

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

APR 07 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.

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, Richard Yowell

Name of the Holding Company Director and Official

CEO and President/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.

Signature of Holding Company Director and Official

01/26/2017

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
C.I.

1143203

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.50 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.

12/2016

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.

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

December 31, 2016

Month / Day / Year

NA

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

Reporter's Name, Street, and Mailing Address

Volunteer Bancorp, Inc.

Legal Title of Holding Company

P.O. Box 550

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

Rogersville TN 37857

City State Zip Code

210 East Main Street

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Casey Sivert CFO

Name Title

423-601-7806

Area Code / Phone Number / Extension

423-601-7849

Area Code / FAX Number

csivert@civisbank.com

E-mail Address

NA

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

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

0=No
 