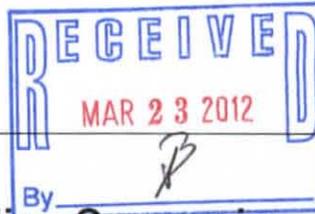




# Annual Report of Bank Holding Companies—FR Y-6



## 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)). 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):  
12/31/11  
Month / Day / Year

1. WILLIAM E. EDWARDS, III  
Name of the Bank Holding Company Director and Official  
PRESIDENT & CEO  
Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address  
MOUNTAIN COMMERCE BANCORP, INC.  
Legal Title of Bank Holding Company  
P.O. Box 1128  
(Mailing Address of the Bank Holding Company) Street / P.O. Box  
ERWIN TN 37650  
City State Zip Code  
201 S. MAIN AVENUE  
Physical location (if different from mailing address)

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.

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:  
TERRY WELTMAN CONTROLLER  
Name Title  
865-694-5720  
Area Code / Phone Number / Extension  
865-694-5792  
Area Code / FAX Number  
TERRY.WELTMAN@MCB.COM  
E-mail Address  
MCB.com  
Address (URL) for the Bank Holding Company's web page

[Signature]  
Signature of Bank Holding Company Director and Official  
3/20/12  
Date of Signature

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 3416965  
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

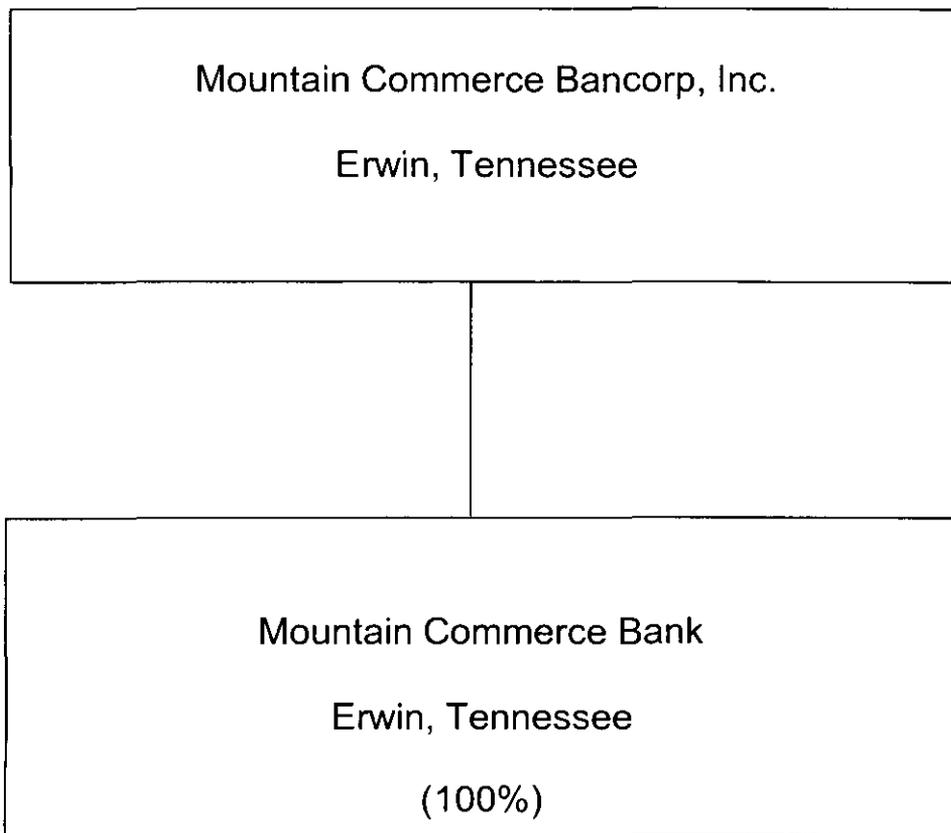
Top-tiered bank holding companies must list the names, mailing address, and physical locations of each of their subsidiary bank holding companies below.

Legal Title of Subsidiary Bank Holding Company	Legal Title of Subsidiary Bank Holding Company
(Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical location (if different from mailing address)	Physical location (if different from mailing address)
Legal Title of Subsidiary Bank Holding Company	Legal Title of Subsidiary Bank Holding Company
(Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box
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(Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical location (if different from mailing address)	Physical location (if different from mailing address)

**Mountain Commerce Bancorp, Inc.**

**Report Item 1:** The Bank Holding Company, Mountain Commerce Bancorp, Inc. is not registered with the SEC. The BHC does not prepare an annual report for its shareholders.

