



**2014
ANNUAL REPORT**

STATE OF TENNESSEE, DEPARTMENT OF FINANCIAL INSTITUTIONS

COMMISSIONER GREG GONZALES

February 25, 2015

Dear Governor Haslam and Citizens of the State of Tennessee:



I am pleased to present the 40th Annual Report of the Department of Financial Institutions.

The Department regulates banks, credit unions, trust companies, business and industrial development corporations, industrial loan and thrift companies, insurance premium finance companies, mortgage lenders, brokers, servicers and originators, title pledge lenders, check cashers, deferred presentment services companies, money transmitters and flexible credit act lenders.

We play a vital role in regulating and supporting the financial services industry and ensuring that Tennessee financial institutions remain fiscally strong and comply with governing authority.

The Department's mission is to ensure a safe and sound system of state-chartered and licensed institutions for Tennessee citizens. The condition of the Tennessee banking system continues to improve from the economic downturn. Tennessee state-chartered depository institutions remain well positioned to continue serving their communities.

Although some consolidation within the banking industry is anticipated in 2015, total loans and assets continue to increase and the complexity and breadth of operations continue to grow. There have been no applications for a state bank charter filed since 2007, but there has been a significant number of conversions from a federal charter to a Tennessee state banking charter.

The Department recommends legislation in 2015. We recommend legislation to amend the Tennessee Credit Union Act regarding the assessment of the annual credit union fee. We also recommend legislation clarifying our authority to obtain FBI criminal background checks.

While economic conditions are improving generally, financial institutions and state regulators will need to adapt to a changing federal regulatory landscape. The Department continues to develop and implement its Regulatory Balance mission for depository institutions. Department examiners seek to right size regulation to the merits of each institution and avoid a one size fits all approach in order to support the Governor's economic goals for Tennessee. The Tennessee banking system is critical to the state's economic vitality and the Department's balanced regulatory approach supports economic progress.

Our experience indicates that financial literacy is one of the keys to dealing with the economic issues facing us today. The Department has initiated a number of activities in recent years. Public service announcements, workshops, consumer alerts, panel discussions and an effort to reach Tennessee teachers and students were all a part of this effort. I serve on the board of the Tennessee Financial Literacy Commission. The mission of the Tennessee Financial Literacy Commission is to equip Tennesseans to make sound financial decisions when it comes to planning, saving and investing.

Throughout this report you will find additional information related to the work of this agency, as well as the condition of the entities the Department regulates. As you read this report, you will notice that Tennessee remains a premier state for banking, trust and financial services companies. On behalf of the employees of the Department, this report is respectfully submitted.

Sincerely,

TABLE OF CONTENTS

Department Overview

Mission and Vision Statements	1
Department Overview	2

Fiscal Review

2014 Fiscal Numbers at a Glance	3-4
2014 Technological Advancements	4

Administrative Division

Commissioner's Office	5
Administrative Division Personnel and Narrative	5
Legal Section Personnel and Narrative	5-6
2014 Legislation and Rules	6-8
Consumer Resources	9
Consumer Education	10
Complaints by Industry and Category	10
Complaints by County	11

Bank Division

Bank Division Personnel and Narrative	12
Data at a Glance and Application Activities	13
Trust Company, Money Transmitter and BIDCO Data	13-14
Additional Financial Information for State-Chartered Banks	15-24
Additional Financial Information for State-Chartered Trust Companies	25-27

Compliance Division

Compliance Division Personnel and Narrative	28
Regulatory Oversight	28
Examination Personnel	29
Milestones and Accomplishments	29-30
Residential Mortgage Lenders, Brokers and Servicers	31
Industrial Loan and Thrift Companies (TILT)	32-34
Insurance Premium Finance Companies	35
Check Cashing Companies	35
Deferred Presentment Companies	35-37
Title Pledge Lenders	37-38

Credit Union Division

Credit Union Personnel and Narrative	39
Corporate Reorganizations	40
Assets, Net Worth Ratios and Return on Assets Charts	41
Additional Financial Information for State-Chartered Credit Unions	42-47

DEPARTMENT OVERVIEW



OUR MISSION

The primary statutory mission of the Department of Financial Institutions is to provide the people of Tennessee with a safe and sound system of banks and other institutions by ensuring safety and soundness and compliance with governing law, while giving institutions the opportunity to contribute to the economic progress of Tennessee and the nation.

OUR VISION

Our vision is the establishment of a regulatory program that provides for a sound state financial services system within which institutions have the opportunity to succeed and serve their communities by encouraging commerce while there is strong enforcement of laws and regulations to protect citizens.

Commissioner Greg Gonzales

Greg Gonzales is the 18th commissioner of the Tennessee Department of Financial Institutions, who began serving in this role in 2005, and was reappointed by Governor Bill Haslam. He has served in the department since 1986. In this position, Gonzales serves as Tennessee's chief regulatory officer of all state-chartered depository and licensed non-depository financial institutions. Additionally, he has served as assistant commissioner and general counsel for the department.

Gonzales is a past Chairman of the Conference of State Bank Supervisors (CSBS), which is the professional organization of state banking commissioners in the United States. Commissioner Gonzales, for a number of years, served as a member of the Board of Directors of the Money Transmitter Regulators Association (MTRA), an organization of a majority of the states that regulate funds transfer companies. He served on the U.S. Treasury's Bank Secrecy Act Advisory Group. Commissioner Gonzales currently serves on the Board of Directors of the Tennessee Financial Literacy Commission. Gonzales also currently serves on a national task force studying how new technologies are affecting the U.S. payment systems.

Commissioner Gonzales was born in Cookeville, Tennessee and graduated Cum Laude in Cursu Honorum with a bachelor's degree from Tennessee Technological University in 1980. Gonzales served as a research assistant in 1980 to Sir Patrick Cormack, a Conservative Party member of the British Parliament. He earned a law degree from the University of Tennessee in 1984.

Commissioner Gonzales is an avid baseball fan and has rooted for the Chicago Cubs since the 1960's, which has taught him great life lessons in perseverance.

DEPARTMENT OVERVIEW

Total Number of State-Chartered Institutions

Fiscal Year June 30, 2013 vs. Fiscal Year June 30, 2014

CHARTERS	June 30, 2013	June 30, 2014
Commercial Banks/Savings Banks	156	154
Trust Companies	8	8
Credit Unions	97	94
TOTAL NUMBER OF CHARTERS	261	255

Total Number of Licensed or Registered Non-Depository Financial Institutions and Individuals

Fiscal Year June 30, 2013 vs. Fiscal Year June 30, 2014

LICENSEES/REGISTRANTS	June 30, 2013	June 30,2014
Industrial Loan and Thrift Companies	1,054	1,379
Insurance Premium Finance Companies	51	49
Mortgage Companies	530	549
Mortgage Branches	1,050	1,186
Mortgage Loan Originators	5,729	7,278
Money Transmitters	71	78
BIDCOs	2	1
Deferred Presentment	1,246	1,288
Check Cashers	655	645
Title Pledge Lenders	985	1,044
TOTAL NUMBER OF LICENSEES/REGISTRANTS	11,373	13,497

Total Refunded to Consumers per Industry

Fiscal Year ending June 30, 2014

LICENSEES / REGISTRANTS	TOTAL
Industrial Loan and Thrift Companies	\$327,383.54
Mortgage Companies	\$27,497.60
Deferred Presentment	\$96,003.27
Title Pledge Lenders	\$85,266.13
Check Cashers	\$2,279.03
Insurance Premium Finance Companies	\$3,170.95
TOTAL REFUNDED	\$541,600.52

2014 FISCAL REVIEW

FUNDING SOURCES

REVENUE SOURCE	AMOUNT (ROUNDED TO NEAREST HUNDRED DOLLARS)
Appropriations-Bank Assessment Fees	\$10,462,200
Non-Depository Fees	\$5,491,300
Credit Union Supervision Fees	\$2,498,000
Other	\$619,500
TOTAL REVENUES	\$19,071,000

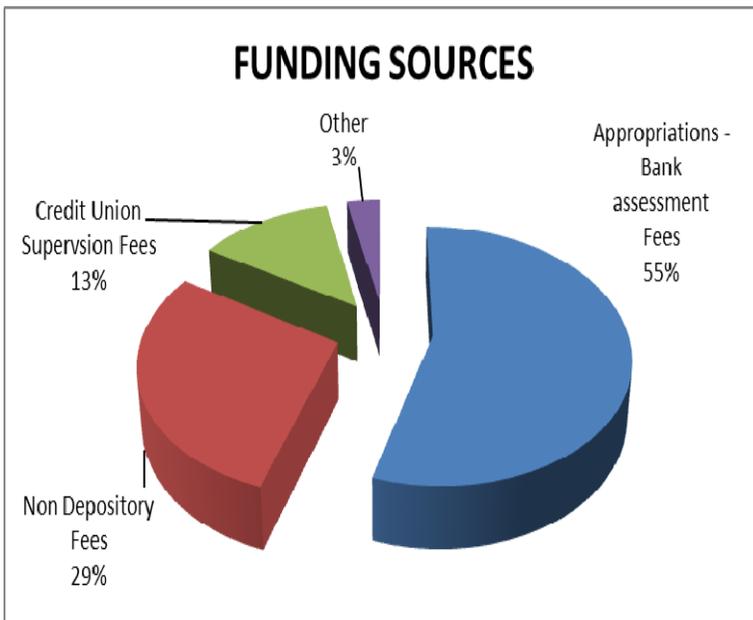
FISCAL NUMBERS AT A GLANCE

The Department of Financial Institutions receives no federal or state taxpayer funds and is fully funded by the fees assessed to the financial institutions regulated and supervised by the department.

In Accordance with TCA 45-1-118 (d)(2), \$1.4 million of the 19.1 million dollars was unexpended during FY14 and will be deducted from the banking fee owed by the state banks in FY15.

The Department's regulatory oversight includes:

- State-Chartered Banks
- State-Chartered Credit Unions
- Business and Industrial Development Corporations (BIDCOS)
- Trust Companies
- Industrial Loan and Thrift Companies
- Check Cashing Companies
- Deferred Presentment Companies
- Money Transmitters
- Mortgage Companies and Mortgage Loan Originators
- Insurance Premium Finance Companies
- Title Pledge Lenders
- Flexible Credit Effective January 1 2015.



*

2014 FISCAL REVIEW

EXPENDITURES

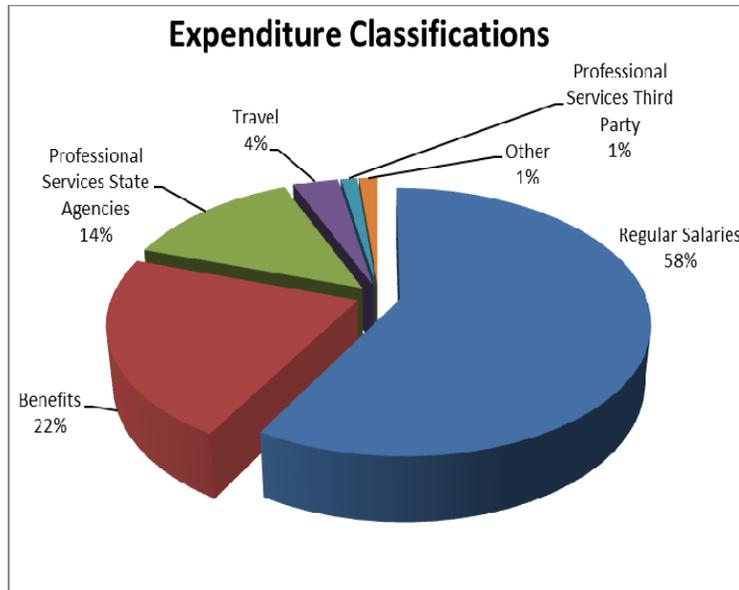
EXPENDITURE CATEGORY	AMOUNT (ROUNDED TO NEAREST HUNDRED DOLLARS)
Regular Salaries	\$9,021,200
Benefits	\$3,393,800
Professional Services State Agencies	\$2,109,000
Travel	\$543,700
Professional Services Third Party	\$197,800
Other	\$225,900
TOTAL EXPENDITURES	\$15,491,400

2014 TECHNOLOGICAL ADVANCEMENTS

The Flexible Credit Act, passed in the 2014 legislative session, added a new type of lender to the Department’s regulatory jurisdiction. As a result, the IT team developed a new application module in FIRST for the flexible credit industry.

The Department continues to look for ways to strengthen our security and ensure data integrity. The Department is updating policies and procedures to establish standards for all IT operations. In addition, the Department implemented a new internal security policy.

The Department is reevaluating a department-wide imaging solution that is cost effective, efficient, secure, and easy to use.



ADMINISTRATIVE DIVISION



HEADQUARTERS

Greg Gonzales, Commissioner

COMMISSIONER'S OFFICE

Tom R. Hughes, Legislative Liaison/Public Information Officer

Herb Kraycirik, CPA, CGFM, Audit Director 2

Joyce Simmons, Chief Regulatory Accountant

ADMINISTRATIVE DIVISION

Tina G. Miller, Assistant Commissioner/General Counsel

Michelle Berry, Budget/Fiscal Director

Leslie Yanez, Human Resources Director

Teri Crow, HR Analyst 1

Kelley Cole, Administrative Services Assistant 2

Carmen McCreedy, Executive Secretary

Mary Jane Friedmann, Accountant 2

Barbara Jones, Administrative Services Assistant 3

Christy Adams, Cashiering Supervisor

Susan Blair, Administrative Services Assistant 3

Flora McCarty, Executive Administrative Assistant 1

Tracy White, Executive IT Director

Charles Ingram, Business Technical Support Advanced

Michael Burns, Information Resource Support Specialist 2

Jeremy Wilberger, Software Developer Advanced

Kenneth Weems, Software Developer Advanced

Ramesh Prajapati, Software Developer Advanced

Bonnie Heithcock, Project Manager Senior

The Administrative Division manages the Department's budget and oversees fiscal services, human resources, training and development, legal, information systems, and consumer resources.

TDFI continues to work with both the Department of Human Resources and the Department of Finance and Administration to develop and improve examiner career path with salary progression.

Training is another integral part of developing and maintaining a qualified staff. To ensure value, the Department's training needs are annually assessed and budgeted. The majority of the structured training curriculum is acquired through external training sources such as the Federal Deposit Insurance Corporation, National Credit Union Administration, Board of Governors of the Federal Reserve System, Educational Foundation of the Conference of State Bank Supervisors, National Association of State Credit Union Supervisors, Federal Financial Institutions Examination Council, National Association of Consumer Credit Administrators, Money Transmitter Regulators Association and others.

Marsha Anderson, Attorney 4

Eric Rogers, Attorney 4

Mark Kilpatrick, Attorney 3

Denise Cole, Attorney 3

Brandi Snow, Attorney 3

Paula Cagle, Executive Administrative Assistant 1

Alan Smith, Consumer Resources Director

Alicia Gay, Administrative Services Assistant 3

Bettye Osborne, Administrative Services Assistant 3

LEGAL SECTION

The Legal Section provides legal advice and representation for the Department. It is comprised of a General Counsel, six staff attorneys and one Legal Assistant.

The Department's lawyers advise the Commissioner and departmental personnel in all legal matters affecting the Department. They work closely with regulated entities and the general public in addressing legal issues. They also work with the Governor's Office and the Tennessee General Assembly on legislative issues affecting financial institutions.

The Legal Section assists in the coordination of enforcement initiatives with other federal and state regulators as well as with various law enforcement agencies. The Section represents the Department in all administrative enforcement actions initiated by the various divisions in the Department.

The Legal Section was heavily involved in the 2014 Legislative session by tracking bills, working closely with the Governor's Office, the General Assembly, and other groups sponsoring legislation which impacted the Department. It provided assistance to operating divisions on issues involving title pledge lenders, mortgage loan originator registration, predatory lending, bank and trust company operations including interstate transactions, bank and credit union applications, money transmission, Bank Secrecy Act compliance, check cashing, deferred presentment, mortgage companies, flexible credit lenders, and credit union fields of membership, as well as other areas requiring legal expertise.

2014 LEGISLATION

Public Chapter 642 - Amends T.C.A. Title 45, Chapters 1 and 2

Effective Date: April 14, 2014

Public Chapter 642 amends the Tennessee Banking Act, Chapters 1 and 2, by creating a new part that simplifies, streamlines and revises the Tennessee Banking Act with regard to the formation and operation of state trust companies.

This Act simplifies and streamlines the process for forming a new trust company by:

- Separating the trust company formation process from the process for forming a new state bank;
- Reducing the current three-part application process to a two-part application process;
- Allowing a single person or holding company to act as an incorporator and removes the state residency requirements for incorporators of a trust company;
- Reducing the Department's investigation time of a trust company application from six months to ninety days (but provides the Department authority to extend the time if needed); and
- Clarifies terminology relevant and applicable to trust companies forming as limited liability companies.

This Act simplifies and clarifies the requirements for trust company governance and operations by:

- Specifying provisions in the Tennessee Banking Act that are inapplicable to trust companies;
- Removing the requirement that the majority of the board members be resident of this state and instead providing that a majority of the board members shall be United States citizens; and
- Removing the three-year term limitation on board members.

In addition, this Act allows the Department to extend the examination cycle for highly rated trust companies up to an additional eighteen months and to waive a change of control application in cases where no risk to the interest of the public exists. This Act also provides the Department the authority to conduct criminal history background checks and international background investigations of trust company incorporators and proposed board members and officers at the expense of the applicant.

