

RECEIVED

MAR 22 2012

Board of Governors of the Federal Reserve System



Annual Report of Bank Holding Companies—FR Y-6

1085488

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):
December 31, 2011
Month / Day / Year

I, **CLAUS THORMAEHLEN**
Name of the Bank Holding Company Director and Official
PRESIDENT
Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address
FCB CORPORATION
Legal Title of Bank Holding Company
P. O. BOX 989
(Mailing Address of the Bank 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 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.

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

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.

Signature of Bank Holding Company Director and Official
3-14-2012
Date of Signature

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

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

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 Federal Reserve Bank Use Only
RSSD ID _____
C.I. _____

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.

Legal Title of Subsidiary Bank Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Bank Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Bank Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Bank Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Bank Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Bank Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Bank Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Bank Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

RSSD Tiering for:
FCB CORPORATION
 Structure as of 20120207 and going downward

Seq Num	ID RSSD	Legal Name	AddL	City	State/ Country	Dist FR	Ent Type	Acty Code	Basis of Relatnshp	PCT
0001	1085488	FCB CORPORATION ✓		MANCHESTER	TENNESSEE	6	BHC	551111		
0002	505831	BANK OF WAYNESBORO ✓		WAYNESBORO	TENNESSEE	6	NMB	52211	Vtg Eqty Other	51
0003	2290618	WAYNESBORO HOLDINGS, INC. ✓		WAYNESBORO	TENNESSEE	6	DEO	52239	Vtg Eqty Other	100
0004	290230	FIRST NATIONAL BANK OF MANCHESTER ✓		MANCHESTER	TENNESSEE	6	NAT	52211	Vtg Eqty Other	100
0005	3276561	FCB REINSURANCE COMPANY ✓		MANCHESTER	TENNESSEE	6	DEO	52421	Vtg Eqty Other	100
0006	3626782	FIRST NATIONAL MORTGAGE SERVICES, LLC ✓		MANCHESTER	TENNESSEE	6	DEO	522294	Other	0

Total Number of Entities in the tree 6
Total Number of Unique Entities in the tree 6

Tier Selection Criteria

RSSD Tiering for	1085488 FCB CORPORATION
As of Date	20120207
Direction	Down
Selection Rule	All Entities
Branches - Domestic Institutions	No Branches
Branches - Foreign Institutions	No Branches

Explanatory Notes

Entity Type	Description
BHC	BANK HOLDING COMPANY
DEO	DOMESTIC ENTITY OTHER
NAT	NATIONAL BANK
NMB	NON-MEMBER BANK

Primary Activity Code	Description
52211	COMMERCIAL BANKING
52239	OTHER ACTIVITIES RELATED TO CREDIT INTERMEDIATION
52421	INSURANCE AGENCIES AND BROKERAGES
522294	SECONDARY MARKET FINANCING
551111	OFFICES OF BANK HOLDING COMPANIES

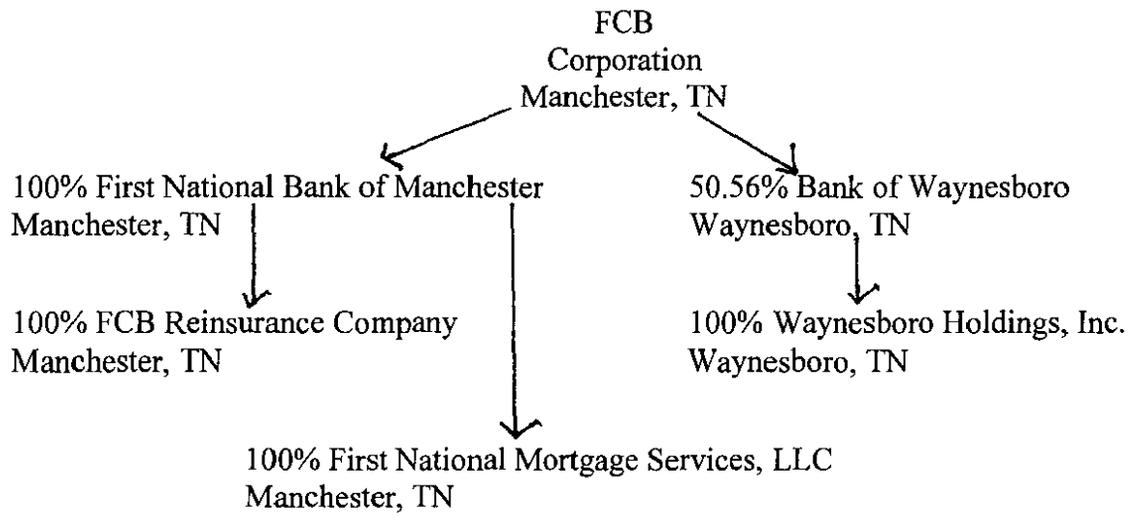
Two asterisks (**) next to the Seq Num indicates that confidentiality is pending or granted.
 An asterisk (*) next to the Addl Line Num denotes the Seq Num at which the offspring of this entity are listed.
 A dot dot dot notation (...) next to Legal Name denotes a circular relationship.

Form FR Y-6

FCB CORPORATION
Manchester, Tennessee

2011

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



- 2b. List of Domestic Branches

Submitted via e-mail January 18, 2012

RECEIVED

APR 4 2012

Kerris

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 12-31-2011

(1)(a) Name, City, State	(1)(b) Citizenship	(1)(c) Shares and Percentage
Marion W. Hickerson III Nashville, TN	USA	35,000 – 16.16%
Edith M. Hickerson Estate Manchester, TN	USA	14,602 – 6.74%
Edith H. Johnson Houston, TX	USA	19,152 – 8.84%
Claus or Lois Thormaehlen Manchester, TN	USA	15,514 – 7.17%
Dale J. Jones Germantown, TN	USA	12,992 – 6.00%
Donald L. Jones Hixson, TN	USA	12,992 – 6.00%

Shareholders with ownership, control, or holdings of 5% or more with power to vote during the year ended 12-31-11.