**Report Item 2A: Organizational Chart**



**Results:** A list of branches for your depository institution: MOUNTAIN COMMERCE BANK (ID\_RSSD: 1016231).  
 This depository institution is held by MOUNTAIN COMMERCE BANCORP, INC. (3416965) of ERWIN, 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.

<b>Data Action</b>	<b>Effective Date</b>	<b>Branch Service Type</b>	<b>Branch ID_RSSD*</b>	<b>Popular Name</b>	<b>Street Address</b>	<b>City</b>	<b>State</b>	<b>Zip Code</b>	<b>County</b>	<b>Country</b>	<b>FDIC UNINUM*</b>	<b>Office Number*</b>	<b>Head Office</b>	<b>Head Office ID_RSSD*</b>	<b>Comments</b>
OK		Full Service (Head Office)	1016231	MOUNTAIN COMMERCE BANK	201 SOUTH MAIN	ERWIN	TN	37650	UNICOI	UNITED STATES	3275	0	MOUNTAIN COMMERCE BANK	1016231	
OK		Full Service	3802876	NORTH MAIN STREET BRANCH	400 NORTH MAIN STREET	ERWIN	TN	37650	UNICOI	UNITED STATES	476097	5	MOUNTAIN COMMERCE BANK	1016231	
OK		Full Service	3761768	BRISTOL HIGHWAY BRANCH	3122 BRISTOL HIGHWAY	JOHNSON CITY	TN	37601	WASHINGTON	UNITED STATES	479085	6	MOUNTAIN COMMERCE BANK	1016231	
OK		Full Service	3761759	CEDAR BLUFF ROAD BRANCH	320 NORTH CEDAR BLUFF ROAD, SUITE 101	KNOXVILLE	TN	37923	KNOX	UNITED STATES	496432	7	MOUNTAIN COMMERCE BANK	1016231	
OK		Full Service	3716030	WEST ANDREW JOHNSON BRANCH	2647 WEST ANDREW JOHNSON HIGHWAY	MORRISTOWN	TN	37814	HAMBLÉN	UNITED STATES	471467	4	MOUNTAIN COMMERCE BANK	1016231	
OK		Full Service	2462590	UNICOI BRANCH	JOHNSON CITY HIGHWAY	UNICOI	TN	37692	UNICOI	UNITED STATES	205596	1	MOUNTAIN COMMERCE BANK	1016231	

# Mountain Commerce Bancorp, Inc.

## Report Item 3: Securities Holders

(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
William E. Edwards, III Johnson City, TN	USA	183,000 - 4.38% Common Stock 38,980 Warrants on Common 201,829 Options on Common
C.C. Marshall Johnson City, TN  John M. Marshall Johnson City, TN  <b>(Family Group)</b>	USA  USA  <b>Combined:</b>	251,250 - 6.01% Common Stock 79,094 Warrants on Common  101,250 - 2.42% Common Stock 38,980 Warrants on Common  <b>352,500 - 8.43% Common Stock</b>
North American Banks Fund, LTD St. Peter Port, Bailiwick of Guernsey	Bailiwick of Guernsey	230,000 - 5.50% Common Stock 68,833 Warrants on Common
QVT Fund, LP	USA	350,000 - 8.38% Common Stock
Service Equity Partners (QP), LP Dallas, TX	USA	211,330 - 5.06% Common Stock
Service Equity Partners, LP Dallas, TX	USA	138,670 - 3.31% Common Stock
S. Franklin Wood Johnson City, TN  Estate of Stuart Wood Johnson City, TN	USA  USA  <b>Combined: (see note 1)</b>	130,000 - 3.11% Common Stock 15,384 Warrants on Common  101,250 - 2.42% Common Stock 38,980 Warrants on Common  <b>231,250 - 5.53% Common Stock</b>

(1) Mr. Wood's beneficial ownership at December 31, 2011 includes 130,000 shares owned directly and 101,250 shares held by the estate of his deceased father, Stuart Wood. Mr. Wood holds 15,384 warrants and the Estate of Stuart Wood holds 38,980 warrants. In addition, Mr. Wood holds 85 shares of Preferred Stock that could be converted to approximately 9,444.35 shares of common stock.

Report Item 3: Item 2 - nothing additional

Mountain Commerce Bancorp, Inc.