LEGAL SECTION**Public Chapter 736 - Amends T.C.A. Title 45, Chapter 1, 5, 13, 15, 17, 18, and T.C.A. Title 56, Chapter 37****Effective Date: May 16, 2014**

Public Chapter 736 amends Title 45, Chapter 1 (the Tennessee Banking Act), Chapter 5 (the Industrial Loan and Thrift Act), Chapter 13 (Tennessee Residential Lending, Brokerage and Servicing Act), Chapter 15 (the Title Pledge Act), Chapter 17 (The Deferred Presentment Services Act), Chapter 18 (the Check Cashing Act), and Title 56, Chapter 37 (the Premium Finance Company Act) with regard to licensing renewal and examination fees paid by persons regulated and supervised by the Department's Compliance Division. Public Chapter 736 combines licensing, renewal and examination fees into a single supervision fee for each of these Acts. The primary purpose of Public Chapter 736 is to create a more stable funding model that will support a risk focused examination program, which will give the Department the flexibility to examine for risk and use its resources efficiently and where they will have the greatest impact.

Public Chapter 736 describes the manner for determining the supervision fee; makes the payment of the supervision fee a condition of licensure or registration and renewal; provides that the licensees and registrants will continue to pay the actual expenses incurred for out of state examinations and inspections of books, records and papers maintained out of state; and that the Commissioner may impose special assessments upon licensees or registrants to recover costs in excess of those costs normally incurred for conducting routine examinations. Public Chapter 736 also provides that unlicensed or unregistered persons subject to licensing and registration requirements pay reasonable and actual expenses of their examination or investigation.

Public Chapter 969 - Amends T.C.A. Title 45**Effective Date: January 1, 2015**

Public Chapter 969 amends Title 45 by adding a new Chapter 12 enacting the "Flexible Credit Act." This act creates a new regulatory program. The Flexible Credit Act authorizes a licensee to offer an open-end credit product up to a maximum outstanding principal amount of \$4,000.00 and to charge a periodic interest rate not to exceed 24% per annum and a monthly customary fee not to exceed 0.7% of the daily principal balance of the loan. There are a number of restrictions applicable to this type of loan. Licensees are subject to certain licensing requirements such as \$50,000 in net worth for each location, a fingerprint background check, a surety bond and several other items to ensure the licensee is qualified for a license.

Public Chapter 540 - Amends T.C.A. Title 45, Chapter 2**Effective Date: March 26, 2014**

Public Chapter 540 amends T.C.A. Section 45-2-619 by deleting the section in its entirety and substituting language instead to permit an entity that is not a depository institution to own or operate, alone or in combination with other persons, one or more electronic cash dispensing devices located or to be located in Tennessee, provided that the electronic cash dispensing device does not receive money on deposit.

LEGAL SECTION

Rulemaking

No rules or amendments were filed in 2014.

CONSUMER RESOURCES SECTION

The Consumer Resources Section reviews and tracks consumer complaints, fosters community outreach and encourages financial literacy in Tennessee.

Since its creation in 2004, the Consumer Resources Section has obtained refunds of more than \$423,000 on behalf of over 5,700 consumers who formally filed complaints with the Department.

In 2014, refunds from the consumer complaint process totaled \$21,997.70.

CONSUMER PROTECTION

The Section's key responsibility is to receive and process consumer complaints. The Department of Financial Institutions is the primary state agency that has statutory jurisdiction to process consumer concerns and complaints involving financial institutions operating under the various laws the Department administers in the state of Tennessee. The Consumer Resources Section processes all complaints related to financial institutions that are chartered and/or licensed by the Department. If the Department receives information that does not fall within the Department's jurisdiction, those inquiries or complaints are forwarded to the appropriate agency and the consumer is advised accordingly.

The Section's routine practice is to submit the consumer's written complaint to the financial institution for response. Within its jurisdiction, the Section serves as an intermediary between the consumer and the institution against which the complaint is filed.

The Section processed a total of 381 formally filed consumer complaints throughout calendar year 2014. These were received from 63 of the state's 95 counties (66.32%). A total of 61 (16.01%) complaints were filed by out of state residents.

Shelby County residents had the highest number of complaints filed with 61 (16.01% of total). Of the total consumer complaints filed in 2014, 139, or 36.48% came from the state's four largest metropolitan county areas. Nashville-Davidson County and surrounding county residents provided 87, or 22.84% of all consumer complaints received in 2014.

CONSUMER RESOURCES SECTION

CONSUMER EDUCATION

A key strategy in helping protect consumers is to develop and coordinate educational resources that can assist consumers in making informed financial decisions. Education is a powerful financial literacy tool. Consumers who understand their rights and responsibilities are better equipped to make sound financial decisions. The staff essentially provides one-on-one personal financial education on a daily basis through phone calls, letters and e-mail correspondence with consumers.

One of the goals of the Section is to ensure that all Tennesseans have access to financial literacy programs that will help them make better money management decisions. The Commissioner is a board member of the Tennessee Financial Literacy Commission, which is to act as a clearing house for financial literacy activity in Tennessee and is to give input to the effort to increase financial literacy in elementary schools. We were privileged to partner with a number of agencies to promote savings in conjunction with America Saves Week. Throughout calendar year 2014, the section continued its partnership with Tennessee Jumpstart, A Coalition for Personal Financial Literacy. We also continued to serve on the Advisory Council for Bank On Music City, which is an initiative to reach the unbanked and under-banked in Nashville-Davidson County and the surrounding counties.

This section also began a quarterly newsletter titled "Spotlight on Finance" that is sent to more than 40,000 state employees. The newsletter is also posted on the Department's website so that the public can see the financial literacy advice.

CONSUMER COMPLAINTS BY INDUSTRY

INDUSTRY	TOTAL
Bank*	76
Check Casher	3
Credit Union *	44
Default**	32
Deferred Presentment	31
Industrial Loan and Thrift (TILT)***	34
Money Transmitter	14
Mortgage	120
Mortgage Loan Originator	2
Premium Finance	0
Title Pledge	25
TOTAL COMPLAINTS	381

Calendar year ending December 31, 2014

*Bank and credit union data includes federally-chartered, other state-chartered and Tennessee state-chartered institutions.

**DEFAULT category contains complaints against financial institutions and/or companies that were not subject to the Department's regulation and the complaint was referred to the correct agency holding jurisdiction or regulatory authority.

***Tennessee Industrial Loan and Thrift Companies

TOP TEN CONSUMER COMPLAINT ALLEGATIONS

RANK	ALLEGATION	#
1	Customer Service Issues	53
2	Payment Processing-Payment History Issues	46
3	Modification or Deferral Fees	21
4	Statutory Violations	20
5	Misrepresentation	19
6	Credit Bureau Reporting Information	15
7	Fair Debt Collections Act Violations	12
8	Foreclosure Issues	12
9	Account Balance Discrepancy	12
10	Scams	12

FINANCIAL EDUCATION OUTREACH

The following is a listing of the presentations made to various groups during 2014.

- ◇ Barger Academy of Fine Arts
- ◇ Tennessee Jump\$tart 10th Annual Personal Finance Educators Conference
- ◇ Tennessee Housing Development Agency Peer Counseling Sessions
- ◇ PEMKO Manufacturing

CONSUMER RESOURCES SECTION

Total Complaints by County

County	Total Complaints	Percent %	County	Total Complaints	Percent %	County	Total Complaints	Percent %
Out of State	61	16.01%	HAMBLEN	1	0.26%	MOORE	0	0.00%
ANDERSON	7	1.84%	HAMILTON	15	3.94%	MORGAN	1	0.26%
BEDFORD	2	0.52%	HANCOCK	0	0.00%	OBION	3	0.79%
BENTON	1	0.26%	HARDEMAN	2	0.52%	OVERTON	3	0.79%
BLEDSON	0	0.00%	HARDIN	1	0.26%	PERRY	1	0.26%
BLOUNT	6	1.57%	HAWKINS	3	0.79%	PICKETT	0	0.00%
BRADLEY	2	0.52%	HAYWOOD	0	0.00%	POLK	0	0.00%
CAMPBELL	3	0.79%	HENDERSON	1	0.26%	PUTNAM	1	0.26%
CANNON	0	0.00%	HENRY	1	0.26%	RHEA	0	0.00%
CARROLL	0	0.00%	HICKMAN	0	0.00%	ROANE	0	0.00%
CARTER	3	0.79%	HOUSTON	0	0.00%	ROBERTSON	3	0.79%
CHEATHAM	0	0.00%	HUMPHREYS	0	0.00%	RUTHERFORD	19	4.99%
CHESTER	2	0.52%	JACKSON	1	0.26%	SCOTT	0	0.00%
CLAIBORNE	1	0.26%	JEFFERSON	2	0.52%	SEQUATCHIE	1	0.26%
CLAY	0	0.00%	JOHNSON	0	0.00%	SEVIER	7	1.84%
COCKE	1	0.26%	KNOX	25	6.56%	SHELBY	61	16.01%
COFFEE	0	0.00%	LAKE	1	0.26%	SMITH	0	0.00%
CROCKETT	1	0.26%	LAUDERDALE	1	0.26%	STEWART	0	0.00%
CUMBERLAND	2	0.52%	LAWRENCE	1	0.26%	SULLIVAN	6	1.57%
DAVIDSON	38	9.97%	LEWIS	0	0.00%	SUMNER	11	2.89%
DECATUR	0	0.00%	LINCOLN	2	0.52%	TIPTON	8	2.10%
DEKALB	1	0.26%	LOUDON	2	0.52%	TROUSDALE	1	0.26%
DICKSON	1	0.26%	MCMINN	1	0.26%	UNICOI	0	0.00%
DYER	2	0.52%	MCNAIRY	2	0.52%	UNION	0	0.00%
FAYETTE	1	0.26%	MACON	1	0.26%	VAN BUREN	0	0.00%
FENTRESS	0	0.00%	MADISON	4	1.05%	WARREN	1	0.26%
FRANKLIN	3	0.79%	MARION	3	0.79%	WASHINGTON	5	1.31%
GIBSON	1	0.26%	MARSHALL	0	0.00%	WAYNE	0	0.00%
GILES	1	0.26%	MAURY	8	2.10%	WEAKLEY	0	0.00%
GRAINGER	1	0.26%	MEIGS	0	0.00%	WHITE	0	0.00%
GREENE	3	0.79%	MONROE	2	0.52%	WILLIAMSON	7	1.84%
GRUNDY	0	0.00%	MONTGOMERY	9	2.36%	WILSON	9	2.36%
TOTAL							381	100.0%

BANK DIVISION

The **Bank Division** has legal responsibility for ensuring that the Tennessee state-chartered banking system runs on a safe and sound basis. The division's risk-focused approach seeks to achieve the Department's mission of balancing safety and soundness with affording institutions the opportunity to contribute to economic development. In its supervisory role, the Bank Division periodically examines the financial soundness of all state-chartered banks, savings banks and independent non-depository trust companies.

The Department met the statutory obligation of examining all institutions within a 12-month or an 18-month basis. This was accomplished through coordination with federal banking agencies.

Bank examiners perform evaluations of each institution's assets, liabilities, income and expenses; monitor compliance with governing laws and regulations; and rate the effectiveness of the institution's management. The adequacy of capital is assessed to ensure the protection of depositors. In addition, examiners review the Information Technology (IT) functions of state-chartered institutions for compliance with generally accepted IT practices and adherence to Departmental regulations.

Bank Division staff also examines Business and Industrial Development Companies (BIDCOs) for compliance with governing statutes and evaluates applications for new institutions, branches, expanded financial activities and corporate reorganizations. Additionally, effective January 1, 2009, the licensing and regulation of Tennessee-licensed money transmitters became the responsibility of the Bank Division.

The Bank Division is accredited by the Conference of State Bank Supervisors.

HEADQUARTERS PERSONNEL-NASHVILLE

Tod Trulove, CEM, Assistant Commissioner
 Tony Matthews, Chief Administrator
 James Dewhirst, Consumer Compliance Liason
 Debra Grissom, Program Administrator Applications
 Justin McClinton, Program Administrator -Money Transmitters
 Clyde McClaran, Program Administrator -Training
 Wade McCullough, Program Administrator -Trust
 Philip Ruffin, Safety and Soundness Administrator
 Ekaette Udoumana, Safety and Soundness Administrator
 William Cook, Safety and Soundness Administrator
 Memory Barber, MT Applications Specialist
 Gina Tarolli, Administrative Services Assistant

EXAMINATION PERSONNEL

West Tennessee Division

Danny Nolen, Bank Division Manager
 Phillip Stafford, Bank Regional Supervisor
 Timothy Runions, Bank Regional Supervisor
 Roxanne Taylor, CEIC, FI Special Examiner Trust
 Vicki Ivey, CEIC, Bank Off-Site Monitoring Coordinator
 Robert Prather, Bank Examiner 4
 Toniece Johnson, COE, Bank Examiner 4
 Grant Casselberry, IT Bank Examiner
 Kenneth Oliver, Bank Examiner 4
 Stephen Barry Koffman, Bank Examiner 2
 Jeffrey Rial, Bank Examiner 2
 Teresa Curtis, Bank Examiner 2
 Holly Ragan, Bank Examiner 2
 Brittany Williams, Bank Examiner 2
 Cheena Keltner, Bank Examiner 2
 Courtney Hopper, Bank Examiner 2
 Blake Mascolo, Bank Examiner 1

Middle Tennessee Division

Todd Rice, Bank Division Manager
 Mike Sisk, Bank Regional Supervisor
 Storm Miller, CEM, Bank Regional Supervisor
 Sherri Cassetty, CEIC, CFE, FI Special Examiner Trust
 Edward Black, Bank Examiner 4
 Alan Kirkwood, Bank Examiner 3
 Gerald Proby, CFE, Bank Examiner 4
 Kimberly Morrow, Bank Examiner 3
 Chrystine Dobbs, Bank Examiner 2
 Darnell Tate, Bank Examiner 2
 Mark Herren, Bank Examiner 2
 Michael Glaser, Bank Examiner 2
 John Tubb, Bank Examiner 2
 Dillon Scott, Bank Examiner 2
 Jordan Brown, Bank Examiner 2
 Matt Hogan, Bank Examiner 1
 Michael Blakely, Bank Examiner 2
 William Borre, Bank Examiner 1

East Tennessee Division

Louella McElroy, Bank Division Manager
 Jessica Huff, Bank Regional Supervisor
 James Matt Curtis, Bank Regional Supervisor
 Jonathan Piper, Bank Off-Site Monitoring Coordinator
 Chad Holbert, FI Special Examiner Trust
 Robert Broshears, IT Bank Examiner
 Anthony Valentino, Bank Examiner 4
 Joshua Robertson, Bank Examiner 4
 Jamice Lane-Washburn, Bank Examiner 4
 Joy Seaver, Bank Examiner 3
 James Jordan, Bank Examiner 3
 Penny Peterson, Bank Examiner 2
 Lassiter Hurst, Bank Examiner 2
 Madison McMahan, Bank Examiner 2
 Ashley Carter, Bank Examiner 2
 Corey Wright, Bank Examiner 2
 Michael Blair, Bank Examiner 2
 Samuel England, Bank Examiner 1

****Examination Personnel Designation:**

CEM, Certified Examinations Manager; **CEIC**, Certified Examiner-in-Charge; **CFE**, Certified Fraud Examiner; **COE**, Certified Operations Examiner

BANK DIVISION

BANK DIVISION APPLICATION ACTIVITIES FY 13-14

NEW BANKS OPEN

- There were no new bank openings in fiscal year 2013-14

BANK MERGERS

- Jefferson Federal Bank, Morristown, TN, merged with and into HomeTrust Bank, Asheville, NC (May 2014)
- First Trust & Savings Bank, Oneida, TN, merged with and into United Cumberland Bank, Inc., Whitley City, KY (April 2014)
- Security Bancshares, Inc., Paris, TN, merged with and into Security Bank and Trust Company, Paris, TN (December 2013)
- Somerville Bank and Trust Company, Somerville, TN, merged with and into Trustmark National Bank, Jackson, MS (December 2013)
- Liberty State Bank, Liberty, TN, merged with and into Citizens Bank of Lafayette, Lafayette, TN (December 2013)

BANK CONVERSIONS

- First Farmers and Commercial Bank, Pikeville, TN (converted from a national bank to a state chartered commercial bank) (June 2014)
- Paragon Bank, Memphis, TN (converted from a national bank to a state chartered commercial bank) (April 2014)
- Traders Bank, Tullahoma, TN (converted from a federally chartered bank to a state chartered commercial bank) (March 2014)

BANK CLOSURES

- Community South Bank, Parsons, TN, closed in August 2013.

BIDCO TRANSACTIONS

- There were no BIDCO application transactions in fiscal year 2013-14

NEW TRUST COMPANIES OPEN

- There were no new public or private trust companies opened in FY 2013-14

MONEY TRANSMITTER TRANSACTIONS

NEW LICENSE ISSUED

- Comdata TN, Inc., Brentwood, TN (July 2013)
- Cash Express, LLC, Cookeville, TN (August 2013)
- Dolex Dollar Express, Inc., Arlington, TX (August 2013)
- USForex Inc., San Francisco, CA (August 2013)
- IDT Payment Services, Inc., Newark, NJ (September 2013)
- Transfermate, Inc., Chicago, IL (September 2013)
- FIRMA Foreign Exchange Corporation (U.S.) LTD, Philadelphia, PA (October 2013)
- Cambridge Mercantile Corp. (U.S.A.), New York, NY (October 2013)
- Lucky Money, Inc., San Francisco, CA (October 2013)
- Square, Inc., San Francisco, CA (January 2014)
- Moneydart Global Services Inc, Woodbridge, NJ (March 2014)
- Payoneer Inc., New York, NY (April 2014)
- PayNearMe MT, Inc, Sunnyvale, CA (May 2014)
- AscendantFX Capital USA, Inc., Jersey City, NJ (June 2014)

VOLUNTARY CORPORATE TRANSACTIONS

- Tempo Financial U.S. Corporation, Greenwood Village, CO (August 2013)
- Comdata Network, Inc., Brentwood, TN (October 2013)
- IntelliSpend Prepaid Solutions, LLC, Fenton, MO (October 2013)
- Obopay, Inc., Mountain View, CA (November 2013)
- Meracord LLC, Tacoma, WA (December 2013)
- Hoskins Drug Store No. 2, Clinton, TN (December 2013)
- Prodira Incorporated, Aurora, CO (December 2013)

BANK DIVISION INFORMATION AT A GLANCE

(AS OF JUNE 30, 2014)

BANK DIVISION

REGULATED INSTITUTIONS:

154 Banks
1 BIDCO
8 Independent non-depository trust companies
78 Money Transmitters

BANK CONSOLIDATED

TOTAL ASSETS:

\$52.5 billion, representing a \$2 billion or 3.86 percent change since June 30, 2013

CONSOLIDATED CAPITAL:

\$5.8 billion, representing 11.03 percent of total assets

RETURN ON AVERAGE ASSETS (ROAA):

Median ROAA of 0.83 percent with a median Net Interest Margin of 3.96 percent (includes all banks)

ALLOWANCE FOR LOAN AND LEASE LOSSES (ALLL):

Median ALLL to total loans and leases ratio of 1.49 percent

PAST DUE RATIO:

Median past due ratio of 1.42 percent

TRUST COMPANY

TOTAL CONSOLIDATED CORPORATE ASSETS:

\$100 million, representing a less than 1 percent change compared to the same period in 2013

AGGREGATED NET INCOME FOR TRUST COMPANIES:

\$4.9 million, representing a 1.8 percent change compared to the same period in 2013

TRUST ASSETS UNDER MANAGEMENT AND/OR CUSTODY:

Reflects an increase of 11 percent from \$16.7 billion to \$18.5 billion, inclusive of assets invested in common/collective trust funds.

