

Board of Governors of the Federal Reserve System



Annual Report of Bank Holding Companies—FR Y-6

3218413

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, Howard H. Piper CFO
Name of the Bank Holding Company Director and Official
CFO
Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address
Farmers Bancorp Inc
Legal Title of Bank Holding Company
71 Mechanic Street South
(Mailing Address of the Bank Holding Company) Street / P.O. Box
Lynchburg TN 37352
City State Zip Code

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.

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:
Howard H. Piper CFO
Name Title
615-776-8650
Area Code / Phone Number / Extension
615-776-8648
Area Code / FAX Number
howard.piper@psboc.com
E-mail Address
www.farmersbanklynchburgtn.com
Address (URL) for the Bank Holding Company's web page

Signature of Bank Holding Company Director and Official
[Signature]
Date of Signature
3.29.12

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

For Federal Reserve Bank Use Only
RSSD ID _____
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 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)

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Physical location (if different from mailing address)

FR Y-6

**Farmers Bancorp, Inc.
71 Mechanic Street
Lynchburg, TN 37352**

Report Item

1. No formal annual report created for shareholders.

2. Organizational Chart

Farmers Bancorp, Inc.
Lynchburg, TN

Sub: The Farmers Bank of Lynchburg ("FBL"), Lynchburg, TN (100% owned by Farmers Bancorp, Inc.)
71 Mechanic Street South, Lynchburg TN 37352

3. Shareholders – 5% or more:

See attached schedule.

4. Insiders:

See attached schedule.

Farmers Bancorp, Inc. - Nolensville TN
Item 2.b - Domestic Branch Listing

Results: A list of branches for your depository institution: FARMERS BANK OF LYNCHBURG, THE (ID_RSSD: 164032). This depository institution is held by FARMERS BANCORP, INC. (3218413) of LYNCHBURG, 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*	Regular 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)	164032	FARMERS BANK OF LYNCHBURG, THE	71 MECHANIC STREET, SOUTH	LYNCHBURG	TN	37352	MOORE	UNITED STATES		1112	0	FARMERS BANK OF LYNCHBURG, THE		164032	
OK		Full Service	678931	SOUTH HORTON PARKWAY BRANCH	118 SOUTH HORTON PARKWAY	CHAPEL HILL	TN	37034	MARSHALL	UNITED STATES		1569	6	FARMERS BANK OF LYNCHBURG, THE		164032	
OK		Full Service	523152	OAKLAND BRANCH	6280 HIGHWAY 64	OAKLAND	TN	38060	FAYETTE	UNITED STATES		6611	2	FARMERS BANK OF LYNCHBURG, THE		164032	
OK		Full Service	3071234	OAKLAND FINANCIAL CENTER	6280 HIGHWAY 64	OAKLAND	TN	38060	FAYETTE	UNITED STATES		Not Required	Not Required	FARMERS BANK OF LYNCHBURG, THE		164032	
OK		Full Service	3036167	SOMERVILLE BRANCH	16814 HIGHWAY 64	SOMERVILLE	TN	38068	FAYETTE	UNITED STATES		360451	4	FARMERS BANK OF LYNCHBURG, THE		164032	

FARMERS BANCORP, INC.
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Item 3

Shareholders – More Than 5%:

Name, City, State, Country	Shares Owned	Percent Owned	Position w/ CBI	Occupation	Director / Officer with Other Companies	Other Businesses if 25% or More Owned
Tennessee Commerce Bank Franklin, TN	251,796	46.0%	N/A	N/A	N/A	N/A
Legends Bank Clarksville, TN	33,188	6.1%	N/A	N/A	N/A	N/A
Community First Bank & Trust Columbia, TN	65,149	11.9%	N/A	N/A	N/A	N/A
Citizens Bank Carthage, TN	28,285	5.2%	N/A	N/A	N/A	N/A
David S. Myers Franklin TN	48,000	8.88%	N/A	Bond Sales Mgr.	Morgan Keegan	Right Thought Pens, LLC
James D. Ashmore Muscle Shoals, AL	48,000	8.88%	N/A	Physician	N/A	N/A

All Other Shareholders Owning More than Five Percent During Calendar 2011:
 NONE

All Shareholders and Insiders are US Citizens.

December 31, 2011

Schedule B

Item 4

Insiders

(1) Name, City, Country, State	(2) Principal Occupation if other than with Bank Holding Co.	(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 Co.	(4.b) Percentage of Voting Shares in Subsidiaries	(4.c) Other Businesses if 25% or more Owned
✓ Jerry F. Daniel Lynchburg TN USA	Banker	Director, Chairman	City President FBL	None	0.01%	None	N/A
✓ Howard H. Piper Franklin TN USA	Accountant	CFO, Acting Director	CFO FBL	CFO: Commerce Bancshares Inc Peoples State Bank of Commerce	None	None	N/A
Howard Kirksey Lynchburg TN USA	Banker	Acting Director	City President, Director FBL	None	None	None	N/A
✓ Mr. Sloan Stewart Winchester TN USA	Self Employed	Director	Director FBL	None	0.01%	None	N/A
✓ Richard S. Moody Franklin TN USA	Banker	CEO, President	Director FBL	Exec VP, Director: People State Bank of Commerce	None	None	N/A

December 31, 2011

Revised
4-25-11

Schedule B

Item 4
Insiders

(1) Name, City, Country, State	(2) Principal Occupation if other than with Bank Holding Co.	(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 Co.	(4.b) Percentage of Voting Shares in Subsidiaries	(4.c) Other Businesses if 25% or more Owned
Jerry F. Daniel Lynchburg TN USA	Banker	Director, Chairman	City President FBL	None	0.01%	None	N/A
Howard H. Piper Franklin TN USA	Accountant	CFO, Acting Director	CFO FBL	CFO: Commerce Bancshares Inc Peoples State Bank of Commerce	None	None	N/A
Howard Kirksey Lynchburg TN USA	Banker	Acting Director	City President, Director FBL	None	None	None	N/A
Mr. Sloan Stewart Winchester TN USA	Self Employed	Director	Director FBL	None	0.01%	None	N/A
Richard S. Moody Franklin TN USA	Banker	CEO, President	Director FBL	Exec VP, Director: People State Bank of Commerce	None	None	N/A
Tennessee Commerce Bank Franklin TN USA	Bank	N/A	N/A	N/A	46.00%	None	N/A
Community First Bank & Trust Columbia TN USA	Bank	N/A	N/A	N/A	11.90%	None	N/A