

FR Y-6 OMB Number 7100-0297 Approval expires December 31, 2014 Page 1 of 2

Board of Governors of the Federal Reserve System



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.

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.

I, And Name	ne of the Bank Holding Company Director and Official	
	ief Financial Officer	
Title o	of the Bank Holding Company Director and Official	

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.

	Company Director and Official
ate of Signature	
	mpanies not registered with the SEC- lal Report to Shareholders: FR Y-6 report
will be sent under s	separate cover
is not prepared	3925065

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.

required to respond to, an information collection unless it displays a currently valid OMB control number. Date of Report (top-tier bank holding company's fiscal year-end): December 31, 2011 Month / Day / Year Reporter's Name, Street, and Mailing Address NBT Holdings Inc. Legal Title of Bank Holding Company 4525 Harding Road Suite 300 (Mailing Address of the Bank Holding Company) Street / P.O. Box Nashville TN 37205 State Zip Code City Physical location (if different from mailing address) Person to whom questions about this report should be directed: Andrew L. May Chief Financial Officer Name Title 615-515-1707 Area Code / Phone Number / Extension 615-515-1717 Area Code / FAX Number andrew.may@nashvillebankandtrust.com F-mail Address www.nashvillebankandtrust.com Address (URL) for the Bank Holding Company's web page 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."

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection.

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.

Nashyill Legal Title of Subsidian	e Bank and y Bank Holding Company	Trust Company	Legal Title of Subsidia	ry Bank Holding Company	
4525 H	arding Rose	1 Suite 2m		,	
	Subsidiary Bank Holding Con	mpany) Street / P.O. Box	(Mailing Address of the	Subsidiary Bank Holding Comp	eany) Street / P.O. Box
Nashville	State	31205 Zip Code	City	State	Zip Code
Physical location (if diffe	erent from mailing address)		Physical location (if dif	ferent from mailing address)	
Legal Title of Subsidiary	y Bank Holding Company		Legal Title of Subsidia	ry Bank Holding Company	
(Mailing Address of the	Subsidiary Bank Holding Con	npany) Street / P.O. Box	(Mailing Address of the	e Subsidiary Bank Holding Comp	eany) Street / P.O. Box
City	State	Zip Code	City	State	Zip Code
Physical location (if diffe	erent from mailing address)		Physical location (if dif	ferent from mailing address)	
Legal Title of Subsidiar	y Bank Holding Company		Legal Title of Subsidial	ry Bank Holding Company	
(Mailing Address of the	Subsidiary Bank Holding Con	npany) Street / P.O. Box	(Mailing Address of the	Subsidiary Bank Holding Comp	any) Street / P.O. Box
City	State	Zip Code	City	State	Zip Code
Physical location (if diffe	erent from mailing address)		Physical location (if diff	ferent from mailing address)	
Legal Title of Subsidiar	y Bank Holding Company		Legal Title of Subsidial	ry Bank Holding Company	
(Mailing Address of the	Subsidiary Bank Holding Con	npany) Street / P.O. Box	(Mailing Address of the	e Subsidiary Bank Holding Comp	pany) Street / P.O. Box
City	State	Zip Code	City	State	Zip Code
Physical location (if diffe	erent from mailing address)		Physical location (if dif	ferent from mailing address)	

Results: A list of branches for your BHC: NBT HOLDINGS INC. (3925065) of NASHVILLE, 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.

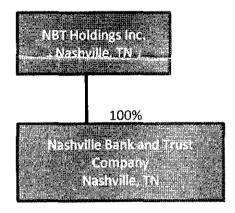
Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
ОК		Full Service (Head Office)	3290240	NASHVILLE BANK AND TRUST COMPANY	4525 HARDING ROAD, SUITE 300	NASHVILLE	TN	37205	DAVIDSON	UNITED STATES	426769		NASHVILLE BANK AND TRUST COMPANY	3290240	1

By 27, 41

Form FR Y-6 NBT Holdings Inc. Nashville, Tennessee Fiscal Year Ending December 31,2011

Report Item

- 1 The bank holding company prepares an annual report for its securities holders. Two copies are enclosed.
- 2 Organizational Chart