Morrow Family Education Trust Manchester, TN	USA	19,068 – 8.80%
---	-----	----------------

FCB CORPORATION

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

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-2011

(1)(a) Name, City, State	(1)(b) Citizenship	(1)(c) Shares and Percentage
Marion W. Hickerson III Nashville, TN	USA	35,000 – 16.16%
Edith M. Hickerson Estate Manchester, TN	USA	14,602 – 6.74%
Edith H. Johnson Houston, TX	USA	19,152 – 8.84%
Claus or Lois Thormachlen Manchester, TN	USA	15,514 – 7.17%
Dale J. Jones Germantown, TN	USA	12,992 – 6.00%
Donald L. Jones Hixson, TN	USA	12,992 – 6.00%

Report items (2)(a), (2)(b), (2)(c) are not applicable.

FCB CORPORATION

December 31, 2011

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 Hixon, TN	Pharmacist	Director	Director-First National Bank	N/A	6.00%	N/A
Gerald Ewell, Jr. Manchester, TN	Attorney	Director	Director -First National Bank	N/A	.65%	N/A
Edith M. Hickerson Estate Manchester, TN	N/A	N/A	N/A	N/A	6.74%	.02% Bank of Waynesboro
L. A. Teal Manchester, TN	Real estate & farming	Director Secretary	Director - First National Bank	N/A	3.56%	N/A
Claus Thormaehlen Manchester, TN		Director Chairman	President - First National Bank	N/A	7.17%	1.05% - Bank of Waynesboro
George M. Brown Hillsboro, TN	Retired	Director	Director - First National Bank and Bank of Waynesboro	N/A	.81%	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, 2011

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 Manchester, TN	N/A	N/A	Senior Vice President - First National	N/A	.03%	N/A
Denton Jones Manchester, TN	N/A	N/A	Senior Vice President -First National Bank	N/A	.02%	N/A
Linda Jones Manchester, TN	N/A	N/A	Vice President - First National Bank	N/A	N/A	N/A
Tim Spry Woodbury, TN	N/A	N/A	Senior Vice President - First National Bank	N/A	.09%	N/A
Carla Clay Decherd, TN	N/A	N/A	Vice President & Cashier - First National Bank	N/A	.04%	N/A
Marion W. Hickerson III Nashville, TN	Stockbroker	N/A	Director - Bank of Waynesboro	N/A	16.16%	4.54% Bank of Waynesboro
Jasper Brewer Collinwood, TN	Retired	N/A	Director -Bank of Waynesboro	N/A	N/A	20.8% - Bank of Waynesboro

FCB CORPORATION

December 31, 2011

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. Lawrenceburg, TN	Mortician	N/A	Director - Bank of Waynesboro	Mortician	N/A	.03% - Bank of Waynesboro
Dianne Rich Collinwood, TN	N/A	N/A	Senior Vice President -Bank of Waynesboro	N/A	N/A	.006% - Bank of Waynesboro
Howard Tignor Luray, TN	N/A	N/A	President & CEO - Bank of Waynesboro	N/A	N/A	8.46% - Bank of Waynesboro
Harold Pope Waynesboro, TN	Manager - Wayne County COOP estate & farming	N/A	Director - Bank of Waynesboro	Manager	N/A	N/A
Nancy Gilliam Manchester, TN	Retired	Director	N/A	N/A	2.45%	N/A
Mike Bailey Woodbury, TN	N/A	N/A	Vice President - First National Bank	N/A	.01%	N/A
Jeanne Melton Woodbury, TN	N/A	N/A	Vice President - First National Bank	N/A	.09%	N/A
Steve Stubblefield Winchester, TN	N/A	N/A	Vice President - First National Bank	N/A	N/A	N/A
Tom Allen Manchester, TN	N/A	N/A	Senior Vice President First National Bank	N/A	.01%	N/A

1085488

Results: A list of branches for your BHC: FCB CORPORATION (1085488) of MANCHESTER, TN.
The data are as of 12/31/2011. Data reflects information that was received and processed through 01/05/2012.

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
OK		Full Service (Head Office)	505831	BANK OF WAYNESBORO	201 SOUTH MAIN STREET	WAYNESBORO	TN	38485
OK		Full Service	504236	COLLINWOOD BR	MAIN STREET	COLLINWOOD	TN	38450
OK		Full Service	3691678	LAWRENCE COUNTY BRANCH	2102 NORTH LOCUST AVENUE	LAWRENCEBURG	TN	38464
OK		Full Service	503734	BARLOW BRANCH	OLD HWY 64 EAST	WAYNESBORO	TN	38485

OK		Full Service (Head Office)	290230	FIRST NATIONAL BANK OF MANCHESTER	100 WEST HIGH STREET	MANCHESTER	TN	37355
OK		Full Service	29234	HILLSBORO ROAD BRANCH	HILLSBORO ROAD	MANCHESTER	TN	37355
OK		Full Service	4041430	MURFREESBORO BRANCH	2230 MERCURY BOULEVARD	MURFREESBORO	TN	37130
OK		Full Service	662435	WOODBURY BRANCH	801 WEST MAIN STREET	WOODBURY	TN	37190