BANK DIVISION

MONEY TRANSMITTERS

The activities of Money Transmitter companies are governed by the “Tennessee Money Transmitter Act of 1994”, codified at Tennessee Code Annotated Title 45, Chapter 7. There are exemptions that apply to certain government agencies, as well as business organizations. See Tennessee Code Annotated Section 45-7-204.

The Bank Division continues to enhance its policies and procedures to ensure effective and efficient facilitation of the Department’s statutory responsibility to ensure certain consumer protections as well as to help provide a robust business environment for legitimate industry. The Department also continues to be an active participant in the Money Transmitter Regulatory Association to facilitate fulfillment of its responsibilities with respect to money transmission licensing and regulation.

Effective October 1, 2013 the Tennessee Department of Financial Institutions (TDFI) began using the National Mortgage Licensing System (NMLS) to manage money transmitter licenses. Through NMLS, entities are now able to apply for, amend, and renew their Tennessee money transmitter license authority conveniently and safely online. NMLS is a secure, web-based system created by state regulators to provide efficiencies in the processing of state licenses and to improve supervision of state regulated industries. Through NMLS, companies maintain a single record which they use to apply for, maintain, renew, and surrender licenses in one or more states.

More information about NMLS can be found at: <http://mortgage.nationwidelicencingsystem.org/Pages/default.aspx>

LICENSING

Each applicant for a money transmitter license must demonstrate, and each licensee must maintain, a net worth of not less than \$100,000 computed according to generally accepted accounting principles. Persons transmitting, or proposing to transmit, money shall have an additional net worth of \$25,000 per additional location or agent located in Tennessee, as applicable, to a maximum of \$500,000. The applicant must demonstrate such experience, character, and general fitness as to command the confidence of the public and warrant the belief that the business will be operated lawfully and fairly. As of June 30, 2014, the division licensed 78 money transmitters.

BUSINESS AND INDUSTRIAL DEVELOPMENT CORPORATION (BIDCOS)

Tennessee Code Annotated, Section 45-8-225 (Report of Accomplishments) requires a report to be published annually that summarizes the accomplishments of the various BIDCOs operating in Tennessee. There were two BIDCOs licensed for the calendar year 2014, but there were no significant loans originated that provided jobs in Tennessee.

CALENDAR YEAR 2013	NUMBER OF BIDCOS	AMOUNT OF LOANS
Manufacturing/Service	2	\$0
TOTAL	2	\$0

TENNESSEE STATE-CHARTERED BANKS

CONSOLIDATED BALANCE SHEET (IN MILLIONS)

As of June 30, 2014 and June 30, 2013

ASSETS	June 30, 2014	June 30, 2013	\$ Change	% Change
Cash and Due From Banks	2539	3028	-489	-16.15%
Securities	11017	10529	488	4.63%
Federal Funds Sold and Securities Purchased Under Agreement to Resell	379	551	-172	-31.22%
Loans and Leases Held for Sale	552	595	-43	-7.23%
Loans and Leases, Net of Unearned income	34966	32802	2164	6.60%
Allowance for Loan and Lease Losses	-549	-598	49	-8.19%
Assets held in Trading Accounts	4	4	0	0.00%
Premises and Fixed Assets	1097	1118	-21	-1.88%
Other Real Estate Owned	430	537	-107	-19.93%
Investments in Unconsolidated Subsidiaries	21	21	0	0.00%
Intangible Assets	448	438	10	2.28%
Other Assets	1563	1492	71	4.76%
TOTAL ASSETS	52467	50517	1950	3.86%
LIABILITIES				
Non-Interest Bearing Deposits	7343	6445	898	13.93%
Interest Bearing Deposits	36702	36033	669	1.86%
TOTAL DEPOSITS	44045	42478	1567	3.69%
Federal Funds Purchased and Securities Sold Under Repurchase Agreement	590	587	3	0.51%
Trading Liabilities	4	4	0	0.00%
Other Borrowed Money	1663	1593	70	4.39%
Other Liabilities	371	375	-4	-1.07%
TOTAL LIABILITIES	46673	45037	1636	3.63%
Minority Interests in Unconsolidated Subsidiaries	7	7	0	0.00%
EQUITY CAPITAL				
Preferred Stock	98	100	-2	-2.00%
Common Stock	332	325	7	2.15%
Surplus	2873	2897	-24	-0.83%
Undivided Profits	2488	2211	277	12.53%
Accumulated other Comprehensive Income	1	-51	52	-101.96%
Other Equity Capital Components	-5	-9	4	-44.44%
TOTAL EQUITY CAPITAL	5787	5473	314	5.74%
TOTAL LIABILITIES AND EQUITY CAPITAL	52467	50517	1950	3.86%

TENNESSEE STATE-CHARTERED BANKS**CONSOLIDATED INCOME STATEMENT (IN MILLIONS)**

Six months ending June 30, 2014 and June 30, 2013

	June 30, 2014	June 30, 2013
Interest Income	1043	1027
Interest Expenses	118	143
NET INTEREST INCOME	925	884
Non-Interest Income	219	230
Non-Interest Expense	780	764
Provision for Loan and Lease Losses	31	58
Securities Gains/Losses	8	11
Pre-Tax Net Income	341	303
Applicable Income Taxes	89	76
NET OPERATING INCOME	252	227
Extraordinary Gains/Losses	0	0
NET INCOME	252	227
TOTAL CASH DIVIDENDS	108	61

TENNESSEE STATE-CHARTERED BANKS

SUMMARY OF INDIVIDUAL BANKS (IN THOUSANDS)

City	Institution	(A)	(B)	(C)	(D)	(E)	(F)	(G)	(H)	(I)	(J)	
		Cash	Invest	Total Loans	Loan Loss Reserve	Other Assets	Total Assets	Deposits	Other Liabilities	MIUS	Capital	Net Income
ADAMSVILLE	Farmers & Merchants Bank	7132	7297	18810	427	1814	34626	29294	1406	0	3926	143
ASHLAND CITY	Community Bank & Trust	4381	98505	85092	3057	16048	200969	173229	8789	0	18951	-235
ATWOOD	Citizens Bank & Trust Company	1707	14024	10399	69	824	26885	24612	90	0	2183	52
BARTLETT	Bank of Bartlett	18004	113055	175671	2446	48428	352712	311135	17243	0	24334	-237
BELLS	Bank of Crockett	7061	84778	40699	1054	10231	141715	122994	2436	0	16285	754
BOLIVAR	Merchants & Planters Bank	4842	25895	46885	594	7819	84847	72259	2163	0	10425	283
BRENTWOOD	Reliant Bank	19542	76896	320798	7974	25289	434551	341826	50883	0	41842	2066
BRIGHTON	Brighton Bank	1855	8700	40258	445	3062	53430	49613	765	0	3052	95
BROWNSVILLE	INSOUTH Bank	16783	71362	190438	2654	23929	299858	268203	1510	0	30145	928
BYRDSTOWN	People's Bank and Trust Company of Pickett County	16557	14360	76818	2547	6972	112160	101455	359	0	10346	461
CAMDEN	Bank of Camden	5068	40827	260061	5178	34118	334896	267755	17132	0	50009	4043
CARTHAGE	Citizens Bank	12616	300375	202004	3087	13891	525799	441132	1607	0	83060	5997
CHATTANOOGA	First Volunteer Bank	109138	108620	598393	7546	70172	878777	783950	9747	0	85080	4347
CHATTANOOGA	Cornerstone Community Bank	18405	83346	292369	3330	28150	418940	331628	48114	0	39198	1080
CHATTANOOGA	CapitalMark Bank & Trust	24944	174602	649532	8105	38023	878996	735995	52053	0	90948	3315
CLARKSVILLE	F&M Bank	17149	73857	702951	5371	64745	853331	685234	91190	7391	69516	2510
CLARKSVILLE	First Advantage Bank	6348	42583	356001	5194	16558	416296	315546	40561	0	60189	1398
CLARKSVILLE	Legends Bank	12895	89318	257343	3165	23076	379467	321146	21603	0	36718	1750
CLARKSVILLE	Cumberland Bank and Trust	11922	14834	134865	1790	6359	166190	147647	1738	0	16805	940
CLEVELAND	Bank of Cleveland	34229	0	181401	2675	14559	227514	188792	1043	0	37679	1722
CLEVELAND	Southern Heritage Bank	11686	91846	134064	2023	7675	243248	209024	1686	0	32538	1421
CLIFTON	Peoples Bank	5622	19415	100614	1751	15956	139856	120742	7039	0	12075	181
COLLIERVILLE	BankTennessee	5421	19183	198205	3161	28283	247931	204563	16247	0	27121	1241
COLLIERVILLE	Landmark Community Bank	8776	81973	527843	5598	20646	633640	483567	91447	0	58626	2932
COLUMBIA	First Farmers and Merchants Bank	35870	390219	618886	8635	73725	1110065	967016	36846	95	106108	4933
COLUMBIA	Community First Bank & Trust	52133	95690	264387	6306	44485	450389	408841	2460	88	39000	1919
COLUMBIA	Heritage Bank & Trust	10714	13972	74225	2116	7544	104339	92210	4454	0	7675	471
COOKEVILLE	Bank of Putnam County	55165	138107	176327	1392	13820	382027	345889	5206	0	30932	1652
COOKEVILLE	Putnam 1st Mercantile Bank	1363	21057	73901	1175	4938	100084	87864	456	0	11764	483
CORDOVA	First Alliance Bank	5715	6049	96075	1749	11643	117733	98567	6930	0	12236	61
CROSSVILLE	Cumberland County Bank	61914	95676	112105	1543	12556	280708	254593	4683	0	21432	1060
DECATURVILLE	Decatur County Bank	2932	26318	51614	743	7007	87128	72438	6431	0	8259	401
DECHERD	Franklin County United Bank	7654	11082	65753	2831	5879	87537	77612	218	0	9707	221
DICKSON	Bank of Dickson	10597	78719	126654	1670	6649	220949	185945	7324	0	27680	881
DICKSON	TriStar Bank	11021	77659	114189	1246	15839	217462	184885	12845	0	19732	526
DUNLAP	Mountain Valley Bank	7290	18423	61014	1108	5699	91318	82482	350	0	8486	65
DUNLAP	Citizens Tri-County Bank	54571	234687	290938	4957	46520	621759	553637	4616	0	63506	5037
DYER	The Farmers & Merchants Bank	6456	46845	33876	240	9737	96674	80348	6294	0	10032	268
ELIZABETHTON	Citizens Bank	23517	204521	392757	4668	26066	642193	500062	50887	0	91244	4966
ELIZABETHTON	Security Federal Bank	2102	12779	38031	505	4032	56439	42841	760	0	12838	291
ERIN	Traditions First Bank	2069	36518	67673	957	6420	111723	97249	2068	0	12406	438
ERWIN	Mountain Commerce Bank	38029	25934	314721	4502	26747	400929	352368	10579	0	37982	865
FARRAGUT	SouthEast Bank	39484	15850	521015	2838	34039	607550	536875	9329	0	61346	3519
FAYETTEVILLE	Bank of Lincoln County	14316	14009	89676	1288	11083	127796	110423	567	0	16806	611
FRANKEWING	Bank of Frankewing	25439	42416	132111	2836	14729	211859	187449	2217	0	22193	960
FRANKLIN	Franklin Synergy Bank	26055	322607	501664	5771	26705	871260	747531	50641	0	73088	4013
GALLATIN	Sumner Bank & Trust	15448	58734	82100	1505	8463	163240	143724	3552	0	15964	-115
GATES	Gates Banking and Trust Company	1155	26562	13674	308	2233	43316	37756	569	0	4991	209

TENNESSEE STATE-CHARTERED BANKS

SUMMARY OF INDIVIDUAL BANKS (IN THOUSANDS)

City	Institution	(A)	(B)	(C)	(D)	(E)	Total Assets	(F)	(G)	(H)	(I)	(J)
		Cash	Invest	Total Loans	Loan Loss Reserve	Other Assets		Deposits	Other Liabilities	MIUS	Capital	Net Income
GERMANTOWN	First Capital Bank	1691	30551	183958	1603	7989	222586	180661	20575	0	21350	933
GLEASON	Bank of Gleason	5120	77594	36133	940	3210	121117	97571	923	0	22623	672
GREENEVILLE	Andrew Johnson Bank	12314	25509	250141	4976	13766	296754	266548	1242	0	28964	1511
GREENEVILLE	American Patriot Bank	9415	2941	44413	1299	16442	71912	69728	527	0	1657	-276
GREENEVILLE	Heritage Community Bank	3805	12887	70265	1640	10363	95680	84830	4930	0	5920	14
GREENFIELD	Greenfield Banking Company	2072	5302	39910	335	1880	48829	39533	3023	0	6273	160
HALLS	Bank of Halls	1629	33274	28054	505	5438	67890	58930	836	0	8124	434
HALLS	The Lauderdale County Bank	4727	19234	24971	312	2150	50770	45454	685	0	4631	150
HARROGATE	Commercial Bank	23059	112981	572045	8098	71105	771092	620899	68851	0	81342	3442
HARTSVILLE	Citizens Bank	4158	31735	128804	1939	6764	169522	145543	8700	0	15279	881
HENDERSON	Chester County Bank	13348	25423	29232	373	1512	69142	62117	553	0	6472	368
HUNTINGDON	Carroll Bank and Trust	6570	48202	180973	1741	24364	258368	230178	992	0	27198	823
JACKSON	First South Bank	14509	149318	245200	2872	34520	440675	364694	22060	0	53921	3035
JACKSON	The Bank of Jackson	2972	80085	60370	1049	8286	150664	131484	3861	0	15319	336
JAMESTOWN	Union Bank	7459	70593	117271	1887	20095	213531	191277	1424	0	20830	676
JAMESTOWN	Progressive Savings Bank	21735	35563	166458	1369	36953	259340	234449	1282	0	23609	604
JASPER	Citizens State Bank	10729	27452	86324	547	14285	138243	126865	394	0	10984	503
JEFFERSON CITY	First Peoples Bank of Tennessee	3481	30255	98340	437	13476	145115	124617	8924	0	11574	358
JELICO	UBank	4756	24427	34181	429	3908	66843	57595	732	0	8516	454
KINGSPORT	Bank of Tennessee	16626	213626	610007	8426	67566	899399	752621	63909	0	82869	4690
KINGSPORT	TriSummit Bank	7364	34835	168425	1743	17562	226443	190105	14854	0	21484	-1202
KNOXVILLE	Clayton Bank and Trust	18540	80919	533534	21546	32674	644121	500168	26186	0	117767	10343
KNOXVILLE	American Trust Bank of East Tennessee	5123	18765	105406	1156	6364	134502	114087	4229	0	16186	1473
LA FOLLETTE	Peoples Bank of the South	12423	3607	120994	2085	8040	142979	122611	801	0	19567	933
LAFAYETTE	Citizens Bank of Lafayette	21395	284910	328328	6832	31003	658804	532304	58583	0	67917	3479
LAFAYETTE	Macon Bank and Trust Company	15755	176337	139175	2549	17951	346669	297023	6335	0	43311	1213
LAWRENCEBURG	Lawrenceburg Federal Bank	6558	0	47473	178	3061	56914	42118	2133	0	12663	194
LEBANON	Wilson Bank and Trust	74361	408501	1257343	23276	93723	1810652	1609674	14014	0	186964	9505
LEBANON	CedarStone Bank	2990	44879	108013	1345	12063	166600	139774	11662	0	15164	451
LEBANON	First Freedom Bank	34357	10389	223380	2981	24605	289750	250448	8481	0	30821	1520
LEWISBURG	First Commerce Bank	19402	56860	190055	3615	16234	278936	249335	2431	0	27170	1722
LEXINGTON	First Bank	36849	672890	1484849	33232	142282	2303638	1843876	226921	-1	232842	16455
LEXINGTON	Community Bank	2200	24223	83934	980	4415	113792	98101	4789	0	10902	644
LIVINGSTON	Union Bank & Trust Company	4773	14558	59457	952	3215	81051	71314	287	0	9450	1021
LIVINGSTON	American Bank & Trust of the Cumberland	3684	15442	145053	1594	9955	172540	152030	6365	0	14145	1149
LOBELVILLE	Bank of Perry County	4330	12108	124604	2020	8608	147630	122454	10614	0	14562	1332
MADISONVILLE	Volunteer Federal Savings Bank	29009	2979	127238	566	12598	171258	128463	19219	0	23576	439
MADISONVILLE	Peoples Bank of East Tennessee	10120	42018	140278	2131	28066	218351	196537	1569	0	20245	176
MANCHESTER	Peoples Bank & Trust Company	6833	23839	47421	1116	6984	83961	70814	4092	0	9055	294
MANCHESTER	Coffee County Bank	7161	12731	102873	2560	6185	126390	109090	1047	0	16253	1544
MARYVILLE	Citizens Bank of Blount County	48322	102850	159023	3681	12931	319445	264854	2983	0	51608	554
MARYVILLE	Foothills Bank & Trust	6566	45722	133977	2396	6994	190863	164954	7587	0	18322	475
MC KENZIE	McKenzie Banking Company	42102	20978	51295	1513	6434	119296	101905	1005	0	16386	1007
MC MINNVILLE	Security Federal Savings Bank of McMinnville	10760	22943	133202	1141	7647	173411	143669	12949	0	16793	655
MC MINNVILLE	Homeland Community Bank	12434	38045	81941	2706	9792	139506	125831	1136	0	12539	177
MEDINA	Medina Banking Co.	2180	26228	12235	207	3191	43627	36638	80	0	6909	66
MEMPHIS	Trust Company Bank	8578	942	15254	200	5399	29973	24888	2752	0	2333	-394
MEMPHIS	Tri-State Bank of Memphis	14238	34030	80562	1724	6821	133927	119457	997	0	13473	-220
MEMPHIS	Financial Federal Bank	14130	6470	340637	7105	9158	363290	241710	63514	0	58066	3503