Form FR Y-6 NBT Holdings Inc. Fiscal Year Ending December 31, 2011

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

•	-	Securities holders 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 ending 12/31/2011					
(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name, City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage o of Each Class of Voting Securities			
(All USA)	(<u>All Common Stock</u>)	None	None	None			
stody) Credit Shelter Trust o-Trustee	10,000 20,000 23,000						
FN Q-Tip Trust o-Trustee Frust fbo Peter o-Trustee	48,725 21,275						
	123,000, 5.52%						
	(1)(b) Country of Citizenship or Incorporation (All USA) Credit Shelter Trust o-Trustee TN Q-Tip Trust o-Trustee Trust fbo Peter	Country of Citizenship or Incorporation (All USA) (All Common Stock) (All Common Stock) 10,000 20,000 Credit Shelter Trust 0-Trustee TN Q-Tip Trust 0-Trustee Trust fbo Peter 0-Trustee	te as of fiscal year ending 12-31-2011 (1)(b) (1)(c) (2)(a) Country of Citizenship Number and Percentage or Incorporation of Each Class of Voting Securities (All USA) (All Common Stock) (All USA) (All Common Stock) 10,000 Credit Shelter Trust 23,000 O-Trustee TN Q-Tip Trust 48,725 O-Trustee Trust fbo Peter 21,275 O-Trustee	control or holdings of 5% or more with power to volending 12/31/2011 (1)(b) (1)(c) (2)(a) (2)(b) Country of Citizenship Number and Percentage or Incorporation of Each Class of Voting Securities None None (All USA) (All Common Stock) 10,000 credit Shelter Trust 23,000 o-Trustee TN Q-Tip Trust 48,725 o-Trustee Frust fbo Peter 21,275 o-Trustee			

Form FR Y-6

NBT Holdings Inc.

Fiscal Year Ending December 31, 2011

Report Item 4: Insiders

(1), (2), (3)(a)(b)(c), and (4VaVbVa						
(1) Name, 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)(b) 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 with 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)
Charles W. Cook Jr. Nashville TN	N/A	Director & Chairman	Chairman (Nashville Bank and Trust Co)	N/A	69,500 - 3.12% Common Stock	None	None
William F. Blaufuss Jr Nashville TN	Retired, Accountant, Partner KPMG LLP	Director	N/A	N/A	5,000 - 0.22% Common Stock	None None	None
W. Lipscomb Davis Jr. Nashville TN	Partner, Hillsboro Enterprises, a private investment firm	Director	N/A	Partner, Hillsboro Enterprises	37,500 - 1.68% Common Stock	None	None
David Brewster Dobie Nashville TN	CEO, Dobie Media, former publisher of Nashville Scene	Director	N/A	CEO, Dobie Media	None	None	None
Stanley M. Ezell Nashville TN	Retired; President Purity Dairies, Inc.	Director	N/A	N/A	2,500 - 0.11% Common Stock	None None	None
Decosta E. Jenkins Nashville TN	President & CEO, Nashville Electric Service	Director	N/A	President & CEO, Nashville Electric Service	1,000 - 0.04% Common Stock	None	None
Matthew A. King Nashville TN	Managing Partner, FCA Venture Partners	Director	N/A	Managing Partner, FCA Venture Partners	12,000 - 0.54% Common Stock	None	None
Gustavus A Puryear IV Nashville TN	EVP General Counsel, Corrections Corp of America	Director	N/A	EVP General Counsel, Corrections Corp of	4,100 - 0.18% Common Stock	None None	None
Christopher C. Whitson Nashville TN	Attorney; Partner Sherrard & Roe, PLC	Director	N/A	Attorney; Partner Sherrard & Roe, PLC	2,500 - 0.11% Common Stock	None None	None
	President, Young Broadcasting LLC	Director	N/A	President, Young Broadcasting LLC	None	None	None
Thomas S. Stumb Nashville TN	N/A	Director & President & CEO	President & CEO (Nashville Bank and Trust Co)	N/A	37,225 - 1.67% Common Stock	None	None
J. Overton Colton Nashville TN	N/A	Secretary	Managing Director & Sec (Nashville Bank and Trust Co)	N/A	17,145 - 0.77% Common Stock	None	None
Derrick A. Jones Nashville TN	N/A	N/A	Managing Director (Nashville Bank and Trust Co)	N/A	8,865 - 0.40% Commor Stock	n None	None
Thomas R. Snyder Nashville TN	N/A	N/A	Managing Director (Nashville Bank and Trust Co)	N/A	18,365 - 0.82% Common Stock	None	None
Andrew L May Nashville TN	N/A	N/A	Chief Financial Officer (Nashville Bank and Trust Co)	N/A	36,155 - 1.62% Common Stock	None	None
Julie M. Marr Nashville TN	N/A	N/A	SVP & Controller	N/A	200- 0.01% Common Stock	None	None
Robert H. Napier Nashville TN	N/A	N/A	SVP & Senior Credit Officer	N/A	2,000 - 0.09% Commor Stock	n None	None

Results: A list of branches for your BHC: NBT HOLDINGS INC. (3925065) of NASHVILLE, TN.

