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Board of Governors of the Federal Reserve System



Annual Report of Bank Holding Companies—FR Y-6

1085880

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, Keith A. Ketterman
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
NBN Corporation
Legal Title of Bank Holding Company
262 East Broadway /PO Box 669
(Mailing Address of the Bank Holding Company) Street / P.O. Box
Newport TN 37821
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:
Keith A. Ketterman President/CEO
Name Title
423-623-3025 6254
Area Code / Phone Number / Extension
423-623-4845
Area Code / FAX Number
ketterman@nbotbank.com
E-mail Address
None
Address (URL) for the Bank Holding Company's web page

[Signature]
Signature of Bank Holding Company Director and Official
03/26/2012
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 _____
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.

N/A

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)

**NBN Corporation
262 E Broadway
Newport, Tn. 37821
Form FR Y-6
For Period Ending 12/31/11**

Report Item:

1. a The BHC's Annual Report for its shareholders is not completed.
2. a 1,2,3,4 Organizational Chart as of December 31, 2011: NBN Corporation owned 100% of the common stock of National Bank of Tennessee, and 100% of the common stock of NBN Corporation Statutory Trust 1.

**NBN Corporation (BHC)
262 East Broadway
Newport, TN USA**

National Bank of TN
262 East Broadway
Newport, TN USA
100% Ownership

NBN Corporation
Statutory Trust I
262 East Broadway
Newport, TN. USA
100% Ownership

2. b Previously submitted by e-mail – copy enclosed

3. (1) Shareholders:

Current shareholders with Ownership, Control, or Holdings of 5% or more with power to vote as of 12/31/11:

(a) <u>Name and Address</u>	(b) <u>Country of Citizenship</u>	(c) <u>Number and Percentage of each class of voting securities</u>	
William Joe Spradlen Trust Sarasota, FL. U.S.A.	USA	2,515	5.96% Common Stock
Charles S. Runnion III Kansas City, MO. U.S.A.	USA	5,089	12.05% Common Stock
Vickie V. Valentine Louisville, TN U.S.A.	USA	8,183	19.38 % Common Stock

NBN CORPORATION (PAGE 2)

(a)	(b)	(c)		
<u>Name and Address</u>	<u>Country of Citizenship</u>	<u>Number and Percentage of Each Class Voting Securities</u>		
Glen C. Shults Asheville, NC USA	USA	3,728	8.83%	Common Stock
Benjamin Long Maryville, TN USA	USA	2,541	6.02%	Common Stock

3.(2) N/A

Results: A list of branches for your depository institution: NATIONAL BANK OF TENNESSEE, ID: NSN0-960430. This depository institution is held by FBI CORRELATION 13335801 of NEWPORT, TN. The data are as of 12/31/2011. Data reflects information that was received and processed through 01/05-2011.

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*	Comment
OK		Full Service (Head Office)	960430	NATIONAL BANK OF TENNESSEE	262 EAST BROADWAY	NEWPORT	TN	37821	COCKE	UNITED STATES	11789		0 NATIONAL BANK OF TENNESSEE	960430	
OK	4/15/2011	Full Service	2325547	COSBY BRANCH	4406 HOOPER HIGHWAY	COSBY	TN	37722	COCKE	UNITED STATES	242967		6 NATIONAL BANK OF TENNESSEE	960430	
OK		Full Service	6947351	BRYANT TOWN BRANCH	774 COSBY HWY	NEWPORT	TN	37821	COCKE	UNITED STATES	242965		4 NATIONAL BANK OF TENNESSEE	960430	
OK		Full Service	9625537	WEST BRANCH	575 W BROADWAY	NEWPORT	TN	37821	COCKE	UNITED STATES	242963		2 NATIONAL BANK OF TENNESSEE	960430	