TENNESSEE STATE-CHARTERED BANKS

SUMMARY OF INDIVIDUAL BANKS (IN THOUSANDS)

City	Institution	(A)	(B)	(C)	(D)	(E)	Total Assets	(F)	(G)	(H)	(I)	(J)
		Cash	Invest	Total Loans	Loan Loss Reserve	Other Assets		Deposits	Other Liabilities	MIUS	Capital	Net Income
MEMPHIS	Independent Bank	24533	12329	752962	7675	102687	884836	733815	39778	0	111243	3757
MEMPHIS	Magna Bank	11119	59496	452944	4999	29664	548224	419805	60264	0	68155	2840
MEMPHIS	Paragon Bank	8417	60967	210609	3170	11946	288769	239217	17756	0	31796	416
MEMPHIS	Triumph Bank	14656	62637	403688	5245	12445	488181	429464	15394	0	43323	1453
MILAN	The Bank of Milan	2320	25040	31695	569	3540	62026	55678	883	0	5465	291
MILLINGTON	Patriot Bank	6839	123870	138031	2856	20221	286105	244247	16787	0	25071	1329
MOUNT JULIET	Southern Bank of Tennessee	15094	36863	122148	1208	9189	182086	156264	4280	0	21542	-195
MOUNTAIN CITY	Farmers State Bank	5632	38822	78298	1109	12681	134324	112603	1859	0	19862	497
MOUNTAIN CITY	Johnson County Bank	23325	27130	62893	1006	7217	119559	98691	4712	0	16156	365
MURFREESBORO	MidSouth Bank	12565	57601	198763	3296	15477	281110	244301	8321	0	28488	-767
NASHVILLE	Avenue Bank	17775	220616	685292	8625	40041	955099	784788	82746	0	87565	1905
NASHVILLE	Citizens Savings Bank and Trust Company	3983	13634	77166	999	4082	97866	88729	1723	0	7414	158
NASHVILLE	InsBank	12755	16838	198335	2533	15346	240741	180074	35784	0	24883	967
NASHVILLE	Pinnacle Bank	205883	779474	4340154	66888	511838	5770461	4679505	276016	100	814840	35353
NASHVILLE	Truxton Trust Company	13310	102961	205601	2911	13781	332742	268350	31006	0	33386	2009
NASHVILLE	Civic Bank & Trust	5949	61355	69615	2596	8347	142670	107607	16000	0	19063	601
NASHVILLE	CapStar Bank	36715	220690	707158	8774	57862	1013651	871030	42197	0	100424	2229
NEW TAZEWELL	Citizens Bank	5239	16913	115772	1367	7859	144416	130929	1621	0	11866	381
NEWBERN	Security Bank	5532	93869	57921	1086	13957	170193	138966	11322	0	19905	898
NOLENSVILLE	Peoples State Bank of Commerce	18087	28423	92468	1665	10616	147929	139701	434	0	7794	214
OAK RIDGE	TNBANK	3368	48891	120071	1318	13720	184732	148460	18381	0	17891	144
OOLTEWAH	Community Trust & Banking Company	20064	14257	89563	1874	7125	129135	114657	494	0	13984	384
PARIS	Commercial Bank & Trust Co.	17232	161325	449288	6821	36176	657200	578123	5149	0	73928	4921
PARIS	Security Bank and Trust Company	8732	34915	123495	615	11069	177596	157478	2998	0	17120	1950
PARSONS	Farmers Bank	14689	2901	17660	276	1348	36322	31606	205	0	4511	81
PIGEON FORGE	Tennessee State Bank	28746	171676	381381	7007	72866	647662	549885	31783	0	65994	-1169
PIGEON FORGE	SmartBank	34230	97088	346419	4092	28972	502617	442392	6582	0	53643	773
PIKEVILLE	First Farmers & Commercial Bank	12356	37658	55344	829	6036	110565	98885	144	0	11536	299
PIPERTON	The Bank of Fayette County	10621	50926	259737	3948	21892	339228	300561	7393	0	31274	1462
PORTLAND	The Farmers Bank	27111	171836	331006	5637	19989	544305	470767	16515	0	57023	1923
PORTLAND	Volunteer State Bank	16642	24697	377850	2968	48511	464732	390011	30598	0	44123	3941
RIPLEY	Bank of Ripley	7264	104399	79517	1828	13569	202921	171166	1966	0	29789	514
ROGERSVILLE	Civis Bank	20183	8561	73437	1118	13958	115021	106072	3066	0	5883	-137
ROGERSVILLE	First Community Bank of East Tennessee	30105	39981	96030	3071	22246	185291	150829	15543	0	18919	375
RUTLEDGE	Citizens Bank and Trust Company of Grainger County	9694	104932	67381	693	11105	192419	158559	1141	0	32719	872
SARDIS	The Peoples Bank	1666	24105	40526	491	5007	70813	64095	743	0	5975	250
SAVANNAH	The Hardin County Bank	8605	37693	342785	3595	34211	419699	367237	15742	0	36720	2187
SAVANNAH	Central Bank	13547	13691	75601	2942	10437	110334	101923	1521	0	6890	235
SELMER	Home Banking Company	5339	37160	37345	410	6674	86108	77067	961	0	8080	245
SEVIERVILLE	Sevier County Bank	28023	31873	190963	3822	63796	310833	286023	1351	0	23459	-218
SHELBYVILLE	First Community Bank of Bedford County	16925	76203	212512	1877	35557	339320	231171	60713	0	47436	1453
SHELBYVILLE	Peoples Bank of Bedford County	3551	26293	66346	1077	6543	101656	88085	1159	0	12412	420
SPRING CITY	First Bank of Tennessee	19876	20015	206881	3797	10682	253657	213189	13715	0	26753	2540
SPRINGFIELD	Commerce Union Bank	9272	26381	228729	3187	13390	274585	216634	23039	0	34912	1165
TAZEWELL	First Century Bank	23476	44581	160133	3179	21360	246371	212862	4396	0	29113	581
TREZEVANT	Farmer's and Merchants Bank	14347	12742	264634	3789	16451	304385	259754	18205	0	26426	1597
TULLAHOMA	Traders Bank	8861	31687	110073	1647	8960	157934	142104	442	0	15388	1037

TENNESSEE STATE-CHARTERED BANKS

SUMMARY OF INDIVIDUAL BANKS (IN THOUSANDS)

City	Institution	(A) Cash	(B) Invest	(C) Total Loans	(D) Loan Loss Reserve	(E) Other Assets	Total Assets	(F) Deposits	(G) Other Liabilities	(H) MIUS	(I) Capital	(J) Net Income
TULLAHOMA	American City Bank of Tullahoma	10851	25150	207342	2399	19696	260640	208314	7321	0	45005	2979
TULLAHOMA	Southern Community Bank	4288	17506	119350	1185	13193	153152	133878	2189	0	17085	210
TULLAHOMA	First Vision Bank of Tennessee	6013	27282	119925	1864	9964	161320	136816	5034	0	19470	721
UNION CITY	First State Bank	34792	671294	1152700	15865	98277	1941198	1555184	188096	0	197918	11832
UNION CITY	Reelfoot Bank	8043	50377	77585	1098	10625	145532	129459	1856	0	14217	652
WARTBURG	Citizens First Bank	7157	20152	109260	1543	14095	149121	133245	2535	0	13341	436
WAYNESBORO	The Bank of Waynesboro	12599	25125	102399	2200	9706	147629	127635	690	0	19304	1007
WAYNESBORO	Wayne County Bank	29973	32322	224188	5392	30863	311954	259791	16285	0	35878	996
WINCHESTER	Citizens Community Bank	14480	37222	128293	3168	14257	191084	167269	2301	0	21514	1605
WOODLAND MILLS	The Farmers Bank, Woodland Mills, Tennessee	1007	7599	3283	108	134	11915	9951	13	0	1951	-13
TOTAL		2539260	11396058	35518434	549344	3562468	52466876	44044673	2628319	7673	5786211	252149

A) Cash - Includes currency/coin, both interest-bearing and non-interest bearing balances due from depository institutions

(B) Investments – Investments owned: Includes securities, federal funds sold, , and securities purchased under agreements to resell

(C) Total Loans – Includes all loans and lease financing receivables, net of unearned income

(D) Loan Loss Reserve – Allowance for Loan and Lease Losses

(E) Other Assets – Includes premises and fixed assets, trading assets, other real estate owned, investments in unconsolidated subsidiaries and associated companies, customer's liability to bank on acceptances outstanding, intangible assets, and assets not reportable elsewhere.

(F) Deposits – Includes all interest bearing and non-interest bearing customer deposits held.

(G) Other Liabilities – Includes federal funds purchased, securities sold under agreements to repurchase, demand notes issued to U.S. Treasury, mortgage indebtedness, obligations under capital leases, bank's liability on acceptances outstanding, and all other liabilities

(H) Minority Interest in Unconsolidated Subsidiaries

(I) Equity Capital – Includes preferred stock, common stock, surplus, undivided profits, and accumulated other comprehensive income

(J) Net Income – Income earned after all expenses, taxes, and extraordinary items

TENNESSEE STATE-CHARTERED BANKS

KEY BANK RATIOS AS OF JUNE 30, 2014

CITY	INSTITUTION	NET INCOME TO AVG TOTAL ASSETS RATIO	NET LOANS TO ASSETS RATIO	ALLOWANCE FOR LOAN LOSSES RATIO	CORE CAPITAL (LEVERAGE) RATIO	NET LOANS TO DEPOSITS RATIO	NET INCOME TO AVG TOTAL EQUITY RATIO
ADAMSVILLE	Farmers & Merchants Bank	0.8	53.09	2.27	10.9	62.75	7.47
ASHLAND CITY	Community Bank & Trust	-0.23	40.82	3.59	10.01	47.36	-2.56
ATWOOD	Citizens Bank & Trust Company	0.38	38.42	0.66	8.56	41.97	4.88
BARTLETT	Bank of Bartlett	-0.14	49.11	1.39	5.57	55.68	-2.05
BELLS	Bank of Crockett	1.08	27.98	2.59	10.85	32.23	9.75
BOLIVAR	Merchants & Planters Bank	0.65	54.56	1.27	11.53	64.06	5.26
BRENTWOOD	Reliant Bank	1.05	71.99	2.49	10.29	91.52	10.21
BRIGHTON	Brighton Bank	0.34	74.51	1.11	5.47	80.25	6.33
BROWNSVILLE	INSOUTH Bank	0.62	62.62	1.39	8.51	70.02	6.1
BYRDSTOWN	People's Bank and Trust Company of Pickett County	0.83	66.22	3.32	9.45	73.21	9.19
CAMDEN	Bank of Camden	2.5	76.11	1.99	12.33	95.19	16.89
CARTHAGE	Citizens Bank	2.3	37.83	1.53	16.2	45.09	14.68
CHATTANOOGA	First Volunteer Bank	1	67.24	1.26	8.94	75.37	10.05
CHATTANOOGA	Cornerstone Community Bank	0.51	68.99	1.14	8.96	87.16	5.57
CHATTANOOGA	CapitalMark Bank & Trust	0.77	72.97	1.25	10.52	87.15	7.53
CLARKSVILLE	F&M Bank	0.62	81.75	0.76	9.27	101.8	7.38
CLARKSVILLE	First Advantage Bank	0.69	84.27	1.46	14.46	111.17	4.73
CLARKSVILLE	Legends Bank	0.92	66.98	1.23	9.72	79.15	10.05
CLARKSVILLE	Cumberland Bank and Trust	1.15	80.07	1.33	10.32	90.13	11.46
CLEVELAND	Bank of Cleveland	1.57	78.56	1.47	16.9	94.67	9.23
CLEVELAND	Southern Heritage Bank	1.17	54.28	1.51	13.42	63.17	9.07
CLIFTON	Peoples Bank	0.26	70.69	1.74	8.59	81.88	3.06
COLLIERVILLE	BankTennessee	1.02	78.67	1.59	9.87	95.35	9.01
COLLIERVILLE	Landmark Community Bank	0.95	82.42	1.06	9.33	108	10.32
COLUMBIA	First Farmers and Merchants Bank	0.88	54.97	1.4	8.99	63.11	9.55
COLUMBIA	Community First Bank & Trust	0.86	57.3	2.39	8.87	63.13	10.26
COLUMBIA	Heritage Bank & Trust	0.91	69.11	2.85	7.54	78.2	12.85
COOKEVILLE	Bank of Putnam County	0.86	45.79	0.79	8.14	50.58	10.78
COOKEVILLE	Putnam 1st Mercantile Bank	0.97	72.67	1.59	12.22	82.77	8.64
CORDOVA	First Alliance Bank	0.1	80.12	1.82	9.22	95.7	1
CROSSVILLE	Cumberland County Bank	0.76	39.39	1.38	7.78	43.43	10.02
DECATURVILLE	Decatur County Bank	0.91	58.39	1.44	9.75	70.23	10.35
DECHERD	Franklin County United Bank	0.52	71.88	4.31	10	81.07	4.56
DICKSON	Bank of Dickson	0.81	56.57	1.32	11.99	67.22	6.5
DICKSON	TriStar Bank	0.49	51.94	1.09	8.63	61.09	5.51
DUNLAP	Mountain Valley Bank	0.14	65.6	1.82	9.22	72.63	1.54
DUNLAP	Citizens Tri-County Bank	1.62	46	1.7	9.27	51.66	16.9
DYER	The Farmers & Merchants Bank	0.54	34.79	0.71	10.72	41.86	5.9
ELIZABETHTON	Citizens Bank	1.6	60.43	1.19	13.64	77.61	11.33
ELIZABETHTON	Security Federal Bank	1.03	66.49	1.33	22.55	87.59	4.58
ERIN	Traditions First Bank	0.77	59.72	1.41	10.67	68.6	7.21
ERWIN	Mountain Commerce Bank	0.49	77.38	1.43	9.46	88.04	4.97
FARRAGUT	SouthEast Bank	1.23	85.29	0.54	9.85	96.52	11.83
FAYETTEVILLE	Bank of Lincoln County	0.95	69.16	1.44	12.79	80.04	7.43
FRANKEWING	Bank of Frankewing	0.91	61.02	2.15	10.75	68.97	8.94
FRANKLIN	Franklin Synergy Bank	0.94	56.92	1.15	8.34	66.34	11.76
GALLATIN	Sumner Bank & Trust	-0.13	49.37	1.83	9.59	56.08	-1.48
GATES	Gates Banking and Trust Company	1.01	30.86	2.25	10.97	35.4	8.8