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<u>Actions</u>

. - 4

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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:

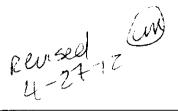
To satisfy the FR Y-10 reporting requirements, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a Data Action of Change, Close, Delete, or Add. The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - https://y10online.federalreserve.gov.

* 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
ОК		Full Service (Head Office)	3290240	NASHVILLE BANK AND TRUST COMPANY	4525 HARDING ROAD, SUITE 300	NASHVILLE	TN	37205

: column.

County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_	RSSD*	Comments
<u> </u>							
DAVIDSON	UNITED STATES	426769	0	NASHVILLE BANK AND TRUST COMPANY		3290240	



Nashville TN

Form FR Y-6 NBT Holdings Inc.

Fiscal Year Ending December 31, 2011 Report Item 4: Insiders (1), (2), (3)(a)(b)(c), and (4)(a)(b)(c) (4)(c) List names of other companies (includes partnerships) (3)(b) (3)(b) (4)(b)if 25% or more of Title & Position (1) Principal (3)(a) Title & Position (4)(a) Percentage of Voting voting securities Occupation if other Title & Position with Subsidiaries with Other Businesses Percentage of Voting shares with Subsidiaries are held (List names of Name, than with Bank with Bank Holding finclude names (include names of Shares in Bank (include names of companies and percentage City, State, Company of subsidiaries) other businesses) Holding Company subsidiaries) of voting securities held) Country **Holding Company** Charles W. Cook Jr. N/A Director & Chairman Chairman N/A 69.500 - 3.12% None None Nashville TN (Nashville Bank and Trust Co) Common Stock William F. Blaufuss Jr Retired, Accountant, Partner Director N/A N/A 5.000 - 0.22% None None Nashville TN KPMG LLP Common Stack W. Lipscomb Davis Jr. Partner, Hillsboro Enterprises, a Director N/A Partner, Hillsboro 37.500 - 1.68% None None Nashville TN private investment firm Enterprises Common Stock CEO, Dobie Media, former Director N/A None None None David Brewster Dobie CEO, Dobie Media Nashville TN publisher of Nashville Scene N/A Retired; President Purity Dairies, Director N/A 2,500 - 0.11% None None Stanley M. Ezell Common Stock Nashville TN 1,000 - 0.04% President & CEO, President & CEO, Nashville N/A Common Stock Decosta F. Jenkins Director Nashville Electric Service Electric Service Nashville TN Managing Partner, FCA 12,000 - 0.54% N/A None None Matthew A. King Managing Partner, FCA Venture Director Venture Partners Common Stock Nashville TN Partners EVP General Counsel, 4,100 - 0.18% N/A None EVP General Counsel. None Gustavus A Purvear IV Director Corrections Corp of Common Stack Nashville TN Corrections Corp of America Attorney; Partner 2,500 - 0.11% Attorney; Partner Sherrard & N/A None None Director Christopher C. Whitson Sherrard & Roe, PLC Common Stock Roe PLC Nashville TN Deborah A. McDermott President, Young President, Young Broadcasting Nashville TN Broadcasting LLC None Director N/A None 1LC Director & President & 37,225 - 1.67% N/A CEO President & CEO N/A None None Thomas S. Stumb Common Stock (Nashville Bank and Trust Co) Nashville TN 17.145 - 0.77% J. Overton Colton N/A Secretary Managing Director & Sec. N/A None None (Nashville Bank and Trust Co) Common Stock Nashville TN 8,865 - 0.40% Derrick A. Jones N/A N/A Managing Director N/A None None Common Stock Nashville TN (Nashville Bank and Trust Co) 18.365 - 0.82% N/A N/A Managing Director None None Thomas R. Snyder N/A (Nashville Bank and Trust Co) Common Stock Nashville TN 36.155 - 1.62% N/A N/A Chief Financial Officer None None Andrew L May (Nashville Bank and Trust Co) N/A Common Stock Nashville TN 200- 0.01% Common N/A N/A SVP & Controller None None Julie M. Marr N/A Stock Nashville TN 2,000 - 0.09% None Robert H. Napier N/A N/A SVP & Senior Credit Officer N/A Common Stock