

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, 2012**

Month / Day / Year

I. CLAUD THORMAEHLEN

Name of the Holding Company Director and Official

PRESIDENT

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.

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)

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

*[Signature]*  
3-29-2013

Date of Signature

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

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

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 1085488  
 C.I. \_\_\_\_\_

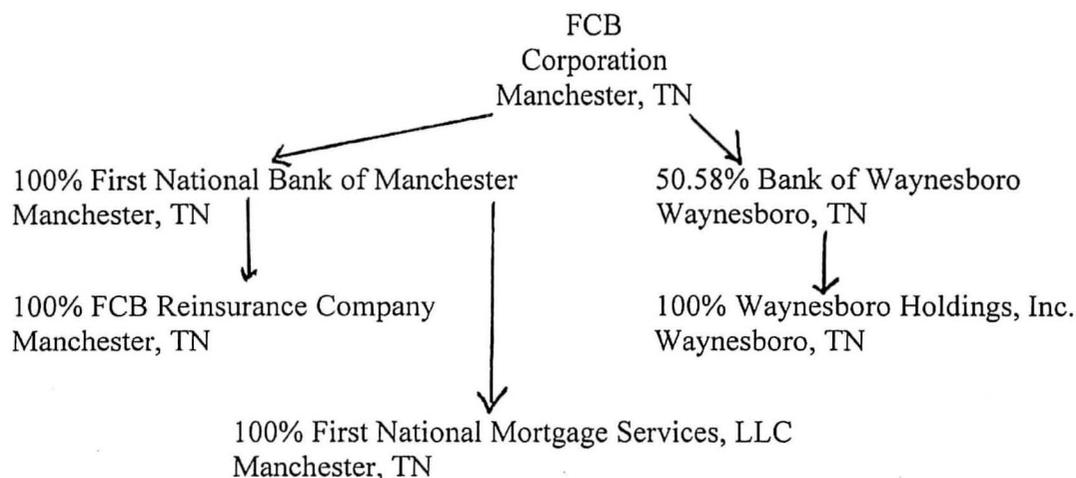
Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

**Form FR Y-6**

FCB CORPORATION  
Manchester, Tennessee

2012

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



2b. List of Domestic Branches

Submitted via e-mail January 15, 2013

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

1085488

**Results:** A list of branches for your holding company: FCB CORPORATION (1085488) of MANCHESTER, TN.  
The data are as of 12/31/2012. Data reflects information that was received and processed through 01/06/2013.

**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	MAIN STREET	COLLINWOOD	TN	38450	WAYNE	UNITED STATES	192568	1	BANK OF WAYNESBORO	505831	
OK		Full Service		3591678	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	OLD HWY 64 EAST	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	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	

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 12-31-2012

<b>(1)(a) Name, City, State</b>	<b>(1)(b) Citizenship</b>	<b>(1)(c) Shares and Percentage</b>
Marion W. Hickerson III Nashville, TN	USA	44,685 – 20.62%
Edith H. Johnson Houston, TX	USA	28,836 – 13.31%
Claus or Lois Thormaehlen Manchester, TN	USA	15,514 – 7.17%
Dale J. Jones Germantown, TN	USA	14,245 – 6.57%
Donald L. Jones Hixson, TN	USA	14,245 – 6.57%

FCB CORPORATION

December 31, 2012

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	6.57%	N/A
Gerald Ewell, Jr. Manchester, TN	Attorney	Director	Director -First National Bank	N/A	.65%	N/A
Edith H. Johnson Houston, TX TN	Retired	Director	Director – First National Bank	N/A	13.31%	N/A
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	.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, 2012

## Report Item 4: Insiders

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Brent Parsley Manchester, TN	N/A	N/A	Senior Vice President - First National	N/A	.12%	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	Senior 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 Pelham, TN	N/A	N/A	Vice President & Cashier - First National Bank	N/A	.58%	N/A
Marion W. Hickerson III Nashville, TN	Stockbroker	N/A	Director - Bank of Waynesboro	N/A	20.62%	4.55% 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, 2012

## Report Item 4: Insiders

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Alton Turnbo, Jr. Lawrenceburg, TN	Mortician	N/A	Director - Bank of Waynesboro	Mortician	N/A	.08% - Bank of Waynesboro
Dianne Rich Collinwood, TN	N/A	N/A	Senior Vice President -Bank of Waynesboro	N/A	N/A	.02% - Bank of Waynesboro
Howard Tignor 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 Waynesboro, TN	Manager - Wayne County COOP estate & farming	N/A	Director - Bank of Waynesboro	Manager	N/A	.03% - Bank of Waynesboro
William B. Bryant Lawrenceburg, TN	N/A	N/A	President & CEO – Bank of Waynesboro	N/A	N/A	.33% - Bank of Waynesboro
Nancy Gilliam Manchester, TN	Retired	Director	Director – First National Bank	N/A	2.49%	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