

APR 13 REC'D

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, Gary Medley

Name of the Holding Company Director and Official

EVP & CFO

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.

Gary Medley, EVP & CFO
Signature of Holding Company Director and Official

03/30/2015

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 1081613
C.I. _____

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

December 31, 2014

Month / Day / Year

N/A

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address

B.P.C. Corporation

Legal Title of Holding Company

P.O. Box 2809

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

Cookeville TN 38501

City State Zip Code

140 S Jefferson Avenue

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Gary Medley EVP & CFO

Name Title

931-525-2418

Area Code / Phone Number / Extension

931-526-4601

Area Code / FAX Number

gmedley@bpc-financial.com

E-mail Address

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

For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

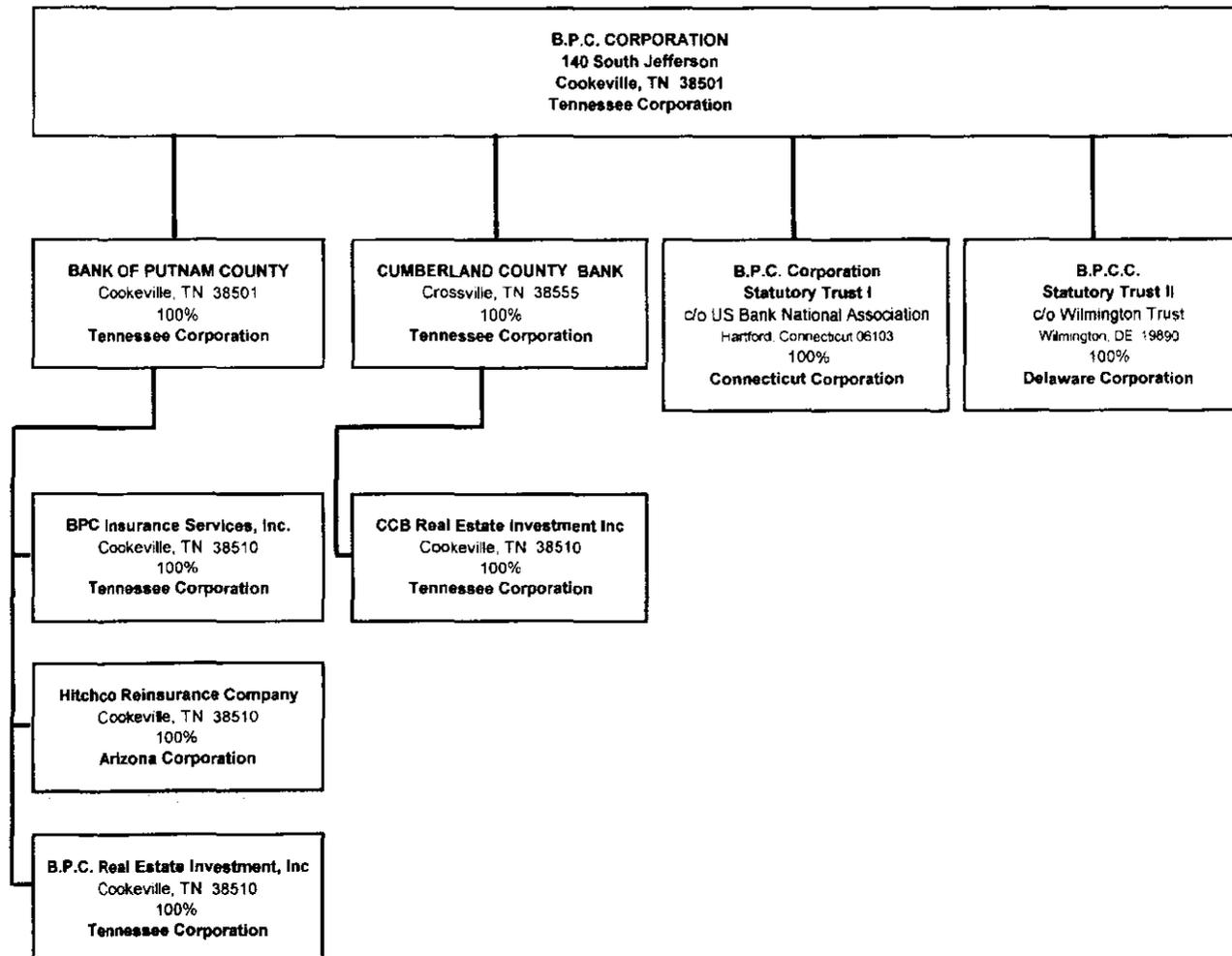
| | |
|---|---|
| <p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical Location (if different from mailing address)</p> <hr/> | <p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical Location (if different from mailing address)</p> <hr/> |
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**BPC CORPORATION
COOKEVILLE, TENNESSEE
ANNUAL REPORT FR Y-6
FOR THE YEAR ENDED DECEMBER 31, 2014**

