



# Annual Report of Holding Companies—FR Y-6

1143203

## Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

NOTE: The *Annual Report of Holding Companies* must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

Date of Report (top-tier holding company's fiscal year-end):

**December 31, 2012**

Month / Day / Year

I, **Douglas E. Rehm**

Reporter's Name, Street, and Mailing Address

**Volunteer Bancorp, Inc.**

Name of the Holding Company Director and Official

**CEO and President**

Legal Title of Holding Company

**P.O. Box 550**

Title of the Holding Company Director and Official

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

attest that the *Annual Report of Holding Companies* (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

**Rogersville TN 37857**

**210 East Main Street**

Physical location (if different from mailing address)

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Person to whom questions about this report should be directed:

**Ben Lindley CFO**

Name Title

**423-601-7802**

Area Code / Phone Number / Extension

**423-272-5296**

Area Code / FAX Number

**blindley@cbetrn.com**

E-mail Address

**N/A**

Signature of Holding Company Director and Official

**04/18/2013**

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

Date of Signature

For holding companies not registered with the SEC—

Indicate status of Annual Report to Shareholders:

is included with the FR Y-6 report

will be sent under separate cover

is not prepared

Does the reporter request confidential treatment for any portion of this submission?

Yes Please identify the report items to which this request applies:

In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.

The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

For Federal Reserve Bank Use Only

RSSD ID **1143203**  
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**Exhibit B**

**VOLUNTEER BANCORP, INC**

Organization Chart

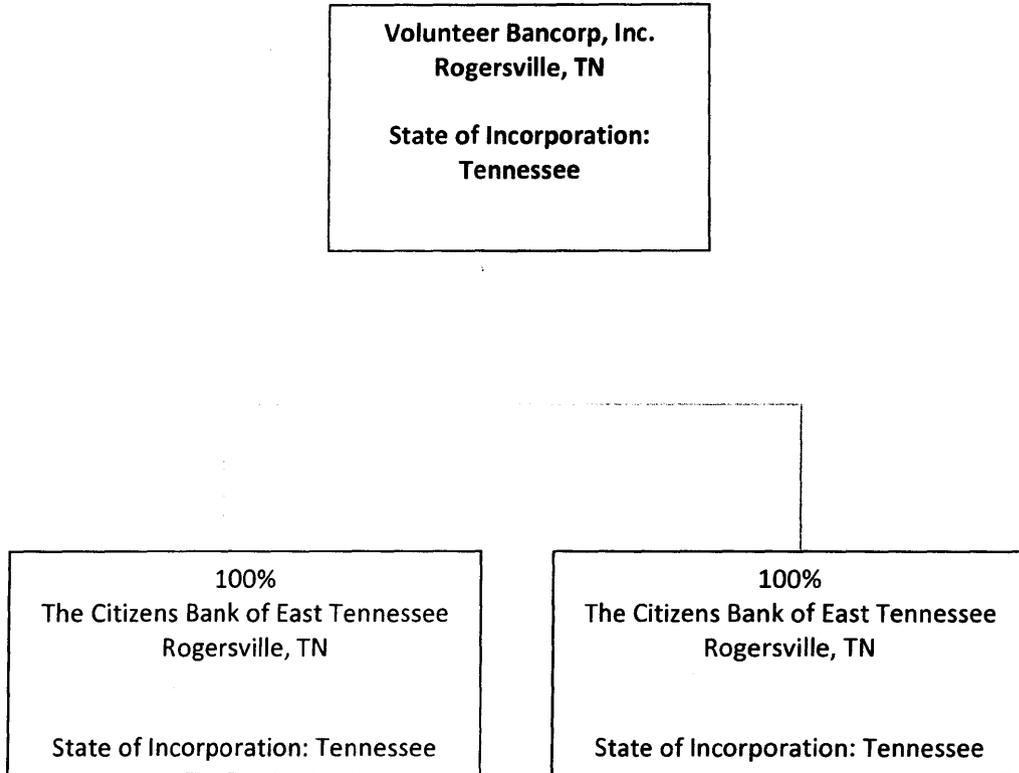


EXHIBIT C

Result: A list of branches for your holding company: VOLUNTEER BANK CORP, INC. (11-3203) of ROGERSVILLE, TN. The data are as of 12/31/2012. Data reflects information that was received and processed through 04/19/2013.

