Board of Governors of the Federal Reserve System

FEB 11 RECD

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, Philip W. Holder
Name of the Holding Company Director and Official

CEO
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.

Philip W. Holder
Signature of Holding Company Director and Official

02/05/2016
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 1139288
C.I.

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2015
Month / Day / Year

none
Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address
Cumberland Bancshares Inc.
Legal Title of Holding Company

P. O. Box 65
(Mailing Address of the Holding Company) Street / P.O. Box

Hartsville	TN	37074
City	State	Zip Code

100 McMurry Blvd. Hartsville, Tn. 37074
Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Philip W. Holder	CEO
Name	Title

615-374-2265
Area Code / Phone Number / Extension

615-374-0125
Area Code / FAX Number

philiph@cbtenn.com
E-mail Address

N/a
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

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

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.

Legal Title of Subsidiary Holding Company

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

City | State | Zip Code

Physical Location (if different from mailing address)

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City | State | Zip Code

Physical Location (if different from mailing address)

CUMBERLAND BANCSHARES, INC.
Report Items - Form FR Y-6

Report Item 1 -

A. Form 10K SEC: Bank holding company not registered - none submitted.
B. No annual report is prepared - none submitted.

Report Item 2A – (1 & 2)

Cumberland Bancshares, Inc.
Hartsville, TN
Incorporated - Tennessee
- LEI : N/A

100%

Citizens Bank
Hartsville, TN
Incorporated - Tennessee
- LEI : N/A

(3) There are no other direct or indirect holdings.
There are no other inter-company ownerships.
(4) Ownership is as depicted in above flowchart. Voting equity is same as ownership.

Report Item 2B – Domestic Branches
Correct (Submitted 2-5-16)

Report Item 3 -
(1)

Name and Address	Citizenship	Class of Stock	No. of Shares	% of Class
Tom P. Thompson, Jr. Hartsville, TN 37074/USA	U.S.	Class B	139,000	5
Philip W. Holder Hartsville, TN 37074/USA	U.S.	Class B	1,057,200	42
Toby Woodmore Lebanon, TN 37087/USA	U.S.	Class B	206,600	8
John Wender, Jr. Daytona Beach Shores, FL/USA	U.S.	Class B	263,700	10
Charles M. Wender Knoxville, TN/USA	U.S.	Class B	135,200	5

(2) There are none.

REVISED 4/15/16

Results: A list of branches for your depository institution: MOUNT VERNON BANK (ID_RSSD: 807432).
This depository institution is held by HEART OF GEORGIA BANCSHARES, INC. (2349516) of VIDALIA, GA.
The data are as of 12/31/2014. Data reflects information that was received and processed through 01/07/2015.

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	1901	Full Service (Head Office)	807432	MOUNT VERNON BANK	101 SOUTH RAILROAD AVENUE	Mount Vernon	GA	30445	MONTGOMERY	UNITED STATES	5109	0	MOUNT VERNON BANK	807432	
OK		Full Service	3932719	FIRST STREET BRANCH	2109 FIRST STREET E	VIDALIA	GA	30474	TOOMBS	UNITED STATES	490024	3	MOUNT VERNON BANK	807432	
OK		Full Service	2834487	WEST FIRST STREET BRANCH	402 WEST FIRST STREET	VIDALIA	GA	30474	TOOMBS	UNITED STATES	357069	1	MOUNT VERNON BANK	807432	

Report Item 4 -

Director - John Wender, Jr.

1. John Wender, Jr.
   Daytona Beach Shores, FL 32118/USA
2. Retired
3. (a) Director - Cumberland Bancshares
   (b) Director - Citizens Bank
   (c) None
4. (a) 263,700 shares - 10%
   (b) N/A
   (c) None

Director - Toby Woodmore

1. Toby Woodmore
   Hartsville, TN 37074/USA
2. High school principal
3. (a) Director & Secretary - Cumberland Bancshares
   (b) Director - Citizens Bank
   (c) Partner - Grey Hollow Farms
4. (a) 206,600 shares - 8%
   (b) N/A
   (c) Partnership - Grey Hollow Farms
   33 1/3% Interest

Director – Eddie Taylor

1. Eddie Taylor
   Hartsville, TN 37074/USA
2. Attorney
3. (a) Director – Cumberland Bancshares
   (b) Director – Citizens Bank
   © Partner – Donoho, Taylor & Taylor, Attorneys
   Director – Riverview Speedway, Inc.
4. (a) 106,900 shares – 4%
   (b) N/A
   © Partnership – Donoho, Taylor & Taylor
   98% interest
   Corporation – Riverview Speedway, Inc. – 25%

Report Item 4 - (Continued)

Director – Robert David Gregory

1. Robert David Gregory
   Riddleton, TN 37151/USA
2. Farmer
3. (a) Director - Cumberland Bancshares
   (b) Director – Citizens Bank
   (c) Sole Proprietor – David Gregory Construction
4. (a) 3,000 shares - .12%
   (b) N/A
   (c) Sole Proprietor – David Gregory Construction 100%

Director – Betty S. Hibdon

1. Betty S. Hibdon
   Hartsville, TN 37074/USA
2. Bank CEO
3. (a) Director – Cumberland Bancshares
   (b) Director, President and CEO – Citizens Bank
   © None
4. 67,600 shares – 2%
   (a) N/A
   (b) None

Director - Philip W. Holder

1. Philip W. Holder
   Hartsville, TN 37074/USA
2. Certified Public Accountant/Farmer
3. (a) Director, President and CEO - Cumberland Bancshares
   (b) Director and Chairman - Citizens Bank
   (c) Holder Tobacco Farms - Partner
4. (a) 1,057,200 shares - 42%
   (b) N/A
   (c) Partnership - Holder Tobacco Farms 50% Interest

CONFIRMATION

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Signature & Title