

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

MAR 30 REC'D

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, 2015**

Month / Day / Year

LEI = N/A

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

I, Mark W Loudermilk

Name of the Holding Company Director and Official

Director/President/CEO

Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

Foothills Bancorp, Inc.

Legal Title of Holding Company

214 Keller Lane

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

Maryville

TN

37801

City

State

Zip Code

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.

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:

Mark W Loudermilk

President/CEO

Name

Title

865-738-2230

Area Code / Phone Number / Extension

865-738-2261

Area Code / FAX Number

mloudermilk@fhbank.com

E-mail Address

www.fhbank.com

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

Signature of Holding Company Director and Official

03/24/2016

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 4066718  
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

Form FR Y-6

Foothills Bancorp, Inc.  
Maryville, Tennessee  
Fiscal Year Ending - December 31, 2015

Report Item

1a: The bank holding company is not required to prepare form 10-K with the SEC.

1b: The bank holding company does not prepare an annual report for its securities holders.

2a: Organizational Chart



2b: Domestic branch listing provided to Federal Reserve Bank via e-mail.

2b: PREVIOUSLY SUBMITTED ELECTRONICALLY

Results: A list of branches for your depository institution: FOOTHILLS BANK & TRUST (ID\_RSSD: 3597592).  
 This depository institution is held by FOOTHILLS BANKCORP. INC. (4866718) of MARYVILLE, TN.  
 The data are as of 12/31/2015. Data reflects information that was received and processed through 01/07/2016.

**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*
OK		Full Service (Head Office)	3597592	FOOTHILLS BANK & TRUST	214 KELLER LANE	MARYVILLE	TN	37801	BLOUNT	UNITED STATES	457513	0	FOOTHILLS BANK & TRUST	3597592
OK		Full Service	4161048	FARRAGUT OFFICE	11216 KINGSTON PIKE	KNOXVILLE	TN	37934	KNOX	UNITED STATES	510599	4	FOOTHILLS BANK & TRUST	3597592
OK		Full Service	3688913	EAST LAMAR ALEXANDER BRANCH	2430 EAST LAMAR ALEXANDER PARKWAY	MARYVILLE	TN	37804	BLOUNT	UNITED STATES	478841	1	FOOTHILLS BANK & TRUST	3597592
OK		Limited Service	4161105	MOBILE BRANCH	214 KELLER LANE	MARYVILLE	TN	37801	BLOUNT	UNITED STATES	Not Required	Not Required	FOOTHILLS BANK & TRUST	3597592

Form Y-6

Foothills Bancorp, Inc.

Fiscal Year Ending - December 31, 2015

Report Item 3(1) Securities Holders

Securities holders with 5% or more power to vote as of fiscal year ending 12/31/2015

Name City, State, Country	Number and Percentage of Each Class of Voting Securities
Jane Qualls McGuire, Ph.D. Knoxville, TN, USA	78,753 - 3.56% Common Stock 63,000 - 2.85% Options on Common Stock <hr/> 136,753 - 6.409%
Herb J Newton Knoxville, TN, USA	70,000 - 3.16% Common Stock 61,250 - 2.77% Options on Common Stock <hr/> 131,250 - 5.934%

Report Item 3(2) Securities Holders

Not applicable as of 12/31/2015

Form FR Y-6  
 Foothills Bancorp, Inc.  
 Fiscal Year Ending - December 31, 2015

Report Item 4: Insiders (Directors and Executive Officers)

Name City, State Country	Principal Occupation if other than with Holding Company	Title & Position with Holding Company	Title & Position with Subsidiary Bank	Title & Position with Other Businesses	Percentage of Voting Shares in Holding Company	Ownership in other Businesses
Ralph Lee Chambers, Jr. Maryville, Tennessee USA	Retired	Secretary Director	Secretary Director	N/A	3.82%	N/A
Samuel D. Evans, M.D. Alcoa, Tennessee USA	Retired Medical Doctor	Chairman Director	Chairman Director	N/A	1.79%	N/A
Joseph Hamdi Knoxville, Tennessee USA	Banker	Director	EVP Director	N/A	0.90%	N/A
Mark W. Loudermilk Maryville, Tennessee USA	Banker	President/CEO Director	President/CEO Director	N/A	3.35%	N/A
Denny Mayes Alcoa, Tennessee USA	Agency Manager TN Farm Bureau	Director	Director	N/A	2.80%	N/A
Jane Qualls McGuire, Ph.D. Knoxville, Tennessee USA	Retired Educator	Director	Director	N/A	6.41%	N/A

Name City, State Country	Principal Occupation if other than with Holding Company	Title & Position with Holding Company	Title & Position with Subsidiary Bank	Title & Position with Other Businesses	Percentage of Voting Shares in Holding Company	Ownership in other Businesses
Herb Newton Knoxville, Tennessee USA	Real Estate Investor	Director	Director	Owner	5.93%	5.93%
				Fist BK Mgm, LLC	99.00%	
				Owner		
				First Fin - Oak Ridge, LLC	99.00%	
				Owner		
				First Fin - Waycross, LLC	99.00%	
				Owner		
				First Fin - Scottsboro, LLC	99.00%	
				Owner		
				First Fin - Aviation	33.33%	
				Owner		
				GA Mall Consortium, LLC	50.00%	
				Owner		
				HJN Properties, LLC	99.00%	
Owner						
Loudon County Farms, LLC	99.00%					
Owner						
R Landing, LLC	99.00%					
Owner						
Tellico LP2, LLC	99.00%					
David Pesterfield Maryville, Tennessee USA	President Pharmacy Plus Programs, LLC	Director	Director	President Pharmacy Plus Programs, LLC	2.49%	32.00%
E Terry Webb Maryville, Tennessee USA	Retired Pharmacist	Director	Director	N/A	3.73%	N/A
Melissa Hodges Maryville, Tennessee USA	Banker	N/A	Senior Vice President	N/A	0.90%	N/A