

Board of Governors of the Federal Reserve System



Annual Report of Bank 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)). 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 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). 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 Bank Holding Companies* must be signed by one director of the top-tier bank holding company. This individual should also be a senior official of the top-tier bank holding company. In the event that the top-tier bank 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 bank holding company's fiscal year-end):

**December 31, 2011**

Month / Day / Year

I, Gary Medley

Name of the Bank Holding Company Director and Official

EVP & Chief Financial Officer

Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

B.P.C. Corporation

Legal Title of Bank Holding Company

P.O. Box 2809

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

Cookeville TN 38502-2809

City State Zip Code

140 S Jefferson Avenue

Physical location (if different from mailing address)

attest that the *Annual Report of Bank Holding Companies* (including the supporting attachments) for this report date have 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.

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

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*

Signature of Bank Holding Company Director and Official

03/28/2012

Date of Signature

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

For bank 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

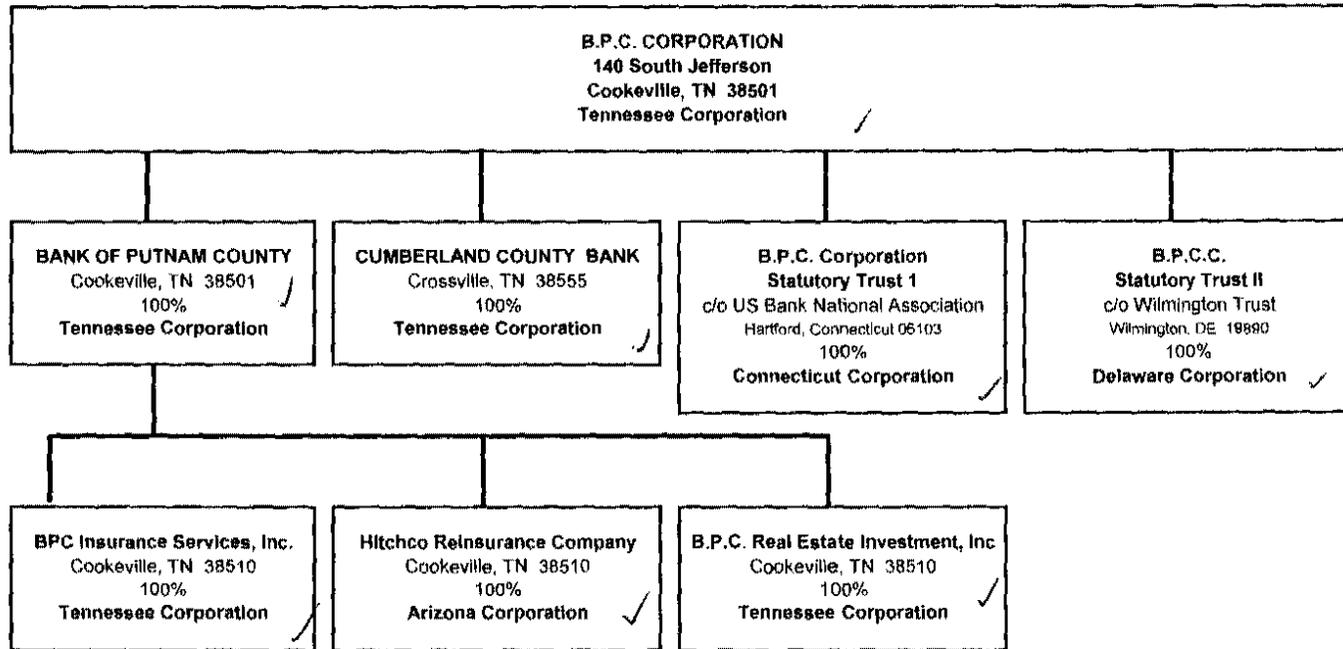
RSSD ID 1081613  
 C.I. \_\_\_\_\_

**BPC CORPORATION  
 COOKEVILLE, TENNESSEE  
 ANNUAL REPORT FR Y-6  
 FOR THE YEAR ENDED DECEMBER 31, 2011**

**REPORT ITEM 1: ANNUAL REPORT TO SHAREHOLDERS**

The BPC Corporation does not prepare a separate annual report for its shareholders.  
 December 31, 2011 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, 2011**

