

Board of Governors of the Federal Reserve System



# Annual Report of Holding Companies—FR Y-6

APR 03 REC'D

## 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)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). 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, top-tier savings and loan holding companies, and U.S. intermediate 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. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

I, Gary Medley

Name of the Holding Company Director and Official

Executive VP / CFO - Director

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

Signature of Holding Company Director and Official

03/30/2017

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, 2016

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

38502-2809

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

bankofputnamcounty.com

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

Is confidential treatment requested for any portion of this report submission? .....

0=No

1=Yes

0

In accordance with the General Instructions for this report (check only one),

1. a letter justifying this request is being provided along with the report .....

2. a letter justifying this request has been provided separately .....

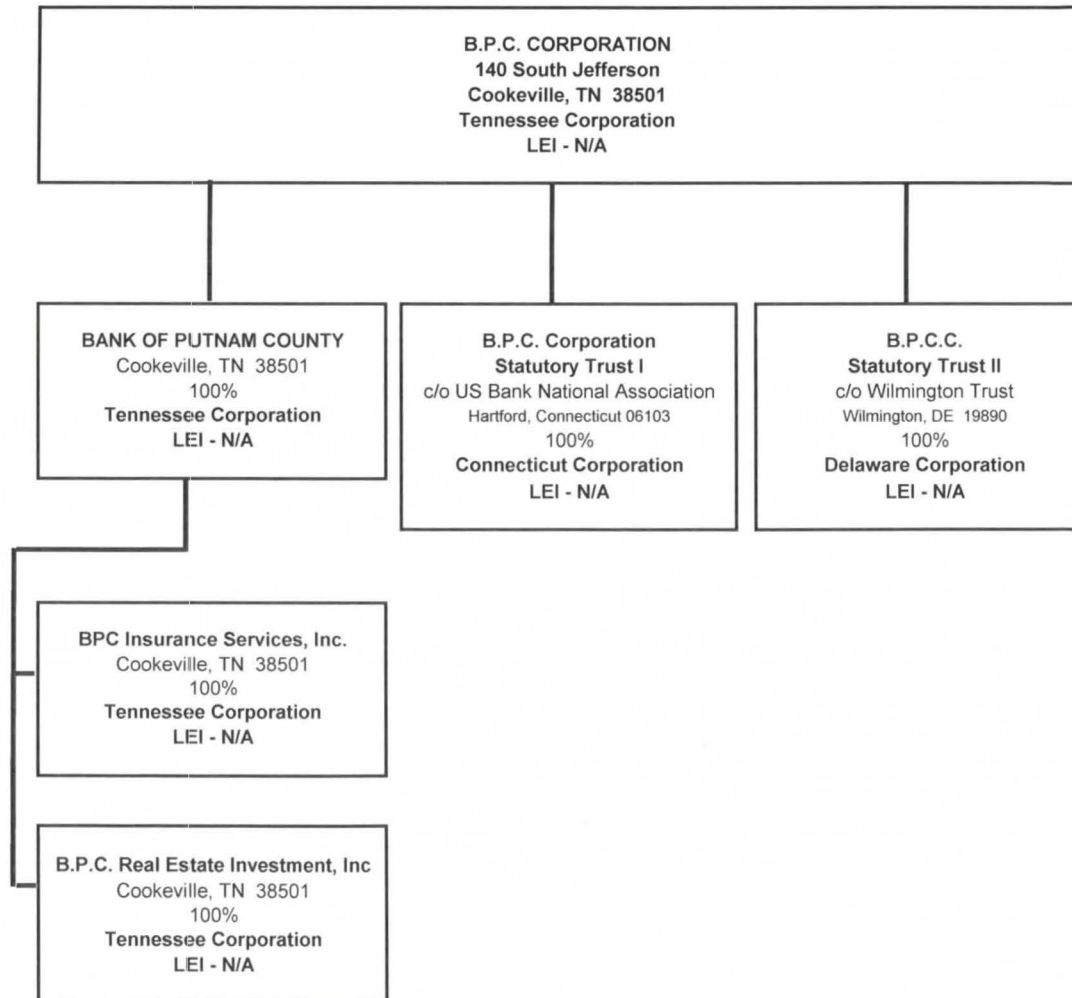
NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

**BPC Corporation**  
**Cookeville, Tennessee**  
**Annual Report FR Y-6**  
**For The Year Ended December 31, 2016**

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

The BPC Corporation does not prepare a separate annual report for its shareholders.  
December 31, 2016 Audited Financial Statements are enclosed.

