

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

N/A

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

### I. CLAUS THORMAEHLEN

Name of the Holding Company Director and Official

PRESIDENT / chairman

Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

FCB CORPORATION

Legal Title of Holding Company

P. O. BOX 989

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

MANCHESTER TN 37349

City State Zip Code

100 HIGH STREET, MANCHESTER, TN 37355

Physical Location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

PENNY WILSON CPA

Name Title

615-373-3771

Area Code / Phone Number / Extension

615-377-4915

Area Code / FAX Number

pwilson@bcpas.com

E-mail Address

Signature of Holding Company Director and Official

02-20-2015

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 1025488  
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 Holding Companies

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

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Legal Title of Subsidiary Holding Company

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

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City State Zip Code

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Physical Location (if different from mailing address)

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Physical Location (if different from mailing address)

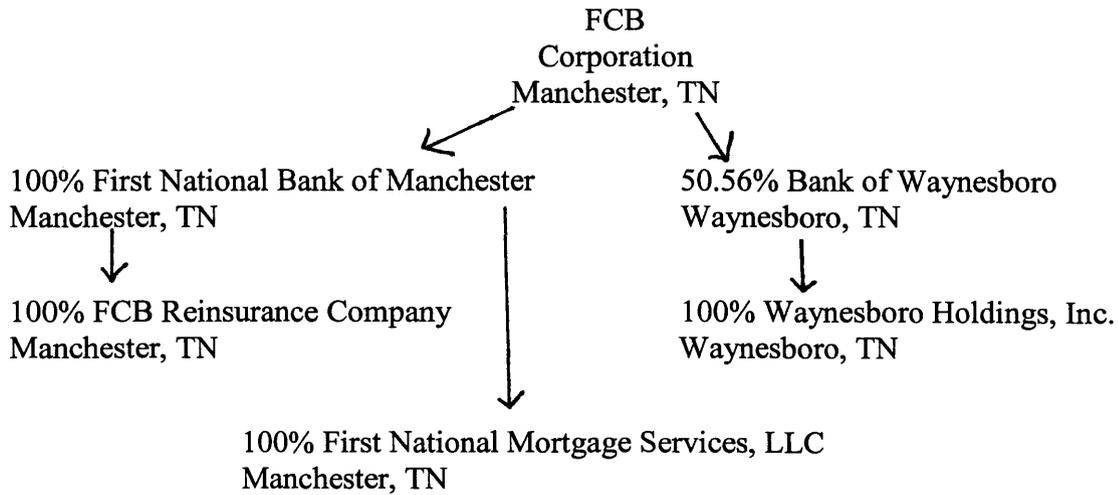
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**Form FR Y-6**

**FCB CORPORATION**  
Manchester, Tennessee

2014

1. The BHC does prepare an annual report for its shareholders.
2. Organization Chart



- 2b. List of Domestic Branches

Submitted via e-mail January 12, 2015

Please note: All entities are incorporated in the state of Tennessee.

Results: A list of branches for your holding company: FCB CORPORATION (1085488) of MANCHESTER, TN.  
 The data are as of 12/31/2014. Data reflects information that was received and processed through 01/07/2015.

**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) | 505831          | BANK OF WAYNESBORO                | 201 SOUTH MAIN STREET    | WAYNESBORO   | TN    | 38485    | WAYNE      | UNITED STATES | 1562         | 0              | BANK OF WAYNESBORO                | 505831               |          |
| OK          |                | Full Service               | 504236          | COLLINWOOD BR                     | 107 EAST BROADWAY STREET | COLLINWOOD   | TN    | 38450    | WAYNE      | UNITED STATES | 192568       | 1              | BANK OF WAYNESBORO                | 505831               |          |
| OK          |                | Full Service               | 3691678         | LAWRENCE COUNTY BRANCH            | 2102 NORTH LOCUST AVENUE | LAWRENCEBURG | TN    | 38464    | LAWRENCE   | UNITED STATES | 429747       | 3              | BANK OF WAYNESBORO                | 505831               |          |
| OK          |                | Full Service               | 503734          | BARLOW BRANCH                     | 716 HIGHWAY 99           | WAYNESBORO   | TN    | 38485    | WAYNE      | UNITED STATES | 192569       | 2              | BANK OF WAYNESBORO                | 505831               |          |
| OK          |                | Full Service (Head Office) | 290230          | FIRST NATIONAL BANK OF MANCHESTER | 100 WEST HIGH STREET     | MANCHESTER   | TN    | 37355    | COFFEE     | UNITED STATES | 3294         | 0              | FIRST NATIONAL BANK OF MANCHESTER | 290230               |          |
| OK          |                | Full Service               | 29234           | HILLSBORO ROAD BRANCH             | 1814 HILLSBORO ROAD      | MANCHESTER   | TN    | 37355    | COFFEE     | UNITED STATES | 205704       | 1              | FIRST NATIONAL BANK OF MANCHESTER | 290230               |          |
| OK          |                | Full Service               | 4041430         | MURFREESBORO BRANCH               | 2230 MERCURY BOULEVARD   | MURFREESBORO | TN    | 37130    | RUTHERFORD | UNITED STATES | 492508       | 4              | FIRST NATIONAL BANK OF MANCHESTER | 290230               |          |
| OK          |                | Full Service               | 662435          | WOODBURY BRANCH                   | 801 WEST MAIN STREET     | WOODBURY     | TN    | 37190    | CANNON     | UNITED STATES | 17954        | 3              | FIRST NATIONAL BANK OF MANCHESTER | 290230               |          |

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FCB CORPORATION

Report Item 3: Securities Holders  
(1)(a) (1)(b)(1)(c) and (2)(a) (2)(b) (2)(c)

