



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*

I, David W Barnes

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 Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address

Frankewing Bancshares, Inc.

Legal Title of Holding Company

PO Box 1

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

Frankewing TN 38459

City State Zip Code

2324 Hwy 64

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:

Jeff Stewart EVP/Cashier

Name Title

931-363-1796

Area Code / Phone Number / Extension

931-424-9629

Area Code / FAX Number

jstewart@bank-of-frankewing.com

E-mail Address

*David W Barnes*

Signature of Holding Company Director and Official

02/18/2015

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

For Federal Reserve Bank Use Only

RSSD ID 1136447  
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.

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

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ANNUAL REPORT OF BANK HOLDING COMPANIES  
REPORTING FORM FR Y-6  
AS OF DECEMBER 31, 2014  
FRANKEWING BANCSHARES, INC., FRANKEWING, TENNESSEE

Report Item 1: The Annual Report to Shareholders is included with the FR Y-6 report.

Report Item 2: Organizational Chart

Frankewing Bancshares, Inc. is a one bank holding company with its main office in Frankewing, Tennessee. The state of incorporation is Tennessee.

Frankewing Bancshares, Inc. owns 100% of the voting stock of the Bank of Frankewing of Frankewing, Tennessee.

Frankewing Bancshares, Inc. does not own 5% or more of any class of stock of any corporation other than that of the Bank of Frankewing.

Report Item 2b: Domestic Branch Listing

Bank of Frankewing (Main Office)  
June/1993  
2324 Hwy 64  
Frankewing, Giles County, TN, USA 38459  
Full Service

Bank of Frankewing (Pulaski Branch)  
May 2000  
1671 W College Street  
Pulaski, Giles County, TN, USA 38478  
Full Service

Bank of Frankewing (Lawrenceburg Branch)  
June 2005  
1200 N Locust Ave  
Lawrenceburg, Lawrence County, TN, USA, 38464  
Full Service

Report Item 3: See the attached list of shareholders.

Frankewing Bancshares, Inc. has only one class of stock which is 381,570 shares of common stock with one vote per share.

Report Item 4: See the attached list of officers and directors.

**FR Y-6 REPORT ITEM 3**  
**FRANKEWING BANCSHARES, INC.**  
**SHAREHOLDERS WITH 5% OF TOTAL STOCK**

<b>SHAREHOLDER</b>	<b>COUNTRY OF CITIZENSHIP</b>	<b>SHARES</b>	<b>PERCENTAGE</b>
BETTY HOPKINS PULASKI TN 38478	USA	37,530	9.836%
MEADE C HOPKINS PULASKI TN 38478	USA	44,460	11.652 %
EARL WAKEFIELD PULASKI, TN 38478	USA	41,479	10.871%
KATHLEEN WAKEFIELD PULASKI , TN 38478	USA	28,652	7.509%

**Part II: NONE**

**REPORT ITEM 4: DIRECTORS AND OFFICERS**

<b>Name, City, State, Country</b>	<b>Principal Occupation if other than with Bank Holding Company</b>	<b>Title &amp; Position with Bank Holding Company</b>	<b>Title &amp; Position with Subsidiaries (include names of subsidiaries)</b>	<b>Title &amp; Position with other Businesses (include names of other businesses)</b>	<b>Percentage of Voting Shares in Bank Holding Company</b>	<b>Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)</b>	<b>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.</b>
David W. Barnes Fayetteville TN USA	N/A	Director	Director & President (Bank of Frankewing)	N/A	1.782%	None	N/A
Wade Edde Pulaski TN USA	Retired	Director	Director (Bank of Frankewing)	N/A	.262%	None	N/A
Meade C Hopkins Pulaski TN USA	N/A	Director/ Chairman	Director & CEO (Bank of Frankewing)	N/A	11.652%	None	N/A
Gerald Martin Pulaski TN USA	Auto Repair- Gerald's Auto Body, LLC	Director	Director(Bank of Frankewing)	N/A	.524%	None	Gerald's Auto Body, LLC (100%)
Mike Mayfield Pulaski TN USA	Director of Farm Credit Services in Giles County	Director	Director(Bank of Frankewing)	N/A	.122%	None	N/A
Jeff Stewart Comersville TN USA	N/A	Director	Director & EVP/Cashier (Bank of Frankewing)	N/A	.220%	None	N/A
Earl Wakefield Pulaski TN USA	Retired	Director	Director (Bank of Frankewing)	N/A	10.871%	None	N/A