**REPORT ITEM 2: ORGANIZATION CHART**



**BPC Corporation**  
**Cookeville, Tennessee**  
**Annual Report FR Y-6**  
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**Report Item 2B: Domestic Branch Listing**

Branch Name	Date of Change	Type of Change	Street Address	City, State, Zip	County	Country	Type of Service
Jefferson Office (Main Office)			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			408 E Stratton Avenue	Monterey, TN 38574	Putnam	USA	Full Service
Bank of Fentress County - Jamestown			416 E. Central Avenue	Jamestown, TN 38556	Fentress	USA	Full Service
Bank of Fentress County - Clarkrange	8/13/2016	New Branch Opening	6904 S York Highway	Clarkrange, TN 38553	Fentress	USA	Full Service
West Avenue			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



**BPC Corporation**  
**Cookeville, Tennessee**  
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**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**  
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**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	Gerry Whitehead Cookeville, Tn	Randy Bond Crossville, Tn	Randy York Crossville, Tn	Thomas Jones Cookeville, Tn	Bailey Fred Allred Jamestown, Tn
POSITION WITH and # OF SHARES OWNED OF EACH											
<b>B.P.C. CORPORATION</b>											
Director & Chairman of Board	Director & Vice President	Director Vice Chairman of the Board	Director Vice Chairman of the Board	Director Vice Chairman of the Board	Director Vice Chairman of the Board	Director Vice Chairman of the Board	Director Vice Chairman of the Board	Director Vice Chairman of the Board	Director Vice Chairman of the Board	Director Vice Chairman of the Board	Director Vice Chairman of the Board
100,847 49.9900%	100,848 49.9995%	3 0.0015%	3 0.0015%	3 0.0015%	3 0.0015%	3 0.0015%	3 0.0015%	3 0.0015%	3 0.0015%	3 0.0015%	3 0.0015%
nonvoting shares	0 0.0000%	907,632 49.9995%	27 0.0015%	-0-	-0-	-0-	-0-	-0-	-0-	-0-	-0-
<b>BANK OF PUTNAM COUNTY</b>											
Director Chairman of the Board	Director Member of Executive Committee	Director Member of Executive Committee	Director Member of Executive Committee	Director Member of Executive Committee	Director Member of Executive Committee	Director Member of Executive Committee	Director Member of Executive Committee	Director Member of Executive Committee	Director Member of Executive Committee	Director Member of Executive Committee	Director Member of Executive Committee
-0-	-0-	-0-	-0-	-0-	-0-	-0-	-0-	-0-	-0-	-0-	-0-
<b>BPC INSURANCE SERVICES</b>											
(an insurance agency that is a wholly owned subsidiary of Bank of Putnam County)											
Director Chairman of the Board	Director Vice President	Director Vice President	Director Vice President	Director Vice President	Director Vice President	Director Vice President	Director Vice President	Director Vice President	Director Vice President	Director Vice President	Director Vice President
-0-	-0-	-0-	-0-	-0-	-0-	-0-	-0-	-0-	-0-	-0-	-0-
<b>BPC Real Estate Services Inc</b>											
(a real estate company that is a wholly owned subsidiary of Bank of Putnam County)											
Director Chairman of the Board	Director Vice President	Director Vice President	Director Vice President	Director Vice President	Director Vice President	Director Vice President	Director Vice President	Director Vice President	Director Vice President	Director Vice President	Director Vice President
-0-	-0-	-0-	-0-	-0-	-0-	-0-	-0-	-0-	-0-	-0-	-0-
<b>OTHER BUSINESSES</b>											
Director Vice President Builders Supply	Director President Builders Supply	Director Secretary Builders Supply	Director Secretary Builders Supply	Director Secretary Builders Supply	Director Secretary Builders Supply	Director Secretary Builders Supply	Director Secretary Builders Supply	Director Secretary Builders Supply	Director Secretary Builders Supply	Director Secretary Builders Supply	Director Secretary Builders Supply
	Partner Jack P Ray Irrevocable Trust & W T Ray										
<b>PRINCIPAL OCCUPATION</b>											
Banker & Attorney	Building Supply Dealer	Banker	Banker & CPA	Banker	Retired Banker	Banker	Retired Banker	Attorney	Business Owner	Business Owner	Business Owner