TENNESSEE STATE-CHARTERED BANKS

KEY BANK RATIOS AS OF JUNE 30, 2014

CITY	INSTITUTION	NET INCOME TO AVG TOTAL ASSETS RATIO	NET LOANS TO ASSETS RATIO	ALLOWANCE FOR LOAN LOSSES RATIO	CORE CAPITAL (LEVERAGE) RATIO	NET LOANS TO DEPOSITS RATIO	NET INCOME TO AVG TOTAL EQUITY RATIO
GERMANTOWN	First Capital Bank	0.84	81.93	0.87	9.82	100.94	9.07
GLEASON	Bank of Gleason	1.11	29.06	2.6	17.74	36.07	6.17
GREENEVILLE	Andrew Johnson Bank	1.03	82.62	1.99	9.72	91.98	10.69
GREENEVILLE	American Patriot Bank	-0.75	59.95	2.92	2.28	61.83	-34.12
GREENEVILLE	Heritage Community Bank	0.03	71.72	2.33	6.21	80.9	0.48
GREENFIELD	Greenfield Banking Company	0.65	81.05	0.84	12.82	100.11	5.16
HALLS	Bank of Halls	1.3	40.58	1.8	11.44	46.75	11.19
HALLS	The Lauderdale County Bank	0.59	48.57	1.25	8.89	54.25	6.71
HARROGATE	Commercial Bank	0.9	73.14	1.42	10.3	90.83	8.68
HARTSVILLE	Citizens Bank	1.08	74.84	1.51	9.43	87.17	12.04
HENDERSON	Chester County Bank	1.07	41.74	1.28	9.41	46.46	11.89
HUNTINGDON	Carroll Bank and Trust	0.64	69.37	0.96	10.19	77.87	6.13
JACKSON	First South Bank	1.38	54.99	1.17	10.45	66.45	11.52
JACKSON	The Bank of Jackson	0.46	39.37	1.74	9.95	45.12	4.56
JAMESTOWN	Union Bank	0.63	54.04	1.61	9.83	60.32	6.82
JAMESTOWN	Progressive Savings Bank	0.46	63.66	0.82	8.72	70.42	5.15
JASPER	Citizens State Bank	0.73	62.05	0.63	7.18	67.61	9.18
JEFFERSON CITY	First Peoples Bank of Tennessee	0.51	67.47	0.44	8.63	78.56	6.41
JELLICO	UBank	1.31	50.49	1.26	12.24	58.6	11
KINGSPORT	Bank of Tennessee	1.03	66.89	1.38	8.96	79.93	11.66
KINGSPORT	TriSummit Bank	-0.99	73.61	1.03	8.51	87.68	-8.27
KNOXVILLE	Clayton Bank and Trust	3.16	79.49	4.04	17.84	102.36	18.45
KNOXVILLE	American Trust Bank of East Tennessee	2.16	77.51	1.1	11.85	91.38	19.36
LA FOLLETTE	Peoples Bank of the South	1.29	83.17	1.72	13.6	96.98	9.61
LAFAYETTE	Citizens Bank of Lafayette	1.06	48.8	2.08	9.68	60.4	10.66
LAFAYETTE	Macon Bank and Trust Company	0.71	39.41	1.83	12.35	46	5.79
LAWRENCEBURG	Lawrenceburg Federal Bank	0.69	83.1	0.37	22.24	112.29	3.09
LEBANON	Wilson Bank and Trust	1.07	68.16	1.85	10.27	76.67	10.52
LEBANON	CedarStone Bank	0.53	64.03	1.25	8.68	76.31	6.12
LEBANON	First Freedom Bank	1.1	76.07	1.33	11	88	10.06
LEWISBURG	First Commerce Bank	1.27	66.84	1.9	9.74	74.77	12.85
LEXINGTON	First Bank	1.45	63.01	2.24	7.95	78.73	14.65
LEXINGTON	Community Bank	1.19	72.9	1.17	9.15	84.56	12.35
LIVINGSTON	Union Bank & Trust Company	2.55	72.18	1.6	11.73	82.04	21.56
LIVINGSTON	American Bank & Trust of the Cumberland	1.42	83.15	1.1	8.63	94.36	16.64
LOBELVILLE	Bank of Perry County	1.79	83.03	1.62	9.76	100.11	18.4
MADISONVILLE	Volunteer Federal Savings Bank	0.52	73.97	0.44	13.76	98.61	3.76
MADISONVILLE	Peoples Bank of East Tennessee	0.16	63.27	1.52	9.36	70.29	1.79
MANCHESTER	Peoples Bank & Trust Company	0.69	55.15	2.35	10.78	65.39	6.71
MANCHESTER	Coffee County Bank	2.48	79.37	2.49	12.96	91.95	19.54
MARYVILLE	Citizens Bank of Blount County	0.35	48.63	2.31	16.3	58.65	2.17
MARYVILLE	Foothills Bank & Trust	0.51	68.94	1.79	9.87	79.77	5.34
MC KENZIE	McKenzie Banking Company	1.66	41.73	2.95	13.39	48.85	12.71
MC MINNVILLE	Security Federal Savings Bank of McMinnville	0.78	76.15	0.86	9.86	91.92	7.86
MC MINNVILLE	Homeland Community Bank	0.26	56.8	3.3	9.4	62.97	2.94
MEDINA	Medina Banking Co.	0.3	27.57	1.69	15.17	32.83	1.99
MEMPHIS	Trust Company Bank	-2.61	50.23	1.31	2.7	60.49	-35.36
MEMPHIS	Tri-State Bank of Memphis	-0.33	58.87	2.14	8.46	66	-3.26

TENNESSEE STATE-CHARTERED BANKS

KEY BANK RATIOS AS OF JUNE 30, 2014

CITY	INSTITUTION	NET INCOME TO AVG TOTAL ASSETS RATIO	NET LOANS TO ASSETS RATIO	ALLOWANCE FOR LOAN LOSSES RATIO	CORE CAPITAL (LEVERAGE) RATIO	NET LOANS TO DEPOSITS RATIO	NET INCOME TO AVG TOTAL EQUITY RATIO
MEMPHIS	Financial Federal Bank	2.01	91.81	2.09	16.32	137.99	12.34
MEMPHIS	Independent Bank	0.9	84.23	1.02	11.44	101.56	6.93
MEMPHIS	Magna Bank	1.06	81.71	1.1	12.42	106.7	8.52
MEMPHIS	Paragon Bank	0.3	71.84	1.51	10.7	86.72	2.68
MEMPHIS	Triumph Bank	0.65	81.62	1.3	9.14	92.78	6.88
MILAN	The Bank of Milan	0.94	50.18	1.8	9.31	55.9	11.13
MILLINGTON	Patriot Bank	0.95	47.25	2.07	8.41	55.34	11.25
MOUNT JULIET	Southern Bank of Tennessee	-0.23	66.42	0.99	11.33	77.39	-1.83
MOUNTAIN CITY	Farmers State Bank	0.74	57.46	1.42	14.21	68.55	5.09
MOUNTAIN CITY	Johnson County Bank	0.6	51.76	1.6	13.39	62.71	4.59
MURFREESBORO	MidSouth Bank	-0.56	69.53	1.66	10.44	80.01	-5.42
NASHVILLE	Avenue Bank	0.41	70.85	1.26	8.78	86.22	4.49
NASHVILLE	Citizens Savings Bank and Trust Company	0.32	77.83	1.29	8.14	85.84	4.47
NASHVILLE	InsBank	0.84	81.33	1.28	10.46	108.73	8.32
NASHVILLE	Pinnacle Bank	1.27	74.05	1.54	10.46	91.32	8.86
NASHVILLE	Truxton Trust Company	1.2	60.92	1.42	9.95	75.53	12.67
NASHVILLE	Civic Bank & Trust	0.85	46.97	3.73	13.55	62.28	6.6
NASHVILLE	CapStar Bank	0.43	68.9	1.24	8.57	80.18	4.52
NEW TAZEWELL	Citizens Bank	0.53	79.22	1.18	8.47	87.38	6.69
NEWBERN	Security Bank	1.05	33.39	1.88	11.08	40.9	9.3
NOLENSVILLE	Peoples State Bank of Commerce	0.29	61.38	1.8	5.41	65	5.61
OAK RIDGE	TNBANK	0.16	64.28	1.1	8.81	79.99	1.64
OOLTEWAH	Community Trust & Banking Company	0.6	67.9	2.09	10.72	76.48	5.62
PARIS	Commercial Bank & Trust Co.	1.49	67.33	1.52	10.49	76.54	13.79
PARIS	Security Bank and Trust Company	2.23	69.19	0.5	9.78	78.03	23.2
PARSONS	Farmers Bank	0.45	47.86	1.56	12.38	55	3.63
PIGEON FORGE	Tennessee State Bank	-0.36	57.8	1.84	10.26	68.08	-3.53
PIGEON FORGE	SmartBank	0.31	68.11	1.18	11.04	77.38	2.92
PIKEVILLE	First Farmers & Commercial Bank	0.54	49.31	1.5	10.38	55.13	5.22
PIPERTON	The Bank of Fayette County	0.92	75.4	1.52	9.93	85.1	9.63
PORTLAND	The Farmers Bank	0.71	59.78	1.7	9.97	69.11	6.93
PORTLAND	Volunteer State Bank	1.87	80.67	0.79	9.58	96.12	18.33
RIPLEY	Bank of Ripley	0.5	38.29	2.3	13.15	45.39	3.52
ROGERSVILLE	Civis Bank	-0.24	62.87	1.52	5.21	68.18	-4.66
ROGERSVILLE	First Community Bank of East Tennessee	0.41	50.17	3.2	9.83	61.63	4.1
RUTLEDGE	Citizens Bank and Trust Company of Grainger County	0.91	34.66	1.03	16.89	42.06	5.39
SARDIS	The Peoples Bank	0.7	56.54	1.21	8.43	62.46	8.86
SAVANNAH	The Hardin County Bank	1.05	80.82	1.05	8.92	92.36	12.42
SAVANNAH	Central Bank	0.41	65.85	3.89	6.16	71.29	6.96
SELMER	Home Banking Company	0.57	42.89	1.1	9.06	47.93	6.36
SEVIERVILLE	Sevier County Bank	-0.14	60.21	2	4.01	65.43	-1.85
SHELBYVILLE	First Community Bank of Bedford County	0.93	62.08	0.88	14.15	91.12	6.28
SHELBYVILLE	Peoples Bank of Bedford County	0.83	64.21	1.62	12.11	74.1	6.89
SPRING CITY	First Bank of Tennessee	2.08	80.06	1.84	10.88	95.26	19.19
SPRINGFIELD	Commerce Union Bank	0.89	82.14	1.39	12.82	104.11	6.76
TAZEWELL	First Century Bank	0.47	63.71	1.99	10.91	73.74	4.04
TREZEVANT	Farmer's and Merchants Bank	1.06	85.7	1.43	8.42	100.42	12.32
TULLAHOMA	Traders Bank	1.34	68.65	1.5	9.98	76.3	14.03

TENNESSEE STATE-CHARTERED BANKS

KEY BANK RATIOS AS OF JUNE 30, 2014

CITY	INSTITUTION	NET INCOME	NET LOANS	ALLOWANCE	CORE	NET LOANS	NET INCOME
		TO	TO ASSETS	FOR LOAN	CAPITAL	TO DEPOSITS	TO AVG
		AVG TOTAL	RATIO	LOSSES	(LEVERAGE)	RATIO	TOTAL
		ASSETS RATIO		RATIO	RATIO		EQUITY
							RATIO
TULLAHOMA	American City Bank of Tullahoma	2.29	78.63	1.16	14.47	98.38	13.75
TULLAHOMA	Southern Community Bank	0.29	77.16	0.99	10.41	88.26	2.49
TULLAHOMA	First Vision Bank of Tennessee	0.86	73.18	1.55	11.5	86.29	7.49
UNION CITY	First State Bank	1.24	58.56	1.38	10.29	73.1	12.55
UNION CITY	Reelfoot Bank	0.88	52.56	1.42	10.19	59.08	9.62
WARTBURG	Citizens First Bank	0.58	72.23	1.41	8.92	80.84	6.66
WAYNESBORO	The Bank of Waynesboro	1.35	67.87	2.15	12.93	78.5	10.51
WAYNESBORO	Wayne County Bank	0.64	70.14	2.41	11.48	84.22	5.65
WINCHESTER	Citizens Community Bank	1.71	65.48	2.47	11.34	74.8	15.26
WOODLAND MILLS	The Farmers Bank, Woodland Mills, Tennessee	-0.21	26.65	3.29	15.99	31.91	-1.33
	Median including All Institutions	0.83	66.32	1.49	9.99	76.51	7.30

TENNESSEE STATE-CHARTERED TRUST COMPANIES

CONSOLIDATED BALANCE SHEET (IN THOUSANDS)

	June 30, 2014	June 30, 2013	\$ Change	% Change
ASSETS				
Cash and Due from Banks	42,558	45,240	-2,682	-5.93%
Securities and Investments	1,825	2,213	-388	-17.53%
Premises and Fixed Assets	1,720	1,729	-9	-0.52%
Intangible Assets	39,442	37,232	2,210	5.94%
Other Assets	14,116	13,565	551	4.06%
TOTAL ASSETS	99,661	99,979	-318	-0.32%
LIABILITIES				
Other Liabilities	19,202	15,821	3,382	21.38%
TOTAL LIABILITIES	19,202	15,821	3,382	21.38%
NET ASSETS				
Unrestricted Assets	0	0	0	0.00%
Temporarily Restricted Assets	0	0	0	0.00%
Permanently Restricted Assets	0	0	0	0.00%
EQUITY CAPITAL				
Common Stock	4,865	4,790	75	1.57%
Less: Treasury Stock	1,326	856	470	54.91%
Surplus	5,326	5,326	0	0
Additional Paid-in Capital	63,237	63,303	-65	-0.10%
Undivided Profits	8,360	11,597	-3,237	-27.91%
Unrealized Gains and (Losses)	-3	0	-3	
TOTAL EQUITY CAPITAL	80,459	84,160	-3,700	-4.40%
TOTAL LIABILITIES AND EQUITY CAPITAL	99,661	99,981	-318	-0.32%

Note: Guardianship and Trust Company is not included in the figures above.

TENNESSEE STATE-CHARTERED TRUST COMPANIES

CONSOLIDATED INCOME STATEMENT (IN THOUSANDS)

	June 30, 2014	June 30, 2013	\$ Change	% Change
Fee Income	60,547	57,870	2,677	4.6%
NET FEE INCOME	60,547	57,870	2,677	4.6%
Other Income	58	144	-86	-59.7%
TOTAL INCOME	60,605	58,014	2,591	4.5%
Operating Expenses	35,673	30,066	5,607	18.6%
Advisor/Consulting Fees	13,206	16,303	-3,097	-19.0%
Inter-Company Expense (Credit)	1,051	327	724	221.4%
Securities (Gains) and Losses	0	0	0	0.0%
TOTAL OPERATING EXPENSES	49,930	46,696	3,234	6.9%
Pre-Tax Net Operating Income	10,675	11,318	-643	-5.7%
Less:				
Applicable Income Taxes	1,581	1728	-147	-8.5%
Non-Operating Expenses	4,110	4695	-585	-12.5%
NET OPERATING INCOME	4,984	4,895	89	1.8%
Extraordinary Gains/Losses	0	0	0	0.0%
NET INCOME	4,984	4,895	89	1.8%

Note: Guardianship and Trust Company is not included in the figures above.

TENNESSEE STATE-CHARTERED TRUST COMPANIES

STATEMENT OF CONDITION (IN THOUSANDS)

		(A)	(B)	(C)	(D)	(E)	(F)	(G)	(H)	(I)	(J)
Institution	City	Cash	Invest	Other Assets	Total Assets	Other Liabilities	Equity Capital	Net Income	TAUM	Common/Collective Funds	No. of Funds
Meridian Trust and Investment Company	Knoxville	186	150	1,238	1,574	137	1,437	823	616,621	0	0
The Trust Company of Knoxville	Knoxville	1,619	647	1,184	3,450	729	2,721	641	2,524,033	40,122	1
Argent Trust and Investment Company	Memphis	514	0	6,738	7,252	4,487	2,765	63	632,901	0	0
Diversified Trust Company	Memphis	4,335	0	4,667	9,002	4,691	4,311	0	5,757,818	1,782,941	13
First Mercantile Trust Company	Memphis	34,251	0	38,270	72,521	8,413	64,108	2,179	4,890,601	4,211,933	200
Cumberland Trust and Investment Company	Nashville	223	0	2,930	3,153	165	2,988	569	1,972,456	0	0
Equitable Trust Company	Nashville	1,430	1,028	251	2,709	580	2,129	709	2,071,093	0	0
Totals		42,558	1,825	55,278	99,661	19,202	80,459	4,984	18,465,523	6,034,996	214

FOOTNOTE:

(A) Cash - Includes currency and coin, and both interest bearing and non-interest bearing balances due from depository institutions

(B) Investments - Investments Owned

(C) Other Assets - Includes premises and fixed assets, investments in unconsolidated subsidiaries, intangible assets, and all other assets

(D) Total Assets - The sum of (A) through (C)

(E) Other Liabilities - Includes all liabilities

(F) Equity Capital - Includes preferred stock, common stock, treasury stock, debt capital, surplus, undivided profits, and all other capital reserves net of any unrealized holding gains (losses) on available for sale securities

(G) Net Income - Income earned after all expenses, taxes, and extraordinary items

(H) Total Assets Under Management - Total Discretionary and Non-Discretionary Assets Under Management and/or Custody inclusive of funds held in Common/Collective Funds

(I) Common/Collective Funds - Assets held in Common and/or Collective Investment Funds trusted by company at market value

(J) Number of Funds - Number of Common/Collective Funds

Note: Guardianship and Trust Company is not included.

COMPLIANCE DIVISION

HEADQUARTERS PERSONNEL-NASHVILLE

Mike Igney, Assistant Commissioner 1
David Axford, JD, Safety and Soundness Chief Administrator
Melody Johnson, Bank Financial Analyst
Steffany Daniel, Administrative Services Assistant 3
Melanie Harper, Administrative Services Assistant 3

APPLICATIONS

MORTGAGE, INDUSTRIAL LOAN & THRIFT, AND INSURANCE PREMIUM FINANCE

Carl Scott, CFSA, Loan Examination Director
David Gaines, Bank Financial Analyst
Harvie Franklin, III, Bank Financial Analyst

CHECK CASHING, DEFERRED PRESENTMENT, AND TITLE PLEDGE

Stephen Henley, CPA, Loan Examination Director
Mandy Heady, Bank Financial Analyst

The Compliance Division is responsible for the licensing and regulatory supervision of the following types of non-depository financial institutions and individuals operating in Tennessee:

- Industrial Loan & Thrift Companies
- Insurance Premium Finance Companies
- Check Cashing Companies
- Deferred Presentment Services Companies
- Title Pledge Lenders
- Residential Mortgage Lenders, Brokers and Servicers
- Mortgage Loan Originators

REGULATORY OVERSIGHT

Through a comprehensive examination program, licensed or registered entities are subject to periodic examination by the Division's compliance examiners. The Compliance Division's examinations are designed to test and enforce compliance with Tennessee laws, as well as certain Federal regulations such as the Real Estate Settlement Procedures Act and Truth in Lending Act. These laws were written in order to protect the consumer by limiting the amount of interest, loan charges, and insurance charges that can be imposed, as well as providing for specific disclosures to the consumer regarding loan provisions. The compliance examiners also investigate consumer complaints and allegations of consumer fraud and usury.

