

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, **David Allen**

Reporter's Name, Street, and Mailing Address

MoneyTree Corporation

Legal Title of Holding Company

P.O. Box 306

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

Lenoir City TN 37771-0306

City State Zip Code

200 East Broadway, Lenoir City, TN

Physical location (if different from mailing address)

Name of the Holding Company Director and Official

President and CEO

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.

Person to whom questions about this report should be directed:

Robert King Controller

Name Title

865-988-2145

Area Code / Phone Number / Extension

865-988-2148

Area Code / FAX Number

kingr@fbtn.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.

David Allen
 Signature of Holding Company Director and Official

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

03-28-2013

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 **3387832**
 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

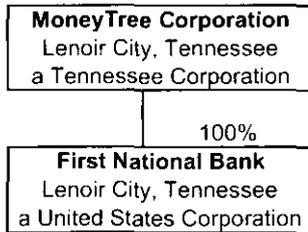
revised

Form FR Y-6

**MoneyTree Corporation
Lenoir City, Tennessee
Fiscal Year Ended December 31, 2012**

Report Item

- 1: The Bank Holding Company prepares an annual report for its shareholders
2 Copies are enclosed
- 2: Organizational Chart



Results: A list of branches for your holding company: MONEYTREE CORPORATION (3387832) of LENOIR CITY, 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* |
|-------------|----------------|----------------------------|-----------------|-------------------------|------------------------------|-------------|-------|-----------|---------|---------------|--------------|----------------|
| OK | | Full Service (Head Office) | 198831 | FIRST NATIONAL BANK | 200 EAST BROADWAY | LENOIR CITY | TN | 37771-291 | LOUDON | UNITED STATES | 3290 | 0 |
| OK | | Full Service | 3408719 | OCOEE CROSSING BRANCH | 137 OCOEE CROSSING NW | CLEVELAND | TN | 37312 | BRADLEY | UNITED STATES | 448868 | 7 |
| OK | | Full Service | 3979330 | MIDDLEBROOK PIKE OFFICE | 9610 COUNTRYSIDE CENTER LANE | KNOXVILLE | TN | 37931 | KNOX | UNITED STATES | 497267 | 10 |
| OK | | Full Service | 1402807 | WEST KNOX BRANCH | 10514 KINGSTON PIKE | KNOXVILLE | TN | 37922 | KNOX | UNITED STATES | 205682 | 4 |
| OK | | Full Service | 76537 | DIXIE LEE BRANCH | 16239 HWY 70 EAST | LENOIR CITY | TN | 37772 | LOUDON | UNITED STATES | 205679 | 1 |
| OK | | Full Service | 3423262 | HIGHWAY 321 BRANCH | 257 MEDICAL PARK DRIVE | LENOIR CITY | TN | 37772 | LOUDON | UNITED STATES | 453113 | 8 |
| OK | | Full Service | 13831 | LOUDON OFFICE | 817 MULBERRY STREET | LOUDON | TN | 37774 | LOUDON | UNITED STATES | 205681 | 3 |
| OK | | Full Service | 3192184 | TELLICO VILLAGE BRANCH | 290 VILLAGE SQUARE DRIVE | LOUDON | TN | 37774 | LOUDON | UNITED STATES | 419414 | 6 |
| OK | | Full Service | 2813585 | MARYVILLE OFFICE | 1708 WEST BROADWAY AVENUE | MARYVILLE | TN | 37801 | BLOUNT | UNITED STATES | 205683 | 5 |

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MoneyTree Corporation
Lenoir City, Tennessee
Fiscal Year Ended December 31, 2012

Report Item 3: Shareholders
(1)(a)(b)(c) and (2)(a)(b)(c)

| Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ended 12-31-2012 | | | | Shareholders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ended 12/31/2012 | | | |
|--|--|--|--------|---|---|--|-------|
| (1)(a) Name & Address (City, State/Country) | (1)(b) Country of Citizenship or Incorporation | (1)(c) Number and Percentage of each Class of Voting Securities | | (2)(a) Name & Address (City, State/Country) | (2)(b) Country of Citizenship or Incorporation | (2)(c) Number and Percentage of each Class of Voting Securities | |
| Samuel Ramsey Springfield, TN 37172 | USA | 86,709 Common Stock | 10.94% | McMillin-Smith, DiAnne Atlanta, GA 30327 | USA | 39,047 Common Stock | 4.93% |
| G. L. Hall Lenoir City, TN 37771 | USA | 85,115 Common Stock | 10.74% | This shareholder owned more than 5% at the beginning of the year. Share sales during the year reduced holdings to under 5%. | | | |

revised

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MoneyTree Corporation
Lenoir City, Tennessee
Fiscal Year Ended December 31, 2012