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

| (1)(a)<br>Name, City, State                 | (1)(b)<br>Citizenship | (1)(c)<br>Shares and Percentage |
|---|-----------------------|---------------------------------|
| Marion W. Hickerson III<br>Nashville, TN    | USA                   | 44,835 – 20.69%                 |
| Edith H. Johnson<br>Houston, TX             | USA                   | 28,836 – 13.31%                 |
| Claus or Lois Thormaehlen<br>Manchester, TN | USA                   | 15,514 – 7.17%                  |
| Dale J. Jones<br>Germantown, TN             | USA                   | 14,245 – 6.57%                  |
| Donald L. Jones<br>Hixson, TN               | USA                   | 14,245 – 6.57%                  |

3(2)a.b.c: N/A

FCB CORPORATION

December 31, 2014

Report Item 4: Insiders

| (1) Names & Address                 | (2) Principal occupation if other than Bank Holding Company | (3)(a) Title & position with Bank Holding Company | (3)(b) Title & position with Subsidiaries             | (3)(c) Title & position with Other Businesses | (4)(a) Percentage of Voting Shares in Bank Holding Company | (4)(b) Percentage of Voting Shares in Subsidiaries |
|-------------------------------------|---|---|---|---|--|--|
| Don Jones<br>Hixon, TN              | Pharmacist  | Director  | Director-First National Bank                          | N/A   | 6.57%  | N/A  |
| Gerald Ewell, Jr.<br>Manchester, TN | Attorney  | Director  | Director -First National Bank                         | N/A   | .65%   | N/A  |
| Edith H. Johnson<br>Houston, TX TN  | Retired   | Director  | Director – First National Bank                        | N/A   | 13.31%   | N/A  |
| L. A. Teal<br>Manchester, TN        | Real estate & farming                                       | Director Secretary                                | Director - First National Bank                        | N/A   | 3.56%  | N/A  |
| Claus Thormaehlen<br>Manchester, TN |   | Director Chairman                                 | President - First National Bank                       | N/A   | 7.17%  | 1.05% - Bank of Waynesboro                         |
| George M. Brown<br>Hillsboro, TN    | Retired   | Director  | Director - First National Bank and Bank of Waynesboro | N/A   | .88%   | 1.00% - Bank of Waynesboro                         |

The title and position with subsidiaries as listed above is the same for the subsidiaries of the subsidiaries. Report item (4)(c) is not applicable.

Unless otherwise indicated ownership, if any in any other business is less than 25%.

## FCB CORPORATION

December 31, 2014

## Report Item 4: Insiders

| (1) Names & Address                      | (2) Principal occupation if other than Bank Holding Company | (3)(a) Title & position with Bank Holding Company | (3)(b) Title & position with Subsidiaries      | (3)(c) Title & position with Other Businesses | (4)(a) Percentage of Voting Shares in Bank Holding Company | (4)(b) Percentage of Voting Shares in Subsidiaries |
|--|---|---|--|---|--|--|
| Brent Parsley<br>Manchester, TN          | N/A   | N/A   | Senior Vice President - First National         | N/A   | .12%   | N/A  |
| Denton Jones<br>Manchester, TN           | N/A   | N/A   | Senior Vice President -First National Bank     | N/A   | .02%   | N/A  |
| Tim Spry<br>Woodbury, TN                 | N/A   | N/A   | Senior Vice President - First National Bank    | N/A   | .09%   | N/A  |
| Carla Clay<br>Pelham, TN                 | N/A   | N/A   | Vice President & Cashier - First National Bank | N/A   | .58%   | N/A  |
| Marion W. Hickerson III<br>Nashville, TN | Stockbroker   | N/A   | Director - Bank of Waynesboro                  | N/A   | 20.69%   | 4.55% Bank of Waynesboro                           |
| Jasper Brewer<br>Collinwood, TN          | Retired   | N/A   | Director -Bank of Waynesboro                   | N/A   | N/A  | 20.8% - Bank of Waynesboro                         |

## FCB CORPORATION

December 31, 2014

## Report Item 4: Insiders

| (1) Names & Address                   | (2) Principal occupation if other than Bank Holding Company | (3)(a) Title & position with Bank Holding Company | (3)(b) Title & position with Subsidiaries               | (3)(c) Title & position with Other Businesses | (4)(a) Percentage of Voting Shares in Bank Holding Company | (4)(b) Percentage of Voting Shares in Subsidiaries |
|---------------------------------------|---|---|---|---|--|--|
| Alton Turnbo, Jr.<br>Lawrenceburg, TN | Mortician   | N/A   | Director - Bank of Waynesboro                           | Mortician                                     | N/A  | .08% - Bank of Waynesboro                          |
| Howard Tignor<br>Lexington, TN        | Retired   | N/A   | Director and Chairman of the Board - Bank of Waynesboro | N/A   | N/A  | 8.13% - Bank of Waynesboro                         |
| Harold Pope<br>Waynesboro, TN         | Manager - Wayne County COOP estate & farming                | N/A   | Director - Bank of Waynesboro                           | Manager                                       | N/A  | .03% - Bank of Waynesboro                          |
| William B. Bryant<br>Lawrenceburg, TN | N/A   | N/A   | President & CEO – Bank of Waynesboro                    | N/A   | N/A  | .33% - Bank of Waynesboro                          |
| Nancy Gilliam<br>Manchester, TN       | Retired   | Director  | Director – First National Bank                          | N/A   | 2.49%  | N/A  |
| Mike Bailey<br>Woodbury, TN           | N/A   | N/A   | Vice President - First National Bank                    | N/A   | .01%   | N/A  |
| Jeanne Melton<br>Woodbury, TN         | N/A   | N/A   | Vice President - First National Bank                    | N/A   | .09%   | N/A  |