REPORT ITEM 1: ANNUAL REPORT TO SHAREHOLDERS

The BPC Corporation does not prepare a separate annual report for its shareholders.
December 31, 2014 Audited Financial Statements are enclosed

REPORT ITEM 2: ORGANIZATION CHART



**BPC CORPORATION
 COOKEVILLE, TENNESSEE
 ANNUAL REPORT FR Y-6
 FOR THE YEAR ENDED DECEMBER 31, 2014**

REPORT ITEM 2B: Domestic Branch Listing

| Branch Name | Date of Change | Type of Change | Street Address | City, State, Zip | County | Country | Type of Service |
|-------------------------------|----------------|----------------|----------------------------|---------------------------|------------|---------|-----------------|
| Bank of Putnam County | | | | | | | |
| Jefferson Office (1) | | | 140 South Jefferson Avenue | Cookeville, TN 38501 | Putnam | USA | Full Service |
| Willow Office | | | 237 S. Willow Avenue | Cookeville, TN 38501 | Putnam | USA | Full Service |
| Monterey Office | | | 100 Commercial Avenue | Monterey, TN 38574 | Putnam | USA | Full Service |
| Baxter Office | | | 404 Main Street | Baxter, TN 38544 | Putnam | USA | Full Service |
| Bank of White County | | | 576 W. Bockman Way | Sparta, TN 38583 | White | USA | Full Service |
| Tenth Street Office | | | 1108 E. 10th Street | Cookeville, TN 38501 | Putnam | USA | Full Service |
| Bank of Overton County | | | 1477 W. Main Street | Livingston, TN 38570 | Overton | USA | Full Service |
| Stratton Avenue Office (3) | | | 408 E Stratton Avenue | Monterey, TN 38574 | Putnam | USA | Full Service |
| Bank of Fentress County | | | 416 E. Central Avenue | Jamestown, TN 38556 | Fentress | USA | Full Service |
| Cumberland County Bank | | | | | | | |
| Main (2) | | | 225 West Avenue | Crossville, TN 38555 | Cumberland | USA | Full Service |
| Cumberland Square | | | 178 Elmore Road | Crossville, TN 38555 | Cumberland | USA | Full Service |
| Fairfield Glade | | | 6731 Pevine Road | FairField Glade, TN 38558 | Cumberland | USA | Full Service |
| Lake Tansi | | | 2271 Dunbar Road | Lake Tansi, TN 38572 | Cumberland | USA | Full Service |

(1) Bank of Putnam County Main Office
 (2) Cumberland County Bank Main Office
 (3) Opened 03/30/2014

**BPC CORPORATION
 COOKEVILLE, TENNESSEE
 ANNUAL REPORT FR Y-6
 FOR THE YEAR ENDED DECEMBER 31, 2014**

REPORT ITEM 3: SHAREHOLDERS

(1)

| Name & Address | Citizenship | Common Shares Owned | | | |
|--|-------------|---------------------|------------------|------------------|------------------|
| | | Voting | | Non-voting | |
| | | # | % | # | % |
| Jack P. Ray, Sr. Monterey, Tennessee | USA | 100,847 | 49.9990% | 0 | 0.0000% |
| 2006 Jack P. Ray Irrevocable Succession Trust Monterey, Tennessee | USA | 0 | 0.0000% | 907,623 | 49.9990% |
| W.T. Ray, Jr. Monterey, Tennessee | USA | 100,848 | 49.9995% | 907,632 | 49.9995% |
| Elizabeth Ann Ray Fournet 2007 Investment Services Trust Cookeville, Tennessee | USA | 3 | 0.0015% | 0 | 0.0000% |
| Elizabeth Ann Ray Fournet Cookeville, Tennessee | USA | 0 | 0.0000% | 27 | 0.0015% |
| | | <u>201,698</u> | <u>100.0000%</u> | <u>1,815,282</u> | <u>100.0000%</u> |

