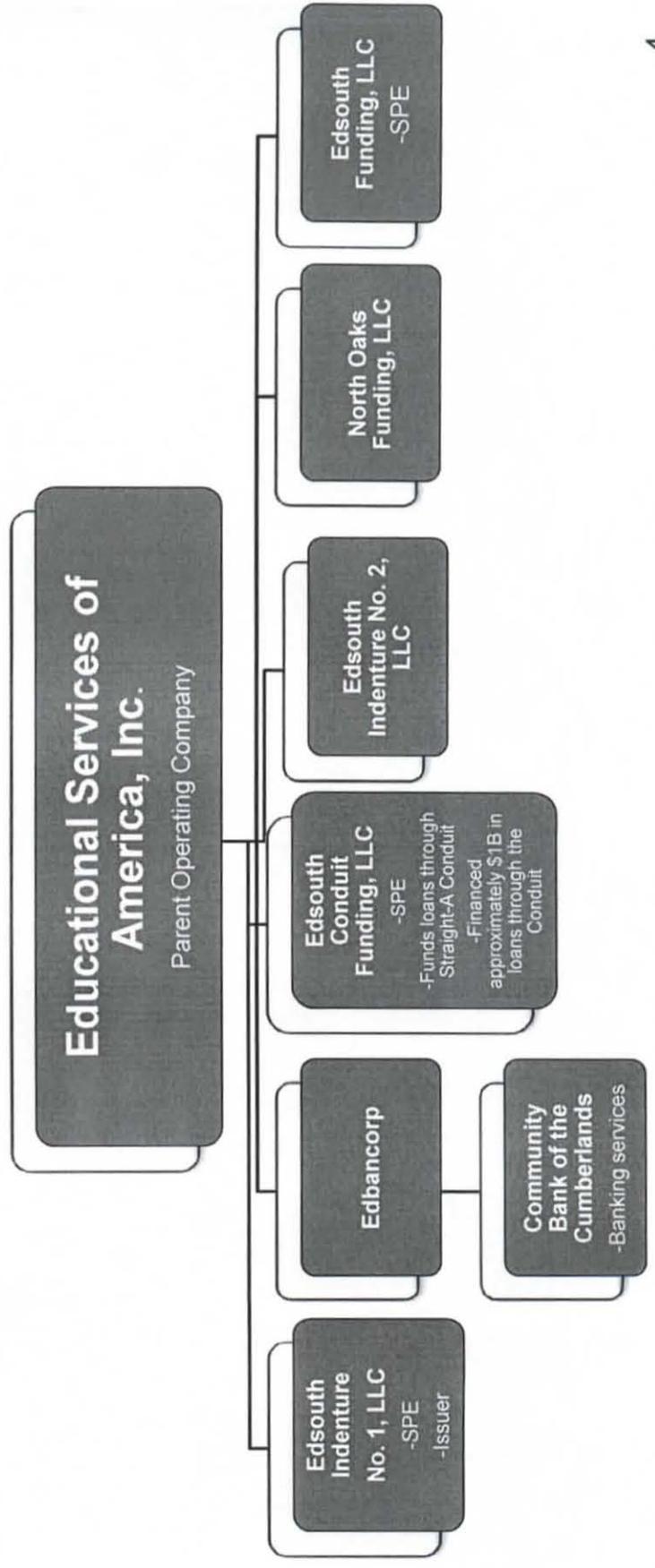
Revised

ESA's Corporate Structure



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ESA's Corporate Structure



FORM FR Y-6
 Edbancorp, Inc.
 Fiscal Year Ending December 31, 2011

Report Item 3: Securities holders

(1)(a)(b)(c) and (2)(a)(b)(c)			(1)(a)(b)(c) and (2)(a)(b)(c)		
Current securities holders with ownership, control or holding of 5% or more with power to vote as of fiscal year ending 12-31-2011			Securities holders not listed in 3(1) (a) through 3(1)© that had ownership control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-2011		
(1)(a) Name City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Educational Services of America, Inc. Knoxville, TN	USA	100%	N/A		

FORM FR Y-6
 Educational Services of America, Inc.
 Fiscal Year Ending December 31, 2011

Report Item 3: Securities holders

(1)(a)(b)© and (2)(a)(b)©

Current securities holders with ownership, control or holding of 5% or more with power to vote as of fiscal year ending 12-31-2011

Securities holders not listed in 3(1) (a) through 3(1)© that had ownership control or holdings of 5% or more with power to vote during the fiscal year ending 12/31/2011

(1)(a) Name City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name City, State, Country	(2)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities
N/A			N/A		

FORM FR Y-6
Edbancorp, Inc
Fiscal Year Ending December 31, 2011

Report Item 4: Insiders

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

(1) Name 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 Subsidiaries (include names of subsidiaries)	(3)(c) Title and 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 Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) of 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Bill Thompson Knoxville, TN		Director/Secretary Vice President	Director/Secretary/CEO/President Community Bank of the Cumberlands	N/A	0%	0%	N/A
John E. Arnold, Jr Knoxville, TN		Director/Chairman President	Director/Chairman Community Bank of the Cumberlands	N/A	0%	0%	N/A

FORM FR Y-6
Educational Services of America, Inc.
Fiscal Year Ending December 31, 2011

Report Item 4: Insiders

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

(1) Name 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 Subsidiaries (include names of subsidiaries)	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title and 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 Subsidiaries (include names of subsidiaries)	(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)
Bill Thompson Knoxville TN		CFO/EVP Director	Director/Secretary/Vice President Edbancorp, Inc.	Director/Secretary/CEO/President Community Bank of the Cumberlands	N/A	0%	0%	N/A
John E. Arnold, Jr Knoxville TN		CEO/President Chairman	Director/Chairman/President Edbancorp, Inc.	Director/Chairman Community Bank of the Cumberlands	N/A	0%	0%	N/A
Tommy Schumpert Knoxville, TN		Director Director of Edscholar Program	N/A	N/A	N/A	0%	0%	N/A
Leo Cooper Knoxville, TN		Director	N/A	N/A	N/A	0%	0%	N/A
Dwight Kessel Knoxville, TN		Director	N/A	N/A	N/A	0%	0%	N/A
Julie Huffines Knoxville, TN		Chief Accounting Officer	Chief Administrative Officer/SVP Community Bank of the Cumberlands	N/A	N/A	0%	0%	N/A
Eric Stewart Knoxville, TN		VP/Controller	N/A	N/A	N/A	0%	0%	N/A
Jeff Gibbs Knoxville, TN		Chief Information Officer	Chief Information Officer Community Bank of the Cumberlands	N/A	N/A	0%	0%	N/A
Greg Sawyers Knoxville, TN		Chief Compliance Officer/Chief Risk Manager	Chief Compliance Officer Community Bank of the Cumberlands	N/A	N/A	0%	0%	N/A