Report Item 4: Directors

(1) Name & Address (City, State, Country)	(2) Principal Occupation if other than with BHC	(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 BHC	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) List names of other companies if 25% or more of voting securities are held
William E. Edwards, III Johnson City, TN	N/A	Vice-Chairman, President & CEO	President & CEO	N/A	4.38%	None	None
Daniel J. Eldridge Jonesborough, TN	County Mayor (Washington)	Director	Director	N/A	2.42%	None	Grace Commercial Properties, LP (50%) RDL Partnership (33 1/3%)
Kevin W. Home Bjountville, TN	N/A	Director/Executive Officer	EVP/Chief Credit Officer & Area President	Owner - Tri-State Healthcare, Inc. - 50% (spouse - 50%) Savannah Properties, LLC - 50% (spouse - 50%)	3.04%	None	Tri-State Healthcare, Inc. - 50% Savannah Properties, LLC - 50%
Samuel L. Widener Gray, TN (see note 1)	Business Owner	Director	Director	President - WINCO, Inc. General Partner Wincrest Properties I General Partner Wincrest Properties II	0.99%	None	WINCO, Inc. (50%) Wincrest Properties I 10% Wincrest Properties II 10%
Wendell C. Kirk Kingsport, TN	CPA	Director	Director	N/A	0.51%	None	None
Dwight B. Ferguson, Jr. Jonesborough, TN	N/A	Chairman of the Board Director	Chairman of the Board Director	Retired President/CEO - Nuclear Fuel Services, Inc. Erwin, TN Active in Nonprofit & Community Service	0.24%	None	None
S. Franklin Wood (see note 2)	Business Owner	Director	Director	Owner/Director/Chairman/CEO - Holston Distributing Co., Inc. Johnson City, TN Chief Manager/Director - Warehouse Central, LLC Johnson City, TN Chief Manager/Director - Truck Central, LLC Johnson City, TN Chief Manager/Director - Records Storage and Management Central, LLC Johnson City, TN President - Holston Companies, Inc. Johnson City, TN Chief Manager/Director - Boones Creek Properties, LLC Johnson City, TN Chief Manager/Director - Holston Beverage Company, LLC Johnson City, TN Chief Manager/Director -	3.11%	None	Holston Distributing Co., Inc. (100%) Warehouse Central, LLC (100%) Truck Central, LLC (100%) Records Storage and Management Central, LLC (100%) Holston Companies, Inc. (100%) Boones Creek Properties, LLC (50%) Holston Beverage Company, LLC (100%)

Mountain Commerce Bancorp, Inc.

Report Item 4: Directors

(1) Name & Address (City, State, Country)	(2) Principal Occupation if other than with BHC	(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 BHC	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) List names of other companies if 25% or more of voting securities are held
Estate of Stuart Wood Johnson City, TN	N/A	N/A	N/A	Woodraiser, LLC Johnson City, TN  N/A  <b>COMBINED:</b>	2.42%  5.53%	N/A	Woodraiser, LLC (100%)
Joel W. Connell Knoxville, TN (see note 3)	Business Owner	Director	Director	<b>President /Managing Partner</b> Connell Properties Inc <b>President</b> Spanish Fork Properties, Inc. <b>President</b> C T Companies, Inc <b>Managing Partner</b> Westbridge Development Group <b>Managing Partner</b> CT Properties <b>General Partner</b> Laurel Properties	0.10%	None	Connell Properties Inc - 100% Spanish Fork Properties, Inc. - 50% C T Companies, Inc. - 50% Westbridge Development Group - 51% CT Properties - 50% Laurel Properties- 25%
Earl Wendell Barnette Wise, VA (see note 4)	Business Owner	Director	Director	<b>Owner-</b> Freedom Ford (4 dealerships) Kwik Shop 101 WAXM 93.5 FM The Cleaners	0.00%	None	Freedom Ford (4 dealerships) - 100% WAXM 93.5 FM - 100% The Cleaners-100%
Shelia Marie Patterson Jonesborough, TN	N/A	FVP & CFO	FVP & CFO	N/A	0.07%	None	None
Regenia B. Ellis Jonesborough, TN	N/A	AVP/Corporate Secretary	AVP/Corporate Secretary	N/A	0.08%	None	None

**Note 1:** Mr. Widener holds 25 shares of Preferred Stock that could be converted to approximately 2,775.75 shares of common stock.

**Note 2:** Mr. Wood's beneficial ownership at December 31, 2011 includes 130,000 shares owned directly and 101,250 shares held by the estate of his deceased father, Stuart Wood. Mr. Wood holds 15,384 warrants and the Estate of Stuart Wood holds 38,980 warrants. In addition, Mr. Wood holds 85 shares of Preferred Stock that could be converted to approximately 9,444.35 shares of common stock.

**Note 3:** Mr. Connell holds 136 shares of Preferred Stock that could be converted to approximately 15,110.96 shares of common stock.

**Note 4:** Mr. Barnette holds 400 shares of Preferred Stock that could be converted to approximately 44,444 shares of common stock.