Report Item 4: Insiders
(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

| (1) Names & Address (City, State, Country) | (2) Principal Occupation if other than with Bank Holding Company | (3)(a) Title & Position with Bank Holding Company | (3)(b) Title & Position with Subsidiaries (include names of subsidiaries) | (3)(c) Title & Position with other Businesses (include names of other businesses) | (4)(a) Percentage of Voting Shares in Bank Holding Company | (4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries) | (4)(c) 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) |
|---|--|--|---|---|--|---|---|
| C. David Allen Lenoir City, TN | N/A | Pres/CEO/Dir | Pres/CEO/Dir First National Bank | N/A | 1.63 | None | None |
| Sandra Chaffin Lenoir City TN | N/A | Secretary | VP First National Bank | N/A | 0.03 | None | None |
| Mark Hackney Loudon, TN | N/A | Vice President | Sr. VP First National Bank | N/A | 0.11 | None | None |
| G. L. Hall Lenoir City, TN | Retired | Director | Director First National Bank | N/A | 10.74 | None | None |
| James W. Hamilton Lenoir City, TN | Retired | Director | Director First National Bank | N/A | 1.78 | None | None |
| Joy Littleton Loudon, TN | N/A | Director | Director First National Bank | N/A | 3.45 | None | JAG Enterprises 33% |
| Avery Petty Lenoir City, TN | Real Estate Broker | Director | Director First National Bank | CFO Prism Development LLC | 0.24 | None | Prism Development LLC - 33% |

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MoneyTree Corporation
 Lenoir City, Tennessee
 Fiscal Year Ended December 31, 2012

Report Item 4: Insiders

(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

| (1) Names & Address (City, State, Country) | (2) Principal Occupation if other than with Bank Holding Company | (3)(a) Title & Position with Bank Holding Company | (3)(b) Title & Position with Subsidiaries (include names of subsidiaries) | (3)(c) Title & Position with other Businesses (include names of other businesses) | (4)(a) Percentage of Voting Shares in Bank Holding Company | (4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries) | (4)(c) 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) |
|---|--|--|---|--|--|---|---|
| James Purdy Loudon, TN | Transportation | Director | Director First National Bank | President Purdy Bros. Trucking Director Riverview Golf Corse Director Rivierview Dockominums | 2.39 | None | Loudon Co Trucking 50% Purdy Bros. Trucking 100% One Lease 50% |
| Samuel Ramsey Springfield, TN | Management Consulting | Director | Director First National Bank | President The Ramsey Group Secretary Burdett's Tea Shop & Trading Company | 10.94 | None | The Ramsey Group 100% Burdett's Tea Shop 50% |

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MoneyTree Corporation
 Lenoir City, Tennessee
 Fiscal Year Ended December 31, 2012

Report Item 4: Insiders

(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

| (1) Names & Address (City, State, Country) | (2) Principal Occupation if other than with Bank Holding Company | (3)(a) Title & Position with Bank Holding Company | (3)(b) Title & Position with Subsidiaries (include names of subsidiaries) | (3)(c) Title & Position with other Businesses (include names of other businesses) | (4)(a) Percentage of Voting Shares in Bank Holding Company | (4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries) | (4)(c) 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) |
|---|--|--|---|--|--|---|---|
| Ted Wampler Lenoir City, TN | Retired | Chairman | Chairman First National Bank | Director Wampler's Farm Sausage Co. Trustee Edith Wampler Trust Owner Wampler Country Living Park | 1.58 | None | Wampler Country Living Park - 100% |
| Lafayette Williams Knoxville, TN | Livestock | Director | Director First National Bank | Secretary - Treas Plateau Livestock Exchange | 1.26 | None | Plateau Livestock Exchange - 25% |
| Chris Schubert Knoxville, TN | Contractor | Director | Director First National Bank | Construction Superintendent Alex Schubert Construction, Inc | 0.050 | None | Longview Farms 50% partner Caribe Properties, LLC 50% member |