

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

MAR 03 RECD

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, 2013

Month / Day / Year

I, Danny R. Caldwell

Reporter's Name, Street, and Mailing Address

NBN Corporation

Legal Title of Holding Company

262 East Broadway/PO Box 669

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

Newport

TN

37822

City

State

Zip Code

Name of the Holding Company Director and Official

President/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.

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:

Danny R. Caldwell

President/CEO

Name

Title

423-623-3025

Area Code / Phone Number / Extension

423-613-1034

Area Code / FAX Number

dannyc@nbotbank.com

E-mail Address

Signature of Holding Company Director and Official

02/24/2014

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

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 Federal Reserve Bank Use Only

RSSD ID 1085880  
C.I. \_\_\_\_\_



**NBN Corporation**  
**262 E Broadway**  
**Newport, Tn. 37821**  
**Form FR Y-6**  
**For Period Ending 12/31/13**

**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, 2013: 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**  
**262 East Broadway**  
**Newport, TN USA**

**State of Incorporation: Tennessee**

National Bank of  
 Tennessee  
 262 East Broadway  
 Newport, TN USA  
 100% Ownership  
 State of Incorporation: TN

NBN Corporation  
 Statutory Trust I  
 262 East Broadway  
 Newport, TN. USA  
 100% Ownership  
 State of Inc.: Delaware

2. b copy enclosed

**3. (1) Shareholders:**

Current shareholders with Ownership, Control, or Holdings of 5% or more with power to vote as of 12/31/13:

(a)	(b)	(c)		
<u>Name and Address</u>	<u>Country of Citizenship</u>	<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

Results: A list of branches for your depository institution: NATIONAL BANK OF TENNESSEE (ID\_R5SD: 960430).

This depository institution is held by NBN CORPORATION (1085880) of NEWPORT, TN.

The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

**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\_R5SD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID_R5SD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_R5SD*	Comments
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		Full Service	694735	BRYANT TOWN BRANCH	774 COSBY HWY	NEWPORT	TN	37821	COCKE	UNITED STATES	242965		4	NATIONAL BANK OF TENNESSEE	960430
ok		Full Service	962537	WEST BRANCH	575 W BROADWAY	NEWPORT	TN	37821	COCKE	UNITED STATES	242963		2	NATIONAL BANK OF TENNESSEE	960430

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

**Report Item 4: Insiders**

31-Dec-13

(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
Danny R. Caldwell Newport, TN USA	Banker	President/CEO	President, & CEO - National Bank of Tennessee	None	0.85%	None	0.00%
Christopher L. Austin Newport, TN USA	Manes Funeral Home Inc	Chairman/Director	Chairman/Director-National Bank of Tennessee	President-Manes Funeral Home Inc	0.31%	None	33 1/3% Manes Funeral Home
Vickie Valentine Lexington, TN USA	Attorney	Director/Vice Chalman	Director/Vice Chairman-National Bank of Tennessee	Mason, Francis, Valentine Partnership	19.38%	None	33 1/3%- Mason, Francis, Valentine Partnership
Cleo Stinnett Newport, TN USA	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

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31-Dec-13

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John J Pratt Knoxville, TN USA	Banker	Executive Vice-President	Exec Vice President/Senior Lending Officer-National Bank of Tennessee	None	None	None	0%
Charles E. Mason Newport, TN USA	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 USA	Chancery Court Clerk & Master	Director/Secretary & Treasurer	Director/Secretary & Treasurer - National Bank of Tennessee	None	0.83%	None	0.00%

Report Item 4: Insiders

31-Dec-13

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Donald F. Francis Newport, TN USA	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-13

(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
Benjamin Long Maryville, TN USA	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 USA	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 USA	N/A	N/A	N/A	N/A	5.96%	None	N/A
Charles S Rynnion, III Kansas City, MO USA	N/A	N/A	N/A	N/A	12.05%	None	N/A