



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, **Andrew L. May**

Reporter's Name, Street, and Mailing Address

NBT Holdings Inc .

Name of the Holding Company Director and Official

Chief Financial Officer

Legal Title of Holding Company

4525 Harding Road

Title of the Holding Company Director and Official

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

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.

Nashville TN 37205

City State Zip Code

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.

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

E-mail Address

www.nashvillebankandtrust.com

Signature of Holding Company Director and Official

Address (URL) for the Holding Company's web page

Date of Signature

MAR 11, 2013

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 **3925065**
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

Form FR Y-6

NBT Holdings Inc.

Nashville, Tennessee

State of Incorporation - Tennessee

Fiscal Year Ending December 31, 2012

Report Item

1 The bank holding company prepares an annual report for its securities holders.

Two copies are enclosed.

2 Organizational Chart

NBT Holdings Inc.
Nashville, TN
State of Incorporation -
Tennessee

100%

Nashville Bank and Trust
Company
Nashville, TN
State of Incorporation -
Tennessee

Revised

Emailed 2/6/2013

Results: A list of branches for your depository institution NASHVILLE BANK AND TRUST COMPANY (ID_RSSD: 3290240)
 This depository institution is held by NBT HOLDINGS INC. (3925065) of NASHVILLE, 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 **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)	3290240	NASHVILLE BANK AND TRUST COMPANY	4525 HARDING ROAD, SUITE 300	NASHVILLE	TN	37205	DAVIDSON	UNITED STATES	426769	0	NASHVILLE BANK AND TRUST COMPANY	3290240	

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NBT Holdings Inc.
Fiscal Year Ending December 31, 2012

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

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2012			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 12/31/2012		
(1)(a) Name, City, State, Country	(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 of Each Class of Voting Securities
	(All USA)	(All Common Stock)	None	None	None
Martha Thurmond IRA		10,000			
Martha Thurmond Agency		20,000			
Donald W. Thurmond Credit Shelter Trust Martha Thurmond, Co-Trustee		23,000			
Donald W. Thurmond TN Q-Tip Trust Martha Thurmond, Co-Trustee		48,725			
Donald W. Thurmond Trust fbo Peter Martha Thurmond, Co-Trustee Madison GA		21,275			
		123,000, 5.47%			

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NBT Holdings Inc.
Fiscal Year Ending December 31, 2012

Report Item 4: Insiders
(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(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	68,500 - 3.05% 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
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
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 - 0.53% Common Stock	None	None
Gustavus A Puryear IV Nashville TN	EVP General Counsel, Corrections Corp of America	Director	N/A	EVP General Counsel, Asurion	4,100 - 0.18% Common Stock	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
Deborah A. McDermott Nashville TN	President, Young Broadcasting LLC	Director	N/A	President & CEO, 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	55,562 - 2.47% Common Stock	None	None
J. Overton Colton Nashville TN	N/A	Secretary	Managing Director & Sec (Nashville Bank and Trust Co)	N/A	28,705 - 1.28% Common Stock	None	None
Derrick A. Jones Nashville TN	N/A	N/A	Managing Director (Nashville Bank and Trust Co)	N/A	24,211 - 1.08% Common Stock	None	None
Thomas R. Snyder Nashville TN	N/A	N/A	Managing Director (Nashville Bank and Trust Co)	N/A	35,460 - 1.58% Common Stock	None	None
Andrew L May Nashville TN	N/A	N/A	Chief Financial Officer (Nashville Bank and Trust Co)	N/A	52,265 - 2.33% Common Stock	None	None
Julie M. Marr Nashville TN	N/A	N/A	SVP & Controller	N/A	4,700 0.27% Common Stock	None	None