

MAR 28 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.

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

December 31, 2015

Month / Day / Year

N/A

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

Reporter's Name, Street, and Mailing Address

Bradley County Financial Corp.

Legal Title of Holding Company

PO Box 5000

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

Cleveland

TN

37320-5000

City

State

Zip Code

75 Bobby Taylor Ave NE

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Julian Sullivan

Treasurer

Name

Title

423 478 8403

Area Code / Phone Number / Extension

4233390351

Area Code / FAX Number

sjs@bankofcleveland.com

E-mail Address

N/A

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

I, R. Scott Taylor

Name of the Holding Company Director and Official

Chairman 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]

Signature of Holding Company Director and Official

Date of Signature

3/23/14

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 1399774
C.I.

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

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

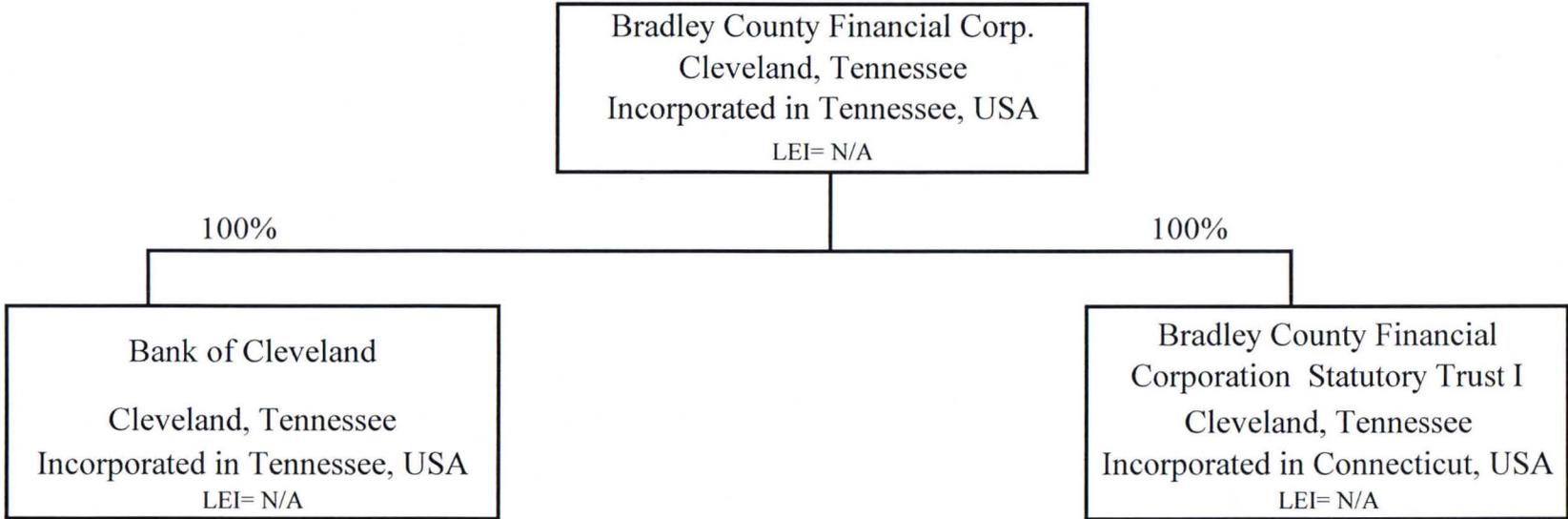
In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.

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

No

BRADLEY COUNTY FINANCIAL CORP
AND SUBSIDIARIES
ORGANIZATION CHART
December 31, 2015

REVISED
Rec'd 4/28/2016



Results: A list of branches for your depository institution: BANK OF CLEVELAND (ID_RSSD: 144034).
 This depository institution is held by BRADLEY COUNTY FINANCIAL CORP. (1399774) of CLEVELAND, TN. ✓
 The data are as of 12/31/2015. Data reflects information that was received and processed through 01/07/2016.