Report Item 4: Insiders

31-Dec-11

(1) Name and Address	(2) Principal Occupation If other than BHC	(3)a. Title and Position with BHC	(3)b. Title and Position with Subsidiaries	(3)c. Title and Position with other Businesses	(4)a. Percentage of Voting Shares with NBN Corp.	(4)b. Percentage of Voting Shares in Subsidiaries	(4)c. Other Companies if 25% or more of voting stock are held
Keith A. Ketterman Newport, TN	Banker	Chairman,President, CEO	Chairman,President, & CEO - National Bank of Tennessee	Mason, Francis, Ketterman Partnership	2.68%	None	33 1/3% - Mason, Francis, Ketterman Partnership
W.M. Agee Newport, TN	Retired Banker	Vice-Chairman Secretary & Treasurer	Director, Vice Chairman- National Bank of Tennessee	None	2.47%	None	0%
Vickie Valentine Lexington, TN	Attorney	Director	Director-National Bank of Tennessee	Mason, Francis, Valentine Partnership	19.38%	None	33 1/3%- Mason, Francis, Valentine Partnership
Cleo Stinnett Newport, TN	Auto Dealer	Director	Director-National Bank of Tennessee	Stinnett Leasing	1.77%	None	100% - Stinnett Leasing
				Stinnet Chevrolet			95% -Stinnett Chevrolet
				Stinnett Chevrolet-Buick-Pontiac			100% - Stinnett Chevrolet-Buick-Pontiac
				Stinnett Chrysler-Plymouth-Dodge			100% - Stinnett Chrysler-Plymouth-Dodge
				Stinnett Motors, Inc.			100%-Stinnett Motors, Inc.
				Stinnett Mini-Storage			100% Stinnett Mini-Storage

Report Item 4: Insiders

31-Dec-11

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Danny Caldwell Parrottsville, TN	Banker	Executive Vice-President	1) EVP & Operations Officer - National Bank of Tennessee 2) EVP - NBN Corporation	None	0.85%	None	0%
Charles E. Mason Newport, TN	Realtor	Director	Director - National Bank of Tennessee	Mason, Francis, Valentine Partnership	0.71%	None	33 1/3% Mason Francis & Valentine Partnership
				Mason Realty Co.			100% Mason Realty Co.
				66BC Inc.			50% 66BC Inc.
				Mason & Francis			50% Mason & Francis
				Mason & Floyd			50% Mason & Floyd
				Mason, Francis, & Webb Partnership			33 1/3% Mason, Francis, & Webb Partnership
				Mason, Francis, & Ketterman Partnership			33 1/3% Mason, Francis, & Ketterman Partnership
Craig Wild Parrottsville, TN	Chancery Court Clerk & Master	Director	Director - National Bank of Tennessee	None	0.83%	None	0.00%
William E. Newman Jefferson City, TN	Banker	Sr. VP/Senior Credit Officer	Sr. VP/Senior Lending Officer	Newman, Ottinger Partnership	0.06%	None	50%
Christopher L. Austin Newport, TN	Manes Funeral Home, Inc.	Director	Director - National Bank of Tennessee	Manes Funeral Home, Inc.	0.31%	None	0%

Report Item 4: Insiders

31-Dec-11

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Donald F. Francis Newport, TN	Owner, Jabo's Pharmacy, Inc.	Director	Director-National Bank of Tennessee	Smoky Mt. Home Health & Hospice, Inc.	0.28%	None	100% - Smoky Mt. Home Health & Hospice Inc.
				Jabo's Pharmacy, Inc.			100% - Jabo's Pharmacy, Inc.
				Mason & Francis			50% - Mason & Francis
				Mason, Valentine, & Francis Partnership			33 1/3% - Mason, Valentine, & Francis Partnership
				Hale & Francis			50% - Hale & Francis
				Mason, Francis, & Webb			33 1/3% - Mason, Francis, & Webb
				Mason, Francis, & Ketterman			33 1/3% - Mason, Francis, & Ketterman
				66BC, Inc.			50% - 66BC, Inc.

Report Item 4: Insiders

31-Dec-11

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Benjamin Long Maryville, TN	State Farm Ins Agent	Director	Director-National Bank of Tennessee	Owner, Agent A & B Partnership Long & Henry Partnership Ben Long Rentals	6.02%	None	100% Ben Long Ins; 50% A&B Partnership 50% Long & Henry Partnership 100% Ben Long Rentals
Glen C Shults Asheville, NC	Attorney	Director	Director-National Bank of Tennessee	Shults Properties LLC S H Gray Farm LLC	8.83%	None	33 1/3% Shults Properties LLC 33 1/3% S H Gray Farm LLC
William Joe Spradlen Sarasota, FL	N/A	N/A	N/A	N/A	5.96%	None	N/A
Charles S Rynnion, III Kansas City, MO	N/A	N/A	N/A	N/A	12.05%	None	N/A