

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

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

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

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

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

I, Benjamin R. Lindley

Name of the Holding Company Director and Official

CEO and President

Title of the Holding Company Director and Official

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

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.

Signature of Holding Company Director and Official

4-14-14

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

For Federal Reserve Bank Use Only

RSSD ID 1143203

C.I.

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

December 31, 2013

Month / Day / Year

Reporter's Name, Street, and Mailing Address

Volunteer Bancorp, Inc.

Legal Title of Holding Company

P.O. Box 550

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

Rogersville TN 37857

City State Zip Code

210 East Main Street

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Casey Sivert CFO

Name Title

423-601-7806

Area Code / Phone Number / Extension

423-601-7849

Area Code / FAX Number

csivert@civisbank.com

E-mail Address

NA

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

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

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

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

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

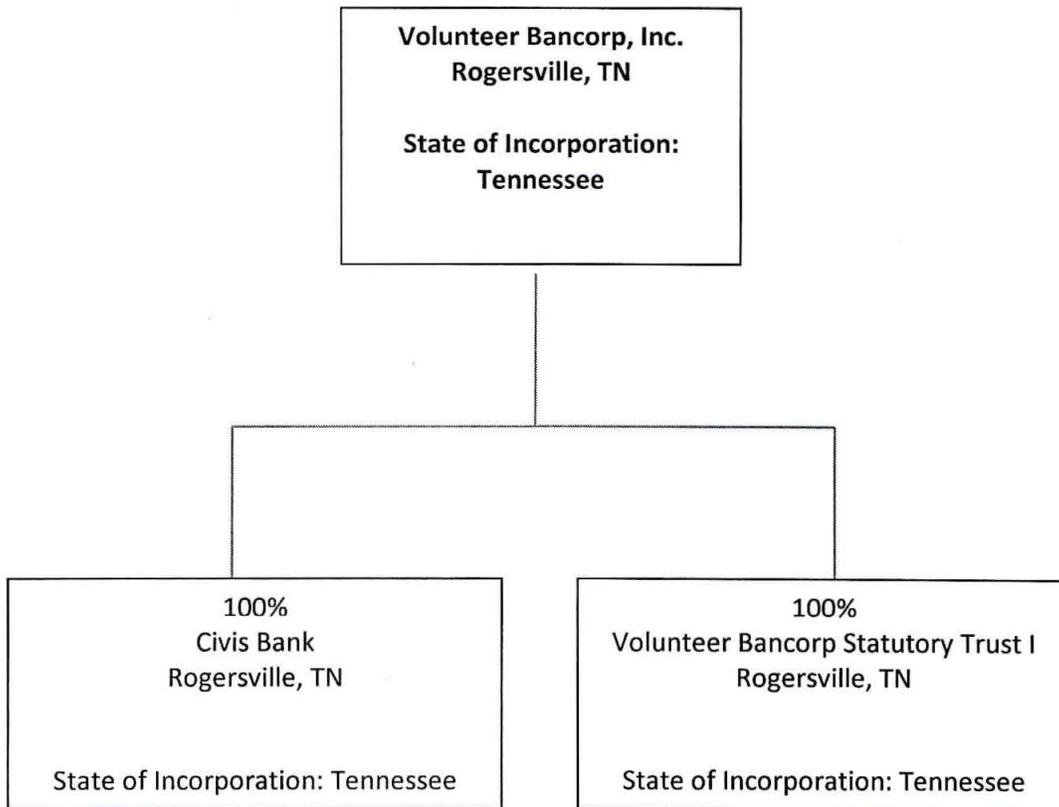
No

Revised

Exhibit B

VOLUNTEER BANCORP, INC

Organization Chart



Results: A list of branches for your BHC: VOLUNTEER BANCORP, INC. (1143203) of ROGERSVILLE, TN.
The data are as of 12/31/2011. Data reflects information that was received and processed through 04/04/2012.

Reconciliation and Verification Steps

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

Actions

OK: If the branch information is correct, enter 'OK' in the Data Action column.

Change: If the branch information is incorrect or incomplete, revise the data, enter 'Change' in the Data Action column and the date when this information first became valid in the Effective Date column.

Close: If a branch listed was sold or closed, enter 'Close' in the Data Action column and the sale or closure date in the Effective Date column.

Delete: If a branch listed was never owned by this depository institution, enter 'Delete' in the Data Action column.

Add: If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the Data Action column and the opening or acquisition date in the Effective Date column.

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

Submission Procedure

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information.

If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

Note:

To satisfy the FR Y-10 reporting requirements, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a Data Action of Change, Close, Delete, or Add.

The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

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

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

VOLUNTEER BANCORP, INC.

EXHIBIT D

Shareholders With More Than Five Percent of Voting Common Stock

December 31, 2013

<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.

Revised

VOLUNTEER BANCORP, INC.

EXHIBIT E

Directors and Officers and Principal Shareholders

December 31, 2013

<u>Name and Address</u>	<u>Principal Occupation</u>	<u>Position With Volunteer Bancorp</u>	<u>Position With Civis Bank</u>	<u>Position With Other Businesses & Ownership</u>	<u>Volunteer Bancorp Inc. Shares Owned</u>		<u>Civis Bank Shares Owned</u>		<u>Other Company >25% Interest</u>
					<u>Number & Percent</u>	<u>Number</u>	<u>Percent</u>		
Reed D. Matney Rogersville, TN 37857	Retired Banker	Director Former President	Director Former President	N/A	11,294 (1,2) - 2.28%	N/A	N/A	N/A	
William E. Phillips Rogersville, TN 37857	Attorney Phillips & Hale	Director Chairman of Board	Director Chairman of Board	Attorney/Phillips & Hale (50% Partner)	23,949 (1) - 4.83%	N/A	N/A	Phillips & Hale 50% Partner	
M. Carlin Greene Sneedville, TN 37869	Farmer/Real Estate	Director	Director	N/A	24,807 (1,3) - 5.00%	N/A	N/A	N/A	
Gary E. Varnell Rogersville, TN 37857	Mgr/Operator Retail Office Products	Director	Director	Manager/Operator Rogersville Office Supply (President)(35.5%)	24,115 (3) - 4.86%	N/A	N/A	Rogersville Office Supply 35% Owner	
Scott F. Collins Sneedville, TN 37869	Banking	Director	Director Vice President	N/A	2337 - 0.47%	N/A	N/A	N/A	
Benjamin Lindley Rogersville, TN 37857	Banking	Director President	Director President	N/A	0	N/A	N/A	N/A	
Patrick Moore New Market, TN 37820	Banking	Director	Director Chief Lending Officer	N/A	0	N/A	N/A	N/A	
William E. Phillips II Rogersville, TN 37857	Attorney Phillips & Hale	Director	Director	Attorney/Phillips & Hale	0	N/A	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