Through 3,205 on-site examinations and other regulatory oversight of non-depository financial institutions, the Department returned refunds in the amount of \$582,042.13 to consumers for the calendar year ending December 31, 2014. [This amount does not include refunds in the amount of \$1.45 million obtained in 2013 and distributed in 2014 to consumers in conjunction with a third party administrator.] In addition, administrative enforcement actions initiated by the Department resulted in civil monetary penalties of \$99,027.55.

COMPLIANCE DIVISION

MILESTONES AND ACCOMPLISHMENTS

MORTGAGE ACCREDITATION

On November 29, 2010, the Department received accreditation by The Conference of State Bank Supervisors and The American Association of Residential Mortgage Regulators having met the standards established by these organizations in regulation of the mortgage industry. Tennessee was the fifth state in the nation to have satisfied this regulatory standard and achieved this recognition and remains among a minority of states having satisfied the standards for accreditation. The Department underwent a review in October, 2014, for mortgage accreditation, and was reaccredited.

RISK-FOCUSED EXAMINATION PROGRAM

On July 1, 2013, the Department implemented a risk-focused examination program that is designed and intended to optimize the use of examiner resources by focusing regulatory efforts on the institutions and locations that are determined to pose the greatest risk to consumers. The initial roll-out of the program was for non-mortgage licensees to include deferred presentment services companies, check cashers, and title pledge lenders. The program was expanded to include mortgage brokers, lenders, and servicers, consumer finance companies, and insurance premium finance companies on July 1, 2014.

NATIONWIDE MORTGAGE LICENSING SYSTEM AND REGISTRY (NMLS)

The Nationwide Mortgage Licensing System and Registry (“NMLS”) is an internet-based national database providing for uniformity in license application forms for a variety of non-depository financial institutions. The NMLS serves both state regulators and the industries they license. The Department deployed to the NMLS in February, 2009, with the licensing of mortgage brokers, lenders, servicers, and mortgage loan originators. Since that time, the Department has added additional license types to the system including money transmitters and payday lenders. In 2015, Flexible Credit Act lenders will be licensed through the NMLS. In addition to the licensing application, the NMLS serves as a central repository for publicly adjudicated administrative enforcement actions.

EXAMINATION PERSONNEL

Nicole Chamblee, CFE, Safety and Soundness Chief Administrator
 Jack Lay, FI Safety and Soundness Manager
 David Kelly, Compliance Examination Supervisor
 Patrick Somers, Compliance Examination Supervisor
 Cathy Wilkerson, Compliance Examination Supervisor
 Elizabeth Harrell, Compliance Examination Supervisor

Examiners

Chad Haney, Loan Examiner 4
 Robert Campbell, Loan Examiner 4
 Robert Walker, Loan Examiner 4
 Steve Cranor, Loan Examiner 4
 Grant Gouveia, CFE, Loan Examiner 4
 Robert Doyle, Loan Examiner 4
 Kevin Hicks, Loan Examiner 3
 Robert Hornbeak, Loan Examiner 3
 Jim Worley, Loan Examiner 3
 Kerry Rial, Loan Examiner 3
 Keith Sharp, Loan Examiner 3
 James Simmons, Loan Examiner 3
 Calvin Stout, Loan Examiner 3
 Mike Wiggins, Loan Examiner 3
 Stephanie Dunn, Loan Examiner 3
 Luke Schroer, Loan Examiner 2

****Examination Personnel Designation:**
 CFE, Certified Fraud Examiner

COMPLIANCE DIVISION

MILESTONES AND ACCOMPLISHMENTS (continued)

ELECTRONIC LICENSING

The Department has implemented processes that enable various types of non-depository financial institutions to submit license renewal applications and required annual report information electronically. The implementation of this type of electronic licensing has improved the processing time for renewal applications and resulted in improved efficiencies for both the industry and the Department.

COMPLIANCE DIVISION FUNDING MODEL

Public Chapter 736 of the Acts of 2014 amended parts of Title 45 of the Tennessee Code and changes the way that regulated licensees and registrants are assessed licensing, registration, and examination fees, combining those fees into a single annual supervision fee. For some institutions, the amendments also change the licensing year.

Historically, Division operations have been funded through specific license and examination fees as set in the respective laws administered by the Department. Beginning in 2015, each person regulated by the Compliance Division, except for mortgage loan originators, will be assessed an annual supervision fee which will be determined based upon the Department's approved annual budget. The supervision fee will include and cover the licensing or registration fee and the costs of a routine examination.

This new method of funding Division operations will better enable the Department to focus regulatory resources based upon the relative risks posed to consumers by each licensed or registered institution or location. Additionally, this funding method will enable the Department to support budgetary requirements more reflective of the economic realities of the market place.

COMPLIANCE DIVISION

RESIDENTIAL MORTGAGE LENDERS, BROKERS AND SERVICERS

The activities of residential mortgage lending, brokering, and servicing companies are governed by the “Tennessee Residential Lending, Brokerage and Servicing Act,” codified as T.C.A. Title 45, Chapter 13. T.C.A. § 45-13-201(a) provides that “no person shall act as a mortgage lender, mortgage loan broker or mortgage loan servicer in this state without first obtaining a license under this chapter.” Additionally, in accordance with T.C.A. § 45-13-301(a) “An individual, unless specifically exempted under subsection (b), shall not engage in the business of a mortgage loan originator with respect to any dwelling located in this state without first obtaining and maintaining annually a license issued by the commissioner and without first being sponsored in accordance with T.C.A. § 45-13-303.” If the applicant proposes to broker, make or service mortgage loans, a surety bond is required in an amount graduated according to Department Rule 0180-17-.08 and reflective of the dollar amount of loan originations.

LICENSING

To obtain a license, an applicant must maintain a net worth of at least \$25,000 and an additional net worth of \$25,000 for each additional branch office within Tennessee. The applicant must demonstrate the financial responsibility, experience and character to command the confidence of the public and warrant the belief that the applicant will operate its business lawfully and fairly. As of December 31, 2014, there were 566 mortgage companies and 8,062 mortgage loan originators licensed under the Act.

With passage of federal legislation (the 2008 “S.A.F.E.” Act), and amendments made to the Tennessee Residential Lending, Brokerage and Servicing Act effective July 31, 2009, all mortgage lenders, mortgage loan brokers, mortgage loan servicers and mortgage loan originators now make application for and renew licenses online through the Nationwide Mortgage Licensing System and Registry.

EXAMINATIONS

The Department is authorized to conduct periodic examinations pursuant to T.C.A. § 45-13-404. For calendar year ending December 31, 2014, the Compliance Division conducted 88 examinations of mortgage companies that resulted in refunds totaling \$19,017.01. Special examinations are also conducted as a result of consumer complaints forwarded from the Department’s Consumer Resources Section.

COMPLIANCE DIVISION

INDUSTRIAL LOAN AND THRIFT COMPANIES (TILT)

Consumer loan companies operate under the “Industrial Loan and Thrift Companies Act”, (TILT Act), codified as T.C.A. Title 45, Chapter 5. The stated purpose of the Act is to allow citizens to have the services of regulated lending institutions at rates and charges reasonably commensurate with economic realities. This Act authorizes those companies that obtain a certificate of registration to charge rates and fees somewhat higher than that which may be charged under the State’s general usury statutes. While the Act allows higher interest rates, it also contains many consumer protection provisions particularly with respect to loan charges. TILT companies registered under this Act are required to secure a surety bond. The bonding requirements are as follows: If the applicant proposes to make loans secured by a mortgage, the surety bond shall be in an amount graduated according to Department Rule 0180-32-.02 and reflective of the dollar amount of loan originations. Otherwise, the surety bond shall be in the amount of \$50,000. In addition, as of July 30, 2009, mortgage loan originators affiliated with the TILT companies, must comply with all provisions of the S.A.F.E. Act, including fingerprint-based criminal background checks, pre-licensure education and testing, and continuing education.

REGISTRATION

To obtain a certificate of registration, an applicant must maintain a net worth of at least \$25,000 and demonstrate financial responsibility, integrity, character, and business experience to command the confidence of the public and warrant the belief that the applicant will operate its business lawfully and fairly. As of December 31, 2014, there were 1,502 locations registered under the Act.

Pursuant to T.C.A. § 45-5-501, the Department conducts periodic examinations of all registered TILT locations to ensure compliance with the Act. For calendar year ending December 31, 2014, the Department conducted 865 examinations that resulted in refunds totaling \$290,597.95.

COMPLIANCE DIVISION

INDUSTRIAL LOAN AND THRIFT COMPANIES

Composite Annual Report
(Year Ending December 31, 2013)

Number of Companies Included in this Report	170
Number of Offices included in this report	1,243
Number of Employees included in this report	4,476

RATE OF RETURN

Average Monthly Net Receivable (Industry)	\$1,975,875,704.33
Average Monthly Net Receivable (Location)	\$1,589,602.34
Net Income (Industry)	\$78,936,778.00
Net Income (Location)	\$63,505.05
Rate of Return on Outstanding Receivables (Location)	4.0%

ANALYSIS OF ACCOUNTS OUTSTANDING (MONTHLY AVERAGE)

Average Number of Accounts Outstanding (Industry)	651,305
Average Number of Accounts Outstanding (Company)	3,831
Average Number of Accounts Outstanding (Location)	524

OTHER INFORMATION

Number of Loans Outstanding at Beginning of Year	872,238
Dollar Amount of Loans Outstanding at Beginning of Year	\$2,100,691,700
Average Amount per Loan Outstanding at Beginning of Year	\$2,408

Number of Loans Made During the Year	3,946,604
Dollar Amount of Loans Made During the Year	\$1,747,050,083
Average Amount per Loan Made	\$443

Number of Loans Charged Off During the Year	181,301
Dollar Amount of Loans Charged Off During the Year	\$129,407,039
Average Account Balance Charged Off	\$714

Number of Loans Outstanding at Year End	917,113
Dollar Amount of Loans Outstanding at Year End	\$2,031,170,727
Average Account Balance per Loan Outstanding at Year End	\$2,215

COMPLIANCE DIVISION**INDUSTRIAL LOAN AND THRIFT COMPANIES**

Composite Annual Report
 (Year Ending December 31, 2013)
 -Page 2-

ANALYSIS OF LOANS RECEIVABLE

Gross Loan Receivables Outstanding – January	\$2,103,846,184
Gross Loan Receivables Outstanding – February	\$2,001,715,688
Gross Loan Receivables Outstanding – March	\$2,006,925,475
Gross Loan Receivables Outstanding – April	\$1,900,319,326
Gross Loan Receivables Outstanding – May	\$1,921,264,947
Gross Loan Receivables Outstanding – June	\$1,911,058,744
Gross Loan Receivables Outstanding – July	\$1,944,638,045
Gross Loan Receivables Outstanding – August	\$1,961,169,417
Gross Loan Receivables Outstanding – September	\$1,947,572,330
Gross Loan Receivables Outstanding – October	\$1,957,420,882
Gross Loan Receivables Outstanding – November	\$2,007,776,390
Gross Loan Receivables Outstanding – December	\$2,046,801,025

COMPLIANCE DIVISION

INSURANCE PREMIUM FINANCE COMPANIES

The activities of Insurance Premium Finance Companies are governed by the “Premium Finance Company Act of 1980”, (“Act”), codified as T.C.A. Title 56, Chapter 37. “Premium Finance Company” means a person engaged in the business of entering into premium finance agreements or acquiring premium finance agreements from other premium finance companies. “Premium finance agreement” means an agreement by which an insured, or prospective insured, promises to pay to a premium finance company, the amount advanced, or to be advanced under the agreement to an insurer or to an insurance agent or producing agent in payment of premiums of an insurance contract, together with interest and a service charge as authorized and limited by the “Act.”

LICENSING

T.C.A. § 56-37-103(a) provides that “no person shall engage in the business of a premium finance company in Tennessee without first having obtained a license as a premium finance company from the commissioner”. As of December 31, 2014, there were 47 premium finance companies licensed to conduct business in Tennessee.

EXAMINATIONS

The majority of the insurance premium finance companies licensed are domiciled outside of Tennessee. Examinations of licensed Insurance Premium Finance Companies are conducted pursuant to § 56-37-106. For the calendar year ending December 31, 2014, 40 licensed premium finance companies were examined.

CHECK CASHING COMPANIES

The activities of check cashing companies are governed by the “Check Cashing Act of 1997” (“Act”) codified as T.C.A. Title 45, Chapter 18. A “check casher” is a person who, for compensation, provides currency in exchange for a payment instrument received (a “check”). Retailers who cash checks incidental to their retail operations are exempt from the Act under T.C.A. § 45-18-103(3), if the compensation for cashing checks does not exceed five percent (5%) of the gross receipts from the retail sale of goods or services.

LICENSING

To obtain a check cashing license, an applicant must maintain a minimum net worth of \$25,000 per location and demonstrate experience, character, and general fitness to command the confidence of the public and warrant the belief that the applicant will operate its business lawfully and fairly. As of December 31, 2014, there were 593 licensed check casher locations in Tennessee.

EXAMINATIONS

Examinations of licensed check cashers are conducted pursuant to T.C.A. § 45-18-113. For the calendar year ending December 31, 2014, the Compliance Division conducted 463 check cashing examinations resulting in refunds totaling \$6,297.15.

DEFERRED PRESENTMENT SERVICES COMPANIES

The activities of deferred presentment services companies are governed by the “Deferred Presentment Services Act” codified as T.C.A. Title 45, Chapter 17. “Deferred Presentment Services” is defined to mean a transaction pursuant to a written agreement involving the following combination of activities in exchange for a fee: (a) accepting a check dated on the date it was written; and (b) holding the check for a period of time prior to presentment for payment or deposit.

The Act was amended by Public Chapter Number 205, effective May 20, 2011. Among other requirements of the amendment, the Act requires that all deferred presentment lenders be licensed regardless of the manner of service delivery including via the internet. Additionally “payment instrument” was defined to mean a check, draft, warrant, money order, traveler’s check, or other instrument for payment of money, whether or not negotiable, and also includes any authorization for electronic payment of money.

COMPLIANCE DIVISION

DEFERRED PRESENTMENT SERVICES COMPANIES, CONTINUED**LICENSING**

To obtain a deferred presentment services license, an applicant must maintain a minimum net worth of \$25,000 per location and demonstrate the financial responsibility, financial condition, business experience, character, and general fitness to reasonably warrant the belief that the applicant will operate its business lawfully and fairly. As of December 31, 2014, there were 1,323 Deferred Presentment locations licensed in Tennessee. These locations represent 332 companies with the distribution of business structure as: 118 corporations; 125 limited liability companies; 16 partnerships; 73 sole proprietorships.

EXAMINATIONS

For calendar year ending December 31, 2014, the Compliance Division conducted 973 examinations of deferred presentment locations. Typically, the Department's compliance examiners review a sample of the licensee's transactions by looking at the fees charged and the disclosures provided the consumers. As a result of examinations conducted, pursuant to T.C.A. § 45-17-111, licensees made refunds totaling \$118,486.06. This amount does not include refunds in the amount of \$1.45 million obtained in 2013 and distributed in 2014 to detrimentally affected consumers in conjunction with a third party administrator.

ANNUAL REPORT INFORMATION

By December 31st of each year, licensees are required by T.C.A. § 45-17-119 to file with the Commissioner of Financial Institutions an Annual Report covering the licensee's business activities as of the close of business on December 31st of the prior year. These reports include a balance sheet, statement of income and expense, as well as other statistical data. Following is a recapitulation of the 2013 annual reports, submitted by licensees with renewal applications, for the purpose of reflecting the general results of operations for the calendar year ending December 31, 2013. Note: In accordance with the requirements set forth in Public Chapter 679, effective April 12, 2012, the licensing year was changed to January 1st through December 31st of each year.

ANNUAL REPORT INFORMATION FOR CALENDAR YEAR ENDING DECEMBER 31, 2013

The following tabulation represents aggregate information from reports filed by 290 licensed companies. The Department did not require an annual report from companies that opened after December, 2013.

STATEMENT OF ASSETS, LIABILITIES, AND EQUITY

Total Assets	\$1,136,460,085
Total Liabilities	\$565,006,777
Net Worth	\$571,453,308

As of December 31, 2013, five (5) companies owned 79% of the industry's assets. This accounts for \$901,409,895 of the total reported assets of \$1,136,460,085. Seventy-nine companies reported assets greater than \$500,000; 147 companies had assets of between \$100,000 and \$500,000; and the remaining 64 showed total assets of less than \$100,000.

STATEMENT OF INCOME AND EXPENSES

The following information was compiled from the statements of income and expenses for the period of January 1, 2013 to December 31, 2013.

Total Operating Income	\$233,132,259
Salary Expense	\$48,790,732
Bad Debt Expense	\$44,243,941
Owners' Compensation	\$16,885,591
Net Income*	\$26,975,921

*Excluding Owner's Compensation

Of the 290 reporting companies, 66 reported operating losses and 42 reported net income of over \$100,000 for the period ending December 31, 2013. The average company made a profit of \$93,019. Salaries are a major company expense, amounting to about 21% of total operating income. The average salary expense for a reporting company was \$168,244. Losses on receivables constitute another major industry expense. Bad debt expense represented approximately 19% of total operating income.

COMPLIANCE DIVISION**DEFERRED PRESENTMENT SERVICES COMPANIES, CONTINUED****TRANSACTIONAL DATA**

The following transactional data were reported for the reporting period ending December 31, 2013:

Number of Transactions	4,538,399
Dollar Amount of Transactions During the Year	\$1,279,001,953
Average Size of Receivable Transactions	\$282

Number of transactions by size of check:

\$1 - \$150	634,086
\$151 - \$250	1,802,523
\$251 - \$500	2,101,790

TITLE PLEDGE LENDERS

The activities of title pledge lenders are governed by the Tennessee Title Pledge Act codified as T.C.A. Title 45, Chapter 15. A "Title Pledge Lender" is any person engaged in the business of making a written title pledge agreement for a "fee," whereby the lender agrees to make a loan of money to a customer in exchange for a security interest in the unencumbered titled personal property owned by the customer (or "pledgor"). In Tennessee, the most common titled personal property pledged is an automobile. The pledgor has the exclusive right to redeem the certificate of title by repaying the loan in full, including fees and interest charges, according to the agreement. When the loan is paid off, the lender then releases the security interest in the titled personal property and returns the title to the customer. The title pledge agreements are initially written for a 30-day period but can be renewed for additional 30-day periods.