**REPORT ITEM 2B: Domestic Branch Listing**

Branch Name	Date of Change	Type of Change	Street Address	City, State, Zip	County	Country	Type of Service
<b>Bank of Putnam County</b>							
Jefferson (1)			140 S. Jefferson Avenue	Cookeville, TN 38501	Putnam	USA	Full Service
Monterey - 820235			100 Commercial Avenue	Monterey, TN 38574	Putnam	USA	Full Service
Willow - 222035			237 S. Willow Avenue	Cookeville, TN 38501	Putnam	USA	Full Service
Baxter - 1218129			404 Main Street	Baxter, TN 38544	Putnam	USA	Full Service
10th Street - 2260769			1108 E. 10th Street	Cookeville, TN 38501	Putnam	USA	Full Service
Bank of White County - 1403886			576 W. Bockman Way	Sparta, TN 38583	White	USA	Full Service
Bank of Overton County - 3131790			1477 W. Main Street	Livingston, TN 38570	Overton	USA	Full Service
<b>Cumberland County Bank</b>							
Main (2)			225 West Avenue	Crossville, TN 38555	Cumberland	USA	Full Service
Cumberland Square - 1963193			178 Elmore Road	Crossville, TN 38555	Cumberland	USA	Full Service
Fairfield Glade - 629531			6731 Pevine Road	Fairfield Glade, TN 38558	Cumberland	USA	Full Service
Lake Tansi - 2449407			2271 Dunbar Road	Lake Tansi, TN 38572	Cumberland	USA	Full Service

(1) Bank of Putnam County Main Office  
 (2) Cumberland County Bank Main Office

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%	57,623	3.1743%
2006 Jack P. Ray Irrevocable Succession Trust Monterey, Tennessee	USA	0	0.0000%	850,000	46.8247%
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

RSSD Tiering for:  
**B.P.C. CORPORATION**

Structure as of 20120207 and going downward

Seq Num	ID RSSD	Legal Name	AddL	City	State/ Country	Dist FR	Ent Type	Actv Code	Basis of Relatnshp	PCT
0001	1081613	B.P.C. CORPORATION ✓		COOKEVILLE	TENNESSEE	6	BHC	551111		
0002	3272312	B.P.C. CORPORATION STATUTORY TRUST I ✓		HARTFORD	CONNECTICUT	1	DEO	52599	Vtg Eqty Other	100
0003	3375727	B.P.C.C. STATUTORY TRUST II ✓		WILMINGTON	DELAWARE	3	DEO	52599	Vtg Eqty Other	100
0004	99536	BANK OF PUTNAM COUNTY ✓		COOKEVILLE	TENNESSEE	6	NMB	52211	Vtg Eqty Other	100
0005	3918003	B.P.C. REAL ESTATE INVESTMENT, INC. ✓		COOKEVILLE	TENNESSEE	6	DEO	53131	Vtg Eqty Other	100
0006	2596114	BPC INSURANCE SERVICES, INC. ✓		COOKEVILLE	TENNESSEE	6	DEO	52421	Vtg Eqty Other	100
0007	3349401	HITCHCO REINSURANCE COMPANY ✓		COOKEVILLE	TENNESSEE	6	DEO	52421	Vtg Eqty Other	100
0008	1008133	CUMBERLAND COUNTY BANK ✓		CROSSVILLE	TENNESSEE	6	NMB	52211	Vtg Eqty Other	100

**Total Number of Entities in the tree** 8  
**Total Number of Unique Entities in the tree** 8

**Tier Selection Criteria**

RSSD Tiering for	1081613 B.P.C. CORPORATION
As of Date	20120207
Direction	Down
Selection Rule	All Entities
Branches - Domestic Institutions	No Branches
Branches - Foreign Institutions	No Branches

**Explanatory Notes**

Entity Type	Description
BHC	BANK HOLDING COMPANY
DEO	DOMESTIC ENTITY OTHER
NMB	NON-MEMBER BANK

Primary Activity Code	Description
52211	COMMERCIAL BANKING
52421	INSURANCE AGENCIES AND BROKERAGES
52599	OTHER FINANCIAL VEHICLES

Two asterisks (\*\*) next to the Seq Num indicates that confidentiality is pending or granted.  
 An asterisk (\*) next to the Addl Line Num denotes the Seq Num at which the offspring of this entity are listed.  
 A dot dot dot notation (...) next to Legal Name denotes a circular relationship.