Reconciliation and Verification Steps

1. In the Data Action column of each branch row, enter one or more of the actions specified below.
2. If required, enter the date in the Effective Date column.

Actions

OK: If the branch information is correct, enter 'OK' in the Data Action column.  
 Change: If the branch information is incorrect or incomplete, revise the data, enter 'Change' in the Data Action column and the date when this information first became valid in the Effective Date column.  
 Close: If a branch listed was sold or closed, enter 'Close' in the Data Action column and the sale or closure date in the Effective Date column.  
 Delete: If a branch listed was never owned by this depository institution, enter 'Delete' in the Data Action column.  
 Add: If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the Data Action column and the opening or acquisition date in the Effective Date column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

Submission Procedure

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information. If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

Note:

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

\* FDIC UNINUM, Office Number, and ID\_RSSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	841838	CITIZENS BANK OF EAST TENNESSEE, THE	210 EAST MAIN STREET	ROGERSVILLE	TN	37857	HAWKINS	UNITED STATES	6103	0	CITIZENS BANK OF EAST TENNESSEE, THE	841838	
OK		Full Service	2331191	CHURCH HILL BRANCH	150 SOUTH CENTRAL AVENUE	CHURCH HILL	TN	37642	HAWKINS	UNITED STATES	220284	2	CITIZENS BANK OF EAST TENNESSEE, THE	841838	
OK		Full Service	2618904	SNEEDVILLE BRANCH	161 WEST MAIN STREET	SNEEDVILLE	TN	37869	HANCOCK	UNITED STATES	220283	1	CITIZENS BANK OF EAST TENNESSEE, THE	841838	

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VOLUNTEER BANCORP, INC.

EXHIBIT D

Shareholders With More Than Five Percent of Voting Common Stock

December 31, 2012

<u>Name and Address</u>	<u>Country of Citizenship</u>	<u>Voting Shares Owned</u>	
		<u>Number</u>	<u>Percentage</u>
Ben Lindley, voting trustee for the benefit of the Company, pursuant to a stock purchase agreement between the Company and Mr. Ralph Hurley  Rogersville, TN 37857	USA	42,750	8.61%
M. Carlin Greene  Sneedville, TN 37869	USA	24,807	5.00%

Note: Report Item 3 (2) Not Applicable.

## Directors and Officers and Principal Shareholders

December 31, 2012

<u>Name and Address</u>	<u>Position With</u> <u>Volunteer Bancorp</u>	<u>Position With</u> <u>Citizens Bank</u>	<u>Position With Other</u> <u>Businesses &amp; Ownership</u>	<u>Principal</u> <u>Occupation</u>	<u>Volunteer Bancorp Inc.</u> <u>Shares Owned</u>		<u>Citizens Bank of</u> <u>East Tennessee</u> <u>Shares Owned</u>	
					<u>Number</u>	<u>Percent</u>	<u>Number</u>	<u>Percent</u>
Reed D. Matney Rogersville, TN 37857	Director Former President	Director Former President	N/A	Banking	11,294 (1,2)	2.28%	N/A	N/A
Leon Gladson Rogersville, TN 37857	Director	Director	N/A	Retired	5,481	1.11%	N/A	N/A
William E. Phillips Rogersville, TN 37857	Director Chairman of Board	Director Chairman of Board	Attorney/Phillips & Hale (50% Partner)	Attorney	23,949 (1)	4.83%	N/A	N/A
M. Carlin Greene Sneedville, TN 37869	Director	Director	N/A	Farmer/Real Estate	24,807 (1,3)	5.00%	N/A	N/A
Douglas E. Rehm Gulf Breeze, FL 32561	Director President	Director President	N/A	Banking	0	0	N/A	N/A
Gary E. Varnell Rogersville, TN 37857	Director	Director	Manager/Operator Rogersville Office Supply (President)(35.5%)	Mgr/Operator Retail Office Products	24,115 (3)	4.86%	N/A	N/A
Scott F. Collins Sneedville, TN 37869	Director	Director Vice President	N/A	Banking	2,337	0.47%	N/A	N/A
Benjamin Lindley Jonesborough, TN 37659	CFO	CFO	N/A	Banking	0	0	N/A	N/A

- 1) Includes stock held jointly with spouse for the benefit of others
- 2) Includes stock held for the benefit of the shareholder
- 3) Includes stock held jointly with children