LICENSING

To obtain a title pledge lender license, an applicant must maintain a minimum net worth of \$75,000 per location and demonstrate financial responsibility, financial condition, business experience, character, and general fitness to reasonably warrant the belief that the applicant will operate its business lawfully and fairly. As of December 31, 2014, there were 1,071 licensed title pledge lender locations. These locations represent 160 companies with the distribution by business structure as: 69 corporations; 64 limited liability companies; 4 partnerships; 23 sole proprietorships.

EXAMINATIONS

For calendar year ending December 31, 2014, pursuant to T.C.A. § 45-15-108, the Compliance Division conducted 844 examinations of title pledge lender offices resulting in refunds totaling \$147,643.96.

ANNUAL REPORT INFORMATION FOR CALENDAR YEAR ENDING DECEMBER 31, 2013

The following tabulation represents aggregate information from reports filed by 160 licensed companies. The Department did not require an annual report from companies that opened after December, 2013.

Total Assets	\$435,230,365
Total Liabilities	\$83,359,473
Net Worth	\$351,870,892

As of December 31, 2013, five (5) companies owned 63% of the industry's assets. This accounts for \$276,145,314 of the total reported assets of \$435,230,365. Fifty-eight companies reported assets greater than \$500,000; 84 companies had assets of between \$100,000 and \$500,000; and the remaining 18 reflected total assets of less than \$100,000.

COMPLIANCE DIVISION

TITLE PLEDGE LENDERS, CONTINUED**STATEMENT OF INCOME AND EXPENSES**

The following information was compiled from the statements of income and expenses for the period of January 1, 2013 to December 31, 2013.

Total Operating Income	\$179,121,398
Salary Expense	\$36,190,970
Bad Debt Expense	\$35,806,714
Owners' Compensation	\$5,403,661
Net Income*	\$44,091,109

(*Excluding Owner's Compensation)

Of the 160 reporting companies, 34 reported operating losses and 16 reported net income of over \$100,000 for the period ending December 31, 2013. The average company made a profit of \$275,569.

Salaries are a major company expense, amounting to about 20% of total operating income. The average salary expense for a reporting company was \$226,194. Losses on receivables constitute another major industry expense. Bad debt expense represented approximately 20% of total operating income.

TRANSACTIONAL DATA

The following transactional data were reported for the reporting period ending December 31, 2013:

Number of New Agreements Entered Into for 2013	243,598
Dollar Amount of New Agreements During 2013	\$215,467,135
Number of Defaults	53,829
Number of Repossessions	22,307
Total Surplus Amount Returned to Customers after Sale of Repossessed Vehicles	\$679,057

Distribution of 2013 New Agreements by Dollar Amount: (Maximum agreement amt. = \$2,500)

\$1000 or less	183,677
\$1001 - \$2,000	44,494
\$2001 - \$2,500	15,369

Number of Customers Holding Agreements Outstanding as of December 31, 2013	184,186
Number of Customers who Deferred a Principal Payment Reduction in 2013	27,783

CREDIT UNION DIVISION

CREDIT UNION DIVISION PERSONNEL

Central Office – Downtown Nashville

Harry P. Murphy, MBA, CFE, Assistant Commissioner
 Anthony Rogers, FI Safety and Soundness Manager
 Alica Owen, Financial Analyst

Examination Field Personnel

West Tennessee District

Randall Means, CSCUES, Credit Union Examiner 5
 Dana R. Owen, CFE, CEIC, CISE, Credit Union Examiner 4
 Josh Evans, Credit Union Examiner 4

Middle Tennessee District

Steve Eddings, CFE, CSCUE, CEIC, V, Credit Union Examiner 5
 Jim Eller, Credit Union Examiner 4
 Matthew Adkison, Credit Union Examiner 3
 Robert Heisse, Credit Union Examiner 3
 Ryan Cole, Credit Union Examiner 2

East Tennessee District

Brian Williams, FI Safety and Soundness Manager
 Shane Hardin, CFE, CSCUE, Credit Union Examiner 5
 Dwight Ward, Credit Union Examiner 4
 William Justice, Credit Union Examiner 4
 George Goodwin, Credit Union Examiner 2

The Credit Union Division is responsible for the supervision and examination of state-chartered natural-person and corporate credit unions. Credit union examiners perform safety and soundness examinations for each state-chartered credit union and Volunteer Corporate Credit Union to determine compliance with governing laws and regulations. Evaluations of each credit union’s assets, liabilities, income and expenses are performed to assess the solvency of the institution. They also perform investigations as a result of complaints filed with the Department’s Consumer Resources Section.

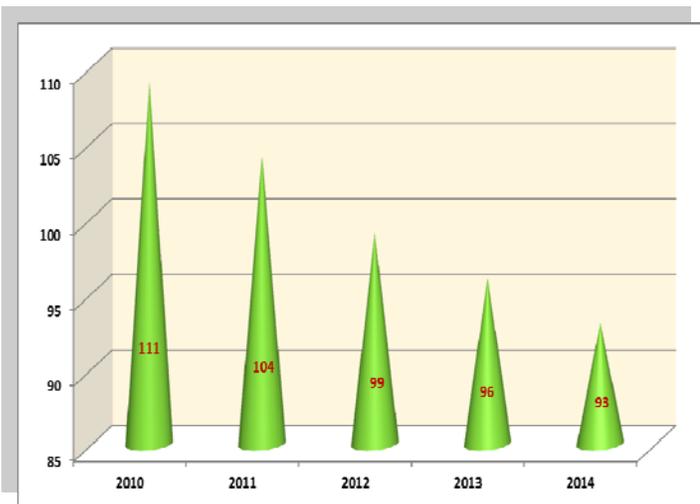
Collectively, the 93 natural-person credit unions and 1 corporate credit union regulated by the Credit Union Division have assets of approximately \$10.2 billion. The return on average assets was 0.89%. Individually, the institutions present a vast array of asset sizes, fields of membership and services.

Volunteer Corporate Credit Union, located in Nashville, TN, continues to meet the financial service needs of natural-person credit unions, whether state or federally-chartered. VolCorp is a \$1.0 billion corporate credit union that serves more than 310 member credit unions in Tennessee and other states. Primary offerings include traditional correspondent services such as investments, item processing, security safekeeping, consulting services and Web design.

The Credit Union Division remains accredited by the National Association of State Credit Union Supervisors (NASCUS). The NASCUS accreditation was re-certified during 2010 (for another five-year period). Additionally, eligible division examiners and supervisors have met comprehensive criteria for NASCUS examination certifications. This certification program provides recognition to superior state credit union examiners and encourages continued professional development through the certification’s required continuing education hours.

The primary responsibility of the Credit Union Division is to provide the people of Tennessee with a safe and sound system of credit unions by ensuring compliance with governing law, while giving institutions the opportunity to contribute to the economic progress of Tennessee.

Number of State-Chartered Natural-Person Credit Unions in Tennessee (Fiscal Year Ending 2014)



****Examination Personnel Designation:**

CEIC, Certified Examiner-in-Charge; **CFE**, Certified Fraud Examiner; **CISE**, Certified Information Systems Examiner; **CSCUE**, Certified State Credit Union Examiner; **CSCUES**, Certified State Credit Union Examiner Supervisor

CREDIT UNION DIVISION

CREDIT UNION CHANGES AND REORGANIZATIONS

July 01, 2013 – June 30, 2014

Mergers

- 11/19/2013 McKee Credit Union (Collegedale) into Western Federal Credit Union (Hawthorne, CA)
- 12/20/2013 Associated Employees Credit Union (Memphis) into Southern Security Federal Credit Union (Memphis)
- 3/14/2014 MedEd Credit Union (Crossville) merged into Upper Cumberland FCU (Crossville)
- 6/30/2014 Kentucky Corporate Federal Credit Union merged into Volunteer Corporate Credit Union (Nashville)
- 6/30/2014 River City United Credit Union (Chattanooga) merged into Trust Federal Credit Union (Chattanooga)

Charter Changes/Conversions/Field of Membership (FOM) Additions

- 10/1/2013 Holley Credit Union (Paris) included Henry County Historical Society members and employees
- 3/6/2014 SEG – Dow Chemicals to FOM due to purchase of loan portfolio from Rohm & Haas Credit Union
- 5/19/2014 NGH Credit Union (Nashville) added Signature Consulting Services, LLC
- 5/19/2014 Memphis City Employees Credit Union (Memphis) was approved to add the Streamlined Expansion Procedure (SEP) to their bylaws under membership, in accordance with Rules of the Department 0180-29-.06.

Name Changes

- 8/15/2013 Knoxville Post Office Credit Union changed its name to TnConnect Credit Union (effective 10/1/13).

Branches

The following credit unions have opened, plan to open or relocated a branch office to the location listed.

CREDIT UNION	LOCATION
Mid East TN Community (Decatur)	New Branch: 103 Washington Ave, Athens, TN
Electric Service (Nashville)	New Corporate Office: 2340 Jackson Downs Blvd, Nashville, TN
US Community (Nashville)	New Branch: 2618 Old Lebanon Rd, Nashville, TN
Consumer (Greeneville)	New Corporate Office: 3635 East Andrew Johnson Hwy
Leaders (Jackson)	New Corporate Office: 87 Murray Guard Drive, Jackson, TN

TENNESSEE STATE-CHARTERED CREDIT UNIONS

CREDIT UNION KEY RATIOS

	FYE 6/30/2014	FYE 6/30/2013
CAPITAL ADEQUACY		
Net Worth/Total Assets	12.70%	12.46%
Net Worth/Total Assets--Including Optional Total Assets Election (if used)	12.70%	12.47%
Total Delinquent Loans / Net Worth	2.32%	3.79%
Solvency Evaluation (Estimated)	114.70%	114.22%
Classified Assets (Estimated) / Net Worth	5.13%	6.24%
ASSET QUALITY		
Delinquent Loans / Total Loans	0.44%	0.73%
*Net Charge-Offs / Average Loans	0.37%	0.33%
Fair (Market) HTM Invest Value/Book Value HTM Invest.	99.57%	98.68%
Accum Unreal G/L On AFS/Cost Of AFS	-0.70%	-1.21%
Delinquent Loans / Assets	0.29%	0.47%
EARNINGS		
*Return On Average Assets	0.89%	0.87%
*Gross Income/Average Assets	4.72%	4.89%
*Yield on Average Loans	4.78%	5.19%
*Yield on Average Investments	0.73%	0.75%
* Fee & Other Operating Income / Avg. Assets	1.30%	1.30%
*Cost of Funds / Avg. Assets	0.48%	0.55%
*Net Margin / Avg. Assets	4.24%	4.34%
*Operating Exp./ Avg. Assets	3.17%	3.27%
*Provision For Loan & Lease Losses / Average Assets	0.20%	0.26%
*Net Interest Margin/Avg. Assets	2.94%	3.05%
Operating Exp./Gross Income	67.08%	66.77%
Fixed Assets & Foreclosed & Repossessed Assets / Total Assets	2.88%	2.90%
*Net Operating Exp. /Avg. Assets	2.40%	2.51%
ASSET / LIABILITY MANAGEMENT		
Net Long-Term Assets / Total Assets	36.11%	36.19%
Reg. Shares / Total Shares. & Borrowings	30.53%	29.10%
Total Loans / Total Shares	79.07%	75.96%
Total Loans / Total Assets	67.28%	64.96%
Cash + Short-Term Investments / Assets	17.05%	19.17%
Total Shares, Deposits. & Borrowings / Earning Assets	91.25%	91.43%
Reg Shares + Share Drafts / Total Shares & Borrowings	44.29%	42.20%
Borrowings / Total Shares & Net Worth	1.62%	1.47%
Supervisory Interest Rate Risk Threshold/Net Worth	257.65%	259.26%
PRODUCTIVITY		
Members / Potential Members	7.08%	7.44%
Borrowers / Members	53.22%	50.94%
Members / Full-Time Employees	356.66%	365.97%
Avg. Shares Per Member	\$8,689	\$8,402
Avg. Loan Balance	\$12,908	\$12,528
* Salary And Benefits / Full-Time Employees.	\$60,813	\$59,875
OTHER RATIOS		
* Net Worth Growth	6.78%	7.72%
* Market (Share) Growth	6.66%	9.32%
* Loan Growth	6.67%	8.61%
* Asset Growth	6.41%	8.71%
* Investment Growth	6.35%	9.94%
* Membership Growth	1.09%	4.17%

* Annualized ratios

TENNESSEE STATE-CHARTERED CREDIT UNIONS

CONSOLIDATED BALANCE SHEET

-Page 1-

<i>ASSETS</i>	<i>As of 6/30/2014</i>	<i>As of 6/30/2013</i>	<i>% Change</i>
CASH:			
Cash on Hand	90,829,973	93,860,856	-3.23%
Cash on Deposit	872,318,532	862,098,048	1.19%
Cash Equivalents	53,214,168	104,818,314	-49.23%
Total Cash	\$1,016,362,673	\$1,060,777,218	-4.19%
INVESTMENTS:			
Trading Securities	0	0	N/A
Available for Sale Securities	399,679,089	451,141,436	-11.41%
Held-to-Maturity Securities	403,630,529	469,729,245	-14.07%
Deposits in Commercial Banks, S & Ls, Savings Banks	629,401,986	607,576,867	3.59%
Loans to, Deposits in, & Investments in Natural Person CUs	40,208,030	19,747,616	103.61%
Total MCSD and PIC in Corporate	28,280,177	28,716,405	-1.52%
All Other Investments in Corporate Credit Unions	38,083,687	51,607,043	-26.20%
All Other Investments	80,323,228	72,013,216	11.55%
Total Investments	\$1,619,606,726	\$1,700,531,828	-4.76%
LOANS HELD FOR SALE	\$1,930,638	\$1,785,324	8.14%
Loans and Leases:			
Unsecured Credit Card Loans	220,653,482	209,919,547	5.11%
All Other Unsecured loans	256,945,532	243,714,193	5.43%
Non-Federally Guaranteed Student Loans	61,876,055	59,109,459	4.68%
New Auto Loans	819,117,463	693,744,569	18.07%
Used Auto Loans	1,235,873,678	1,118,185,970	10.52%
First Mortgage Real Estate Loans	2,842,899,039	2,692,002,723	5.61%
Other Real Estate Loans	328,138,654	339,273,612	-3.28%
Leases Receivable	0	0	N/A
All Other Loans/Lines of Credit	413,831,897	390,803,576	5.89%
Total Loans	\$6,179,335,800	\$5,746,753,649	7.53%
ALLOWANCE FOR LOAN & LEASE LOSSES	(59,881,593)	(68,792,641)	-12.96%
Total Foreclosed and Repossessed Assets	17,214,991	9,736,795	76.80%
Land and Building (Net of Depreciation)	210,135,350	209,478,694	0.32%
Other Fixed Assets	32,542,657	32,473,985	0.20%
NCUA Share Insurance Capitalization Deposit	71,854,924	69,208,790	3.82%
Total Intangible Assets	474,411	653,947	-27.45%
Total Other Assets	95,527,106	83,735,572	14.08%
Total Assets	\$9,185,103,683	\$8,846,343,161	3.83%
TOTAL CREDIT UNIONS	93	96	-3.13%

TENNESSEE STATE-CHARTERED CREDIT UNIONS

CONSOLIDATED BALANCE SHEET

-Page 2-

<i>LIABILITIES, SHARES AND EQUITY</i>	<i>As of 6/30/2014</i>	<i>As of 6/30/2013</i>	<i>% Change</i>
Liabilities:			
Other Notes, Promissory Notes, Interest Payable & Draws Against LOC	145,648,174	127,247,107	14.46%
Borrowing Repurchase Transactions	0	0	
Subordinated Debt	35,000	30,000	16.67%
Subordinated Debt Included in Net Worth (Uninsured Secondary Capital)	80,000	85,000	-5.88%
Accrued Dividends and Interest Payable	1,389,679	1,523,926	-8.81%
Accounts Payable and Liabilities	73,626,860	75,822,656	-2.91%
Total Liabilities	\$220,779,713	\$204,708,689	7.84%
SHARES and DEPOSITS:			
Share Drafts	1,095,411,517	1,008,023,613	8.67%
Regular Shares	2,430,884,640	2,238,520,674	8.59%
All Other Shares and Deposits	4,289,055,150	4,319,157,631	-0.70%
Total Shares/Deposits	\$7,815,351,307	\$7,565,701,918	3.30%
EQUITY:			
Undivided Earnings	781,678,303	725,172,267	7.80%
Regular Reserves	330,349,660	312,538,266	5.69%
Appropriations for Non-Conforming Investments	0	0	N/A
Other Reserves	25,600,445	35,677,551	-28.24%
Adjusted Retained Earnings Obtained through Business Combinations	17,772,658	18,242,667	-3.45%
Miscellaneous Equity	812	800	1.50%
Accumulated Unrealized Gains/Losses on AFS Securities	(2,821,510)	(5,543,346)	49.10%
Unrealized Losses for OTTI (due to other factors) on HTM Debt Securities	0	0	N/A
Accumulated Unrealized Gains/Losses on Cash Flow Hedges	0	0	N/A
Other Comprehensive Income	(15,066,770)	(20,592,733)	26.83%
Net Income	11,459,065	10,907,091	5.06%
Equity Total	\$1,148,972,663	\$1,076,402,563	6.73%
TOTAL SAVINGS/EQUITY	\$8,964,323,970	\$8,642,104,481	3.73%
TOTAL LIABILITIES/SAVINGS/EQUITY	\$9,185,103,683	\$8,846,813,170	3.82%
NATIONAL CREDIT UNION ADMINISTRATION INSURED SAVINGS:			
Uninsured Shares	391,012,540	353,233,582	10.70%
Uninsured Non-Member Deposits	5,376,021	5,575,075	-3.57%
Total Uninsured Shares and Deposits	396,388,561	358,808,657	10.47%
Insured Shares and Deposits	7,418,962,746	7,206,893,261	2.94%
TOTAL NET WORTH	\$ 1,166,779,929	\$ 1,102,622,842	5.82%

**Note: The Net Income shown in the Equity section of the Consolidated Balance Sheet will not reconcile with the Net Income shown on the Consolidated Income Statement. This is due to the fact that credit unions are not required to close out their accounting records on a quarterly basis, only at year-end.