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
Change	Aug-10	Full Service (Head Office)	144034	BANK OF CLEVELAND	75 FIRST STREET	CLEVELAND	TN	37311	BRADLEY	UNITED STATES	36363	0	BANK OF CLEVELAND	144034	The physical location has not changed but the name of the street was changed to 75 Bobby Taylor Ave.
OK		Full Service	2372792	BRADLEY SQUARE MALL BRANCH	190 PAUL HUFF PARKWAY	CLEVELAND	TN	37312	BRADLEY	UNITED STATES	260542	4	BANK OF CLEVELAND	144034	
OK		Full Service	1216246	CLEVELAND 25TH STREET BRANCH	1400 25TH STREET NW	CLEVELAND	TN	37311	BRADLEY	UNITED STATES	260540	2	BANK OF CLEVELAND	144034	
OK		Limited Service	3725096	DOWNTOWN MOTORBANK	315 BROAD STREET NW	CLEVELAND	TN	37311	BRADLEY	UNITED STATES	260541	3	BANK OF CLEVELAND	144034	
OK		Full Service	2739706	SOUTHFORKE BRANCH	1200 PERIMETER DRIVE	CLEVELAND	TN	37323	BRADLEY	UNITED STATES	260543	5	BANK OF CLEVELAND	144034	

an

 **REVISED**
Rec'd 4/28/2016

Item 3a.

The following is a list of shareholders, of record that directly or indirectly owns, controls or holds with the power to vote 5 percent or more of any class of voting securities of the bank holding company.

<u>Name and Address</u>	<u>Country of Citizenship</u>	<u>Number of Shares</u>	<u>Percentage of Shares Outstanding</u>
R. Scott Taylor Cleveland, TN/USA	USA	92,550	34.41%

Item 3b.

The following is a list of shareholders, of record that directly or indirectly owned, controlled or held with the power to vote 5 percent or more of any class of voting securities of the bank holding company during the course of the fiscal year.

<u>Name and Address</u>	<u>Country</u>	<u>Number of Shares</u>	<u>Percentage of Shares Outstanding</u>
--------------------------------	-----------------------	------------------------------------	--

None

 **REVISED**
Rec'd 9/28/2016

Name & Address	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries	Title & Position with Other Businesses	Percentage of voting Shares in Bank Holding Co.
R. Scott Taylor Cleveland, Tennessee USA	Banker	Chairman, CEO, President	Chairman, CEO, Bank of Cleveland	None	34.41%
Gerald Burns Cleveland, Tennessee USA	Businessman	Director	Director, Bank of Cleveland	Owner, Burns Ornamental Iron & Fabricating, Inc.	1.38%
Fritz G. Harris Cleveland, Tennessee USA	Accountant	Director	Director, Bank of Cleveland	Partner, Harris, Williamson, & Trewht CPA's PC	.22%
Steve Robinson Cleveland, Tennessee USA	Businessman	Director	Director, Bank of Cleveland	Owner, Cleveland Plywood Co.	.04%
Steve Lambert Cleveland, Tennessee USA	Businessman	Director	Director, Bank of Cleveland	Owner, Bradley Concrete, Inc. Lambcon, Inc. Lambert Investments, Inc.	.03%
S. Julian Sullivan III Cleveland, Tennessee USA	Banker	Treasurer Director	Director, President & CFO Bank of Cleveland	None	1.45%
Terry J. Buckner Cleveland, Tennessee USA	Banker	Director	Director, EVP & CLO Bank of Cleveland	None	2.96%
Clint R. Taylor Cleveland, Tennessee USA	Businessman	Director	None	Owner, Crescent Builders, LLC	.04%

Continued from page 3

Footnotes to Directors and Officers Listing

(1) Director Burns

-Owns 100% of the 1,500 authorized and outstanding shares of Burns Ornamental Iron, Inc.

(2) Director Harris

-Owns 50% of the 100 shares authorized and outstanding shares of Harris, Williamson, & Trewhitt, CPA's PC.

-Owns 50% of the 2,000 shares authorized and outstanding shares of Orbit Oil, Inc.

(3) Director Robinson

-Owns 70% of the 608 outstanding shares of Cleveland Plywood Company (675 Shares are authorized)

(4) Director Lambert

-Owns 80% of the 100 shares authorized and outstanding of Bradley Concrete, Inc.

-Owns 50% of the 100 shares authorized and outstanding of Lambcon, Inc.

-Owns 100% of the 100 shares authorized and outstanding of Lambert Investments, Inc.

(5) Director Clint Taylor

-Owns 50% of Crescent Builders, LLC

(6) Directors R. Scott Taylor, S. Julian Sullivan III, and Terry Buckner have no ownership interest exceeding 25% in any other company

(7) No Director or Executive Officer owns stock in any subsidiary of Bradley County Financial Corporation