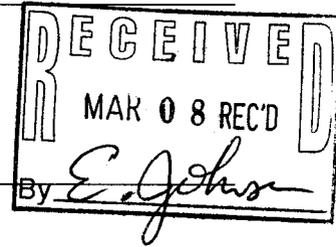


Board of Governors of the Federal Reserve System



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, William E. Edwards, III

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.

Reporter's Name, Street, and Mailing Address

**Mountain Commerce Bancorp, Inc.**

Legal Title of Holding Company

**P.O. Box 1128**

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

<b>Erwin</b>	<b>TN</b>	<b>37650</b>
City	State	Zip Code

**201 S. Main Avenue**

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:

**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

W E Edwards III CEO

Signature of Holding Company Director and Official

3/10/13

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 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.

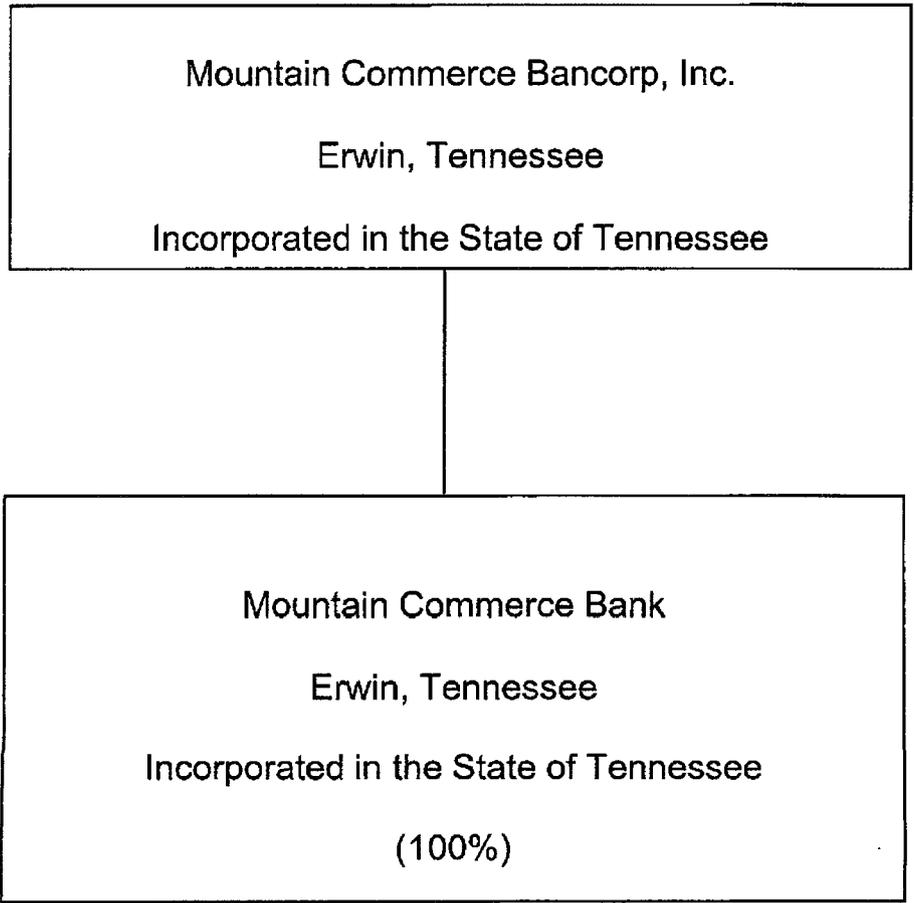
The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

**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 12/31/2012. 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*	Head Office	Head Office ID_RSSD*	Comments
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	2462590	UNICOI BRANCH	JOHNSON CITY HIGHWAY	UNICOI	TN	37692	UNICOI	UNITED STATES	205596	1	MOUNTAIN COMMERCE BANK	1016231	

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**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	192,000 - 4.58% Common Stock 38,980 Warrants on Common 207,142 Options on Common
C.C. Marshall Johnson City, TN  John M. Marshall Johnson City, TN  (Family Group)	USA  USA  <b>Combined:</b>	251,250 - 5.99% Common Stock 79,094 Warrants on Common  101,250 - 2.41% Common Stock 38,980 Warrants on Common  <b>352,500 - 8.40% Common Stock</b>
North American Banks Fund, LTD Geoffrey Gorman, Senior Representative St. Peter Port, Bailiwick of Guernsey	Bailiwick of Guernsey	230,000 - 5.48% Common Stock 68,833 Warrants on Common
QVT Fund, LP Peter Bonney, Partner/Portfolio Manager New York, NY	USA	350,000 - 8.35% Common Stock
Service Equity Partners (QP), LP Carla Brooks, Managing Partner Dallas, TX	USA	211,330 - 5.04% Common Stock
Service Equity Partners, LP Carla Brooks, Managing Partner Dallas, TX	USA	138,670 - 3.30% Common Stock
S. Franklin Wood Johnson City, TN  Estate of Stuart Wood Johnson City, TN  <b>Combined:</b> (see note 1)	USA  USA  <b>Combined:</b> (see note 1)	130,000 - 3.10% Common Stock 15,384 Warrants on Common  101,250 - 2.41% Common Stock 38,980 Warrants on Common  <b>231,250 - 5.51% Common Stock</b>

(1) Mr. Wood's beneficial ownership at December 31, 2012 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**

revised

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	4.58%	None	None
Daniel J. Eldridge Jonesborough, TN	County Mayor (Washington)	Director	Director	N/A	2.41%	None	Grace Commercial Properties, LP (50%) RDL Partnership (33 1/3%)
Kevin W. Home Blountville, 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%)	3.13%	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	0.98%	None	WINCO, Inc. (50%) Wincrest Properties I 10% Wincrest Properties II 10%
Wendell C. Kirk Kingsport, TN	CPA	Director	Director	N/A	0.50%	None	None
Dwight B. Ferguson, Jr. Jonesborough, TN (see note 2)	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 3)	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 -	3.10%	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%)

revised

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
				Woodraiser, LLC Johnson City, TN			Woodraiser, LLC (100%)
Tim A. Topham Maryville, TN 37803	N/A	Director - Bank Only	EVP/Area President	N/A	1.77%	None	None
Shelia Marie Patterson Jonesborough, TN	N/A	FVP & CFO	FVP & CFO	N/A	0.08%	None	None
Regenia B. Ellis Jonesborough, TN	N/A	AVP/Corporate Secretary	AVP/Corporate Secretary	N/A	0.22%	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. Ferguson holds 50 shares of Preferred Stock that could be converted to approximately 5,551.50 shares of common stock.

Note 3: Mr. Wood's beneficial ownership at December 31, 2012 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.