TENNESSEE STATE-CHARTERED CREDIT UNIONS

CONSOLIDATED INCOME STATEMENT

<i>INCOME AND EXPENSE</i>	<i>FYE 6/30/2014</i>	<i>FYE 6/30/2013</i>	<i>% Change</i>
Interest Income			
Interest on Loans	145,249,324	145,999,028	-0.52%
Less Interest Refund	(0)	(74)	-100.00%
Income from Investments	9,190,096	9,771,809	-5.99%
Income from Trading	0	0	N/A
Total Interest Income	\$154,439,420	\$155,770,763	-0.86%
Interest Expense			
Dividends	8,362,360	9,501,958	-11.99%
Interest on Deposits	12,066,356	13,210,935	-8.66%
Interest on Borrowed Money	1,237,619	1,011,338	22.37%
Total Interest Expense	\$21,666,335	\$23,724,231	-8.67%
Provision for Loan and Lease Losses (PLLL)	8,939,618	11,199,310	-20.22%
Net Interest Income after PLLL	\$123,833,467	\$120,847,222	2.47%
Non-Interest Income			
Fee Income	34,411,889	32,673,560	5.32%
Other Operating Income	24,491,080	23,447,528	4.45%
Gain (Loss) on Investments	177,063	526,309	-66.36%
Gain (Loss) on Non-Trading Derivatives	0	0	
Gain (Loss) on Disposition of Assets	14,873	(23,788)	+162.52%
Gain from Bargain Purchase (Merger)	0	624,134	N/A
Other Non-Operating Income/(Expense)	180,103	97,051	85.58%
NCUSIF Stabilization Income	0	0	
Total Non-Interest Income	\$59,275,008	\$57,344,794	3.37%
Non-Interest Expense			
Employee Compensation and Benefits	76,685,343	73,660,766	4.11%
Travel/Conference Expense	1,434,503	1,293,975	10.86%
Office Occupancy	9,458,168	9,063,032	4.36%
Office Operation Expense	30,230,876	29,144,376	3.73%
Education and Promotion	4,639,716	4,156,968	11.61%
Loan Servicing Expense	6,437,173	6,124,833	5.10%
Professional/Outside Service	10,257,456	9,792,980	4.63%
Member Insurance	N/A	N/A	
Member Insurance - NCUSIF Premium	14,441	200,123	-92.78%
Member Insurance - Temporary Corporate CU Stabilization Fund	193,718	781,704	-75.22%
Member Insurance - Other	125,812	828,347	-84.81%
Operating Fees	1,299,583	1,310,310	-0.82%
Miscellaneous Operating Expense	2,326,313	5,128,172	-54.64%
Total Non-Interest Expense	\$143,103,102	\$141,485,586	1.13%
Net Income Excluding Stabilization Expense & NCUSIF Premiums	\$40,213,532	\$37,688,257	6.73%
Net Income (Loss)	\$40,005,373	\$36,706,430	9.02%
Transfer to Regular Reserve	\$7,216,745	\$5,317,459	35.72%

TENNESSEE STATE-CHARTERED CREDIT UNIONS

TENNESSEE STATE-CHARTERED CREDIT UNION ASSETS
(As of June 30, 2014)

CREDIT UNION	YEAR EST.	ADDRESS	CITY	COUNTY	ZIP	ASSETS <i>Millions</i>
A.U.B. EMPLOYEES'	1965	100 NEW ENGLEWOOD ROAD	ATHENS	McMINN	37303	\$1.6
AGC	1932	1440 LINCOLN STREET	KINGSPORT	SULLIVAN	37660	\$16.0
AGILITY FINANCIAL	1964	495 UNION AVENUE	MEMPHIS	SHELBY	38103	\$10.5
APPLIANCE	1972	640 KING EDWARD AVENUE SE	CLEVELAND	BRADLEY	37311	\$10.8
BCBST EMPLOYEES	1971	1 CAMERON HILL CIRCLE	CHATTANOOGA	HAMILTON	37402	\$10.3
BOWATER EMPLOYEES	1954	454 HIGHWAY 163	CALHOUN	McMINN	37309	\$142.0
BRADLEY INITIATIVE	2003	1075 BLYTHE AVENUE SE	CLEVELAND	BRADLEY	37311	\$2.1
CEMC EMPLOYEES	1959	1940 MADISON STREET	CLARKSVILLE	MONTGOMERY	37043	\$2.7
CHATTANOOGA FEDERAL EMPLOYEES	1925	2011 STEIN DRIVE	CHATTANOOGA	HAMILTON	37421	\$50.4
CITY EMPLOYEES	1932	1720 WESTERN AVENUE	KNOXVILLE	KNOX	37921	\$68.3
CN/IC EMPLOYEES	1928	2005 NONCONNAH BLVD. SUITE 7	MEMPHIS	SHELBY	38132	\$8.0
COLLEGEDALE	1952	5046 UNIVERSITY DRIVE	COLLEGEDALE	HAMILTON	37315	\$38.4
CONSUMER CORNERSTONE FINANCIAL	1953	3634 E ANDREW JOHNSON HIGHWAY	GREENEVILLE	GREENE	37745	\$346.1
CREDIT UNION FOR ROBERTSON COUNTY	1962	1701 21st AVENUE S	NASHVILLE	DAVIDSON	37212	\$269.7
DIXIE LINE	1968	2416 MEMORIAL BLVD	SPRINGFIELD	ROBERTSON	37172	\$42.3
DUPONT COMMUNITY	1932	567 VERITAS STREET	NASHVILLE	DAVIDSON	37211	\$7.4
DUPONT MEMPHIS PLANT EMPLOYEES	1967	4503 HIXSON PIKE	HIXSON	HAMILTON	37343	\$112.3
EASTMAN	1967	2521 FITE ROAD	MEMPHIS	SHELBY	38127	\$16.5
ELECTRIC SERVICE	1934	2021 MEADOWVIEW LANE	KINGSPORT	SULLIVAN	37662	\$2,958.3
EMPLOYEE RESOURCES EMPLOYEES CREDIT UNION	1951	2340 JACKSON DOWNS BOULEVARD	NASHVILLE	DAVIDSON	37214	\$59.6
EMPLOYMENT SECURITY	1964	1604 REMKE AVENUE	LAWRENCE-BURG	LAWRENCE	38464	\$55.1
EPB EMPLOYEES	1934	1415 MURFREESBORO PIKE SUITE 148	NASHVILLE	DAVIDSON	37217	\$32.3
FIRST CHOICE COMMUNITY	1955	220 FRENCH LANDING DR	NASHVILLE	DAVIDSON	37243	\$13.7
FIRST KINGSFORT	1954	1500 McCALLIE AVE	CHATTANOOGA	HAMILTON	37404	\$29.5
FIRST SOUTH FINANCIAL	1934	100 N. 17TH STREET	KNOXVILLE	KNOX	37921	\$36.8
GALLATIN STEAM PLANT	1932	408 CLAY STREET	KINGSPORT	SULLIVAN	37660	\$29.6
GATEWAY	1957	6471 STAGE ROAD, SUITE 200	BARTLETT	SHELBY	38134	\$477.4
GREATER EASTERN GREENEVILLE CITY EMPLOYEES'	1956	1499 STEAM PLANT ROAD	GALLATIN	SUMNER	37066	\$5.4
GREENEVILLE WORKS EMPLS. SAVINGS ASSOCIATION	1959	100 OTIS SMITH DRIVE	CLARKSVILLE	MONTGOMERY	37043	\$12.5
HAPPY VALLEY	1952	2110 MOUNTCASTLE DRIVE	JOHNSON CITY	WASHINGTON	37604	\$49.3
HARDIN COUNTY HOSPITAL EMPLOYEES	1965	310 SOUTH MAIN STREET, SUITE 3	GREENEVILLE	GREENE	37743	\$9.3
HEALTH SYSTEMS	1976	2745 SNAPPS FERRY ROAD	GREENEVILLE	GREENE	37745	\$2.1
HEALTHCARE SERVICES	1933	210 EAST C STREET	ELIZABETHTON	CARTER	37643	\$29.3
	1964	935 WAYNE ROAD	SAVANNAH	HARDIN	38372	\$1.3
	1953	4005 N. BROADWAY STREET	KNOXVILLE	KNOX	37917	\$7.2
	1952	946 EAST THIRD STREET	CHATTANOOGA	HAMILTON	37403	\$18.0

TENNESSEE STATE-CHARTERED CREDIT UNIONS

TENNESSEE STATE-CHARTERED CREDIT UNION ASSETS

(As of June 30, 2014)

- Page 2 -

CREDIT UNION	YEAR EST.	ADDRESS	CITY	COUNTY	ZIP	ASSETS <i>Millions</i>
HERITAGE SOUTH COMMUNITY	1957	763 NORTH MAIN STREET	SHELBYVILLE	BEDFORD	37160	\$160.4
HOLLEY	1952	1107 MINERAL WELLS AVENUE	PARIS	HENRY	38242	\$45.5
HURD EMPLOYEES	1968	200 W CHURCH STREET	GREENEVILLE	GREENE	37745	\$2.9
JACK DANIEL EMPLOYEES	1987	488 MAJORS BOULEVARD	LYNCHBURG	MOORE	37352	\$25.6
JOHNSONVILLE TVA EMPLOYEES	1952	209 HIGHWAY 641 NORTH	CAMDEN	BENTON	38320	\$81.5
KIMBERLY CLARK	1971	1520 N SECOND ST	MEMPHIS	SHELBY	38107	\$104.7
KINGSPORT PRESS CU	1930	528 W. CENTER STREET	KINGSPORT	SULLIVAN	37660	\$64.5
KINGSTON TVA EMPLOYEES	1954	714 SWAN POND RD.	HARRIMAN	ROANE	37748	\$2.1
KNOX CO. EMPLOYEES	1974	400 MAIN AVENUE, ROOM 355	KNOXVILLE	KNOX	37902	\$8.7
KNOXVILLE NEWS-SENTINEL EMPLOYEES	1935	2332 NEWS SENTINEL DRIVE	KNOXVILLE	KNOX	37921	\$8.0
KNOXVILLE TVA EMPLOYEES	1934	301 WALL AVENUE	KNOXVILLE	KNOX	37902	\$1,320.3
LAKESIDE EMPLS.	1965	1008 BROADWAY AVENUE	NEW JOHNSONVILLE	HUMPHREYS	37134	\$36.9
LANGSTON BAG CO. EMPLS. SAV. ASSN.	1964	1760 SOUTH 3RD STREET	MEMPHIS	SHELBY	38109	\$46.5 K
LEADERS CREDIT UNION	1957	214 OIL WELL ROAD	JACKSON	MADISON	38305	\$225.3
LIFE	1958	2010 CHURCH STREET, SUITE 204	NASHVILLE	DAVIDSON	37203	\$30.4
LIFEWAY	1954	ONE LIFEWAY PLAZA	NASHVILLE	DAVIDSON	37234	\$49.6
LOWLAND	1953	622 WEST 1ST NORTH STREET	MORRISTOWN	HAMBLLEN	37814	\$82.3
M.P.D. COMMUNITY	1966	2711 OLD LEBANON ROAD	NASHVILLE	DAVIDSON	37214	\$24.6
MARYVILLE MUNICIPAL MCNAIRY COUNTY EMPLOYEES	1971	321 W BROADWAY AVENUE	MARYVILLE	BLOUNT	37801	\$15.0
	1980	105 N OAK STREET	ADAMSVILLE	McNAIRY	38310	\$1.4
MEMBERS FIRST	1956	1007 KEITH STREET NW	CLEVELAND	BRADLEY	37311	\$5.2
MEMORIAL	1959	6800 LONGVIEW ROAD	CHATTANOOGA	HAMILTON	37421	\$7.7
MEMPHIS CITY EMPLOYEES	1959	2608 AVERY AVENUE	MEMPHIS	SHELBY	38112	\$238.8
METROPOLITAN TEACHERS	1957	1605 JEFFERSON STREET	NASHVILLE	DAVIDSON	37208	\$3.3
MID-EAST TENNESSEE COMMUNITY	2009	17640 STATE HIGHWAY 58N	DECATUR	MEIGS	37322	\$9.3
MOUNTAIN STATES	1953	408 N. STATE OF FRANKLIN ROAD	JOHNSON CITY	WASHINGTON	37604	\$15.7
N M H CREDIT UNION	1966	3443 DICKERSON PK # G-10	NASHVILLE	DAVIDSON	37207	\$15.5
N.G.H.	1959	1818 ALBION STREET	NASHVILLE	DAVIDSON	37208	\$6.9
NASHVILLE FIREMEN'S	1932	908 WOODLAND STREET	NASHVILLE	DAVIDSON	37206	\$19.7
NASHVILLE POST OFFICE	1925	10 RACHEL DRIVE	NASHVILLE	DAVIDSON	37214	\$70.9
NEW SOUTH CREDIT UNION	1952	3261 N. MALL ROAD	KNOXVILLE	KNOX	37924	\$41.1
NEWSPAPER AND PRINTERS	1932	1100 BROADWAY	NASHVILLE	DAVIDSON	37203	\$1.5
NORTHEAST COMMUNITY	1952	980 JASON WITTEN WAY	ELIZABETHTON	CARTER	37643	\$101.7

TENNESSEE STATE-CHARTERED CREDIT UNIONS**TENNESSEE STATE-CHARTERED CREDIT UNION ASSETS**

(As of June 30, 2014)

- Page 3 -

CREDIT UNION	YEAR EST.	ADDRESS	CITY	COUNTY	ZIP	ASSETS <i>Millions</i>
O.M.C. EMPLOYEES'	1969	1186 LOWER RIVER ROAD NW	CHARLESTON	BRADLEY	37310	\$28.4
OLD HICKORY	1934	1000 INDUSTRIAL DRIVE	OLD HICKORY	DAVIDSON	37138	\$219.6
OLIVET BAPTIST	1978	3084 SOUTHERN AVENUE	MEMPHIS	SHELBY	38111	\$417.8 K
P.I.A.S.	1961	305 PLUS PARK BLVD	NASHVILLE	DAVIDSON	37217	\$5.2
PARKRIDGE	1972	2337 McCALLIE AVENUE, STE 408	CHATTANOOGA	HAMILTON	37257	\$3.4
PATHWAY	1967	2751 RALPH BUCKNER BLVD NE	CLEVELAND	BRADLEY	37311	\$5.3
PATRIOT EQUITY	1929	1450 UNION UNIVERSITY DRIVE	JACKSON	MADISON	38305	\$23.0
RIVER CITY UNITED	1964	1740 DAYTON BOULEVARD	CHATTANOOGA	HAMILTON	37405	\$10.4
ROHM & HAAS EMPLOYEES	1949	500 N 21st STREET	KNOXVILLE	KNOX	37921	\$196.5 K
SMITH & NEPHEW EMPLOYEES	1968	1450 E BROOKS ROAD	MEMPHIS	SHELBY	38116	\$8.6
SOUTHEAST FINANCIAL	2010	220 S ROYAL OAKS BLVD	FRANKLIN	RUTHERFORD	37064	\$452.9
SOUTHERN	1933	508 NATIONAL AVENUE	CHATTANOOGA	HAMILTON	37404	\$20.5
ST. THOMAS	1959	4230 HARDING PIKE, STE. 103	NASHVILLE	DAVIDSON	37205	\$24.6
TENNESSEE DEPARTMENT OF SAFETY	1971	1150 FOSTER AVENUE	NASHVILLE	DAVIDSON	37349	\$8.8
TENNESSEE EMPLOYEES	1969	400 DEADERICK STREET	NASHVILLE	DAVIDSON	37243	\$16.2
THE TENNESSEE	1950	1400 8TH AVENUE S	NASHVILLE	DAVIDSON	37203	\$279.3
TIMES FREE PRESS	1966	400 EAST 11TH ST	CHATTANOOGA	HAMILTON	37403	\$2..3
TNCONNECT	1924	6211 MIDDLEBROOK PIKE	KNOXVILLE	KNOX	37909	\$46.6
U. S. COMMUNITY	1968	2622 OLD LEBANON ROAD, STE 100	NASHVILLE	DAVIDSON	37214	\$153.6
U. S. T. C. EMPLOYEES	1973	800 HARRISON STREET	NASHVILLE	DAVIDSON	37203	\$2.1
UPS EMPLOYEES	1980	1814 E. BROOKS ROAD	MEMPHIS	SHELBY	38116	\$16.4
VANDERBILT UNIVERSITY EMPLOYEES	1959	1313 21st AVENUE S, 107 OXFORD HOUSE	NASHVILLE	DAVIDSON	37232	\$33.2
VOLUNTEER CORPORATE	1981	2460 ATRIUM WAY	NASHVILLE	DAVIDSON	37214	\$1,061.5
WCG EMPLOYEES	1962	11181 HIGHWAY 22	MARTIN	WEAKLEY	38237	\$1.0
WILLIS CREDIT UNION	1967	26 CENTURY BOULEVARD, SUITE 101	NASHVILLE	DAVIDSON	37214	\$13.9