



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, Philip W. Holder

Reporter's Name, Street, and Mailing Address

Cumberland Bancshares, Inc.

Legal Title of Bank Holding Company

P. O. Box 65

(Mailing Address of the Bank 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@cbtnn.com

E-mail Address

cbttna.com (CW)
Address (URL) for the Bank Holding Company's web page

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.

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 Bank Holding Company Director and Official

02/16/2012

Date of Signature

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

For Federal Reserve Bank Use Only

RSSD ID _____
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

For Use By Tiered Bank Holding Companies

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

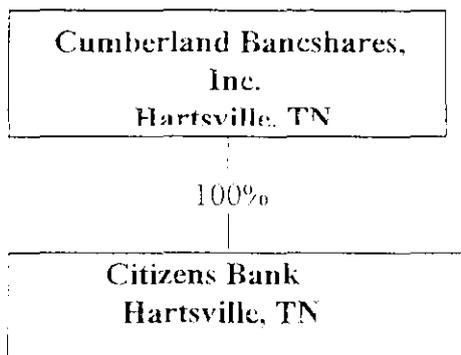
<hr/> <p>Legal Title of Subsidiary Bank Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical location (if different from mailing address)</p> <hr/>	<hr/> <p>Legal Title of Subsidiary Bank Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Bank 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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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)



- (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
 No changes to report. ✓

Report Item 3 -

(1)

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

Report Item 4 -

Director - John Wender, Jr.

1. John Wender, Jr.
Daytona Beach Shores, FL 32118
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
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
2. Attorney
3. (a) Director - Cumberland Bancshares
(b) Director - Citizens Bank
(c) Partner - Donoho, Taylor & Taylor, Attorneys
Director - Riverview Speedway, Inc.
4. (a) 106,900 shares - 4%
(b) N/A
(c) Partnership - Donoho, Taylor & Taylor
98% interest
Corporation - Riverview Speedway, Inc. - 25%

Report Item 4 - (Continued)

Director – Karen Armstrong

1. Karen Armstrong
Gallatin, TN 37066
2. Realtor – Gene Carman Real Estate
3. (a) Director - Cumberland Bancshares
(b) Director - Citizens Bank
(c) Partner – Gene Carman Real Estate
4. (a) 1,500 shares - .06%
(b) N/A
(c) None

Director – David Gregory

1. David Gregory
Riddleton, TN 37151
2. Farmer/Home Builder
3. (a) Director - Cumberland Bancshares, Inc.
(b) Director – Citizens Bank
(c) David Gregory Farms – Sole Owner
Gregory Construction LLC – 100%
4. (a) 3,000 shares < 1%
(b) N/A
(c) Sole proprietorship – David Gregory Farms – 100%
LLC – Gregory Construction – 100%

Director – Betty S. Hibdon

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

Director - Philip W. Holder

1. Philip W. Holder
Hartsville, TN 37074
2. Certified Public Accountant/Farmer
3. (a) Director, President and CEO - Cumberland Bancshares
(b) Director and Chairman - Citizens Bank
(c) PCJ Investments - Partner
Holder Tobacco Farms - Partner
4. (a) 1,057,200 shares - 42%
(b) N/A
(c) Partnership - Holder Tobacco Farms 50% Interest
Partnership - PCJ Investments - 33% Interest

Director - Tom P. Thompson, Jr.

1. Tom P. Thompson, Jr.
Hartsville, TN
2. District Attorney General
3. (a) Director - Cumberland Bancshares, Inc.
(b) Director - Citizens Bank
(c) Director - Tri County EMC
4. (a) 139,000 shares - 5%
(b) N/A
(c) Thompson Farms - 100%

CONFIRMATION


Signature & Title

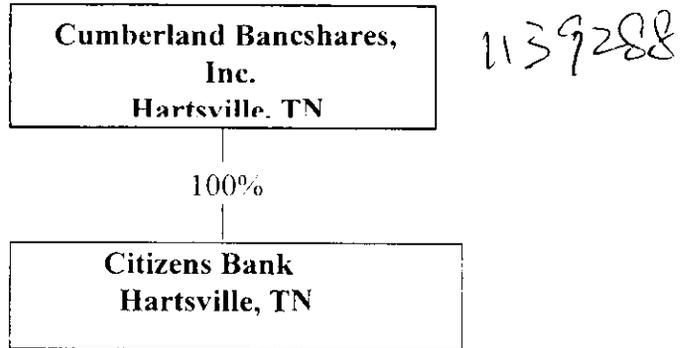
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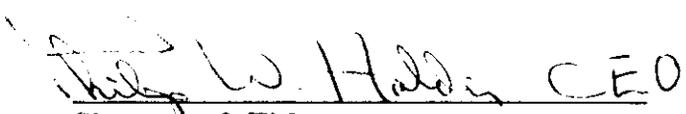
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Philip W. Holder CEO
Signature & Title