(2) NONE

BPC CORPORATION
COOKEVILLE, TENNESSEE
ANNUAL REPORT F/R Y-6
FOR THE YEAR ENDED DECEMBER 31, 2014

REPORT ITEM 4: DIRECTORS & OFFICERS

| | JACK P. RAY, SR MONTEREY, TN | WT. RAY, JR MONTEREY, TN | ELIZABETH RAY FOURNET COOKEVILLE, TN | GARY L. MEDLEY COOKEVILLE, TN | DAVID WILLIAMSON COOKEVILLE, TN | DOUG PARKEY COOKEVILLE, TN | NORMAN COPELAND MONTEREY, TN | RANDY BOND CROSSVILLE, TN | |
|--|---|---|--|---|---|--|--|---|--|
| POSITION WITH and # OF SHARES OWNED OF EACH | | | | | | | | | |
| B.P.C. CORPORATION | Director & Chairman of Board voting shares 100,847 49.9990% nonvoting shares 0 0.0000% | Director & Vice President voting shares 100,848 49.9995% nonvoting shares 907,632 49.9995% | Director Director of Community Relations voting shares 3 0.0015% nonvoting shares 27 0.0015% | Director EVP & Chief Financial Officer voting shares -0- nonvoting shares -0- | Director & President & CEO voting shares -0- nonvoting shares -0- | EVP voting shares -0- nonvoting shares -0- | Director & Secretary/Treasurer voting shares -0- nonvoting shares -0- | Director voting shares -0- nonvoting shares -0- | |
| BANK OF PUTNAM COUNTY | Director Chairman of the Board Member of Executive Committee voting shares -0- nonvoting shares -0- | Director Member of Executive Committee voting shares -0- nonvoting shares -0- | Director Director of Community Relations Member of Executive Committee voting shares -0- nonvoting shares -0- | Director EVP & Chief Financial Officer Member of Executive Committee voting shares -0- nonvoting shares -0- | Director President & CEO Member of Executive Committee voting shares -0- nonvoting shares -0- | | Director voting shares -0- nonvoting shares -0- | Director voting shares 0 nonvoting shares -0- | |
| CUMBERLAND COUNTY BANK | Director Chairman of the Board Member of Executive Committee voting shares -0- nonvoting shares -0- | Director Member of Executive Committee voting shares -0- nonvoting shares -0- | Director Director of Community Relations Member of Executive Committee voting shares -0- nonvoting shares -0- | Director EVP & Chief Financial Officer Member of Executive Committee voting shares -0- nonvoting shares -0- | Director President & CEO Member of Executive Committee voting shares 0 nonvoting shares -0- | | Director voting shares -0- nonvoting shares -0- | Director voting shares -0- nonvoting shares -0- | |
| BPC INSURANCE SERVICES | Director Chairman of the Board voting shares -0- nonvoting shares -0- | Director Vice President voting shares -0- nonvoting shares -0- | Director voting shares -0- nonvoting shares -0- | Director Secretary/Treasurer voting shares -0- nonvoting shares -0- | Director President & CEO voting shares -0- nonvoting shares -0- | | Director voting shares -0- nonvoting shares -0- | Director voting shares -0- nonvoting shares -0- | |
| Hitchco Reinsurance Company | | | | Director Secretary/Treasurer voting shares -0- nonvoting shares -0- | Director President & CEO voting shares -0- nonvoting shares -0- | | Director voting shares -0- nonvoting shares -0- | Director voting shares -0- nonvoting shares -0- | |
| BPC Real Estate Services Inc | | | | Director Secretary/Treasurer voting shares -0- nonvoting shares -0- | Director President & CEO voting shares -0- nonvoting shares -0- | | Director voting shares -0- nonvoting shares -0- | Director voting shares -0- nonvoting shares -0- | |
| CCB Real Estate Services Inc | | | | Director Secretary/Treasurer voting shares -0- nonvoting shares -0- | Director President & CEO voting shares -0- nonvoting shares -0- | | Director voting shares -0- nonvoting shares -0- | Director voting shares -0- nonvoting shares -0- | |
| OTHER BUSINESSES | Director Vice President Builders Supply voting shares -0- nonvoting shares -0- | Director President Builders Supply voting shares 0 300 50% nonvoting shares -0- Partner Jack P Ray Irrevocable Trust & W T Ray --- 50% | Director Secretary Builders Supply voting shares 75 59 12.5926% nonvoting shares -0- Partner Jack P Ray Irrevocable Trust & W T Ray --- 50% | | | | | President Old Baker Coal Co. voting shares 100 100% | |
| PRINCIPAL OCCUPATION | Banker & Attorney | Building Supply Dealer | Banker | Banker & CPA | Banker | Banker | Retired Banker | Retired Banker | |