**REPORT ITEM 4: DIRECTORS & OFFICERS**

	JACK P. RAY, SR. MONTEREY, TN	W.T. RAY, JR. MONTEREY, TN	ELIZABETH RAY FOURNET COOKEVILLE, TN	GARY L. MEDLEY COOKEVILLE, TN	DAVID WILLIAMSON COOKEVILLE, TN	NORMAN COPELAND MONTEREY, TN	GENE C. HOOPER COOKEVILLE, TN
<b>POSITION WITH and # OF SHARES OWNED OF EACH</b>							
<b>B.P.C. CORPORATION</b>							
Director & Chairman of Board	Director & Vice President	Director	Director of Community Relations	Director	Director & President & CEO	Director & Secretary/Treasurer	Director
voting shares 100,847 49.9990%	100,848 49.9995%	3 0.0015%	3 0.0015%	0-	0-	0-	0-
nonvoting shares 57,623 3.1743%	907,632 49.9995%	27 0.0015%	0-	0-	0-	0-	0-
<b>BANK OF PUTNAM COUNTY</b>							
Director	Director	Director	Director	Director	Director	Director	Director
Chairman of the Board	Chairman of the Board	Director of Community Relations	Director of Community Relations	EVP & Chief Financial Officer	President & CEO	Secretary/Treasurer	Secretary/Treasurer
Member of Executive Committee	Member of Executive Committee	Member of Executive Committee	Member of Executive Committee	Member of Executive Committee	Member of Executive Committee	Member of Executive Committee	Member of Executive Committee
0-	0-	0-	0-	0-	0-	0-	0-
<b>CUMBERLAND COUNTY BANK</b>							
Director	Director	Director	Director	Director	Director	Director	Director
Chairman of the Board	Chairman of the Board	Director of Community Relations	Director of Community Relations	EVP & Chief Financial Officer	President & CEO	Secretary/Treasurer	Secretary/Treasurer
Member of Executive Committee	Member of Executive Committee	Member of Executive Committee	Member of Executive Committee	Member of Executive Committee	Member of Executive Committee	Member of Executive Committee	Member of Executive Committee
0-	0-	0-	0-	0-	0-	0-	0-
<b>BPC INSURANCE SERVICES</b>							
<small>(an insurance agency that is a wholly owned subsidiary of Bank of Putnam County)</small>							
Director	Director	Director	Director	Director	Director	Director	Director
Chairman of the Board	Vice President	Secretary/Treasurer	Secretary/Treasurer	Secretary/Treasurer	President & CEO	Secretary/Treasurer	Secretary/Treasurer
0-	0-	0-	0-	0-	0-	0-	0-
<b>Hitchco Reinsurance Company</b>							
<small>(a reinsurance company that is a wholly owned subsidiary of Bank of Putnam County)</small>							
				Director	Director		
				Secretary/Treasurer	President & CEO		
				0-	0-	0-	0-
<b>BPC Real Estate Services Inc</b>							
<small>(a real estate company that is a wholly owned subsidiary of Bank of Putnam County)</small>							
				Director	Director		
				Secretary/Treasurer	President & CEO		
				0-	0-	0-	0-
<b>OTHER BUSINESSES</b>							
Director	Director	Director			President,		
Vice President	President	Secretary			Old Baker Coal Co.		
Builders Supply	Builders Supply	Builders Supply					
	0 300 50%	75.59 12.5926%			100 100%		
	Partner						
	Jack P Ray Irrevocable Trust & W.T. Ray						
	50%						
<b>PRINCIPAL OCCUPATION</b>							
Banker & Attorney	Building Supply Dealer	Banker		Banker & CPA	Banker	Retired Banker	Retired Banker

Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County
Full Service (Head Office)	99536	BANK OF PUTNAM COUNTY	140 SOUTH JEFFERSON	COOKEVILLE	TN	38501	PUTNAM
Full Service	1218129	BAXTER BRANCH ✓	143 MAIN STREET	BAXTER	TN	38544	PUTNAM
Full Service	222035	COOKEVILLE WILLOW BRANCH ✓	237 S WILLOW AVENUE	COOKEVILLE	TN	38501	PUTNAM
Full Service	2260769	TENTH STREET BRANCH ✓	1108 EAST TENTH STREET	COOKEVILLE	TN	38501	JACKSON
Full Service	3131790	VERTON COUNTY BRANCH ✓	1477 WEST MAIN STREET	LIVINGSTON	TN	38502	VERTON

Full Service	820235	MONTEREY BRANCH ✓	100 COMMERCIAL AVENUE	MONTEREY	TN	38574	PUTNAM
Full Service	1403886	WHITE COUNTY BRANCH ✓	508 WEST BOCKMAN WAY	SPARTA	TN	38583	WHITE
Full Service (Head Office)	1008133	CUMBERLAND COUNTY BANK	225 WEST AVENUE	CROSSVILLE	TN	38555	CUMBERLAND
Full Service	1963193	CUMBERLAND SQUARE BRANCH ✓	178 ELMORE ROAD	CROSSVILLE	TN	38555	CUMBERLAND
Full Service	2449407	LAKE TANSI VILLAGE BRANCH ✓	2271 DUNBAR ROAD	CROSSVILLE	TN	38555	CUMBERLAND
Full Service	629531	FAIRFIELD GLADE BRANCH ✓	3825 PEAVINE ROAD	FAIRFIELD GLADE	TN	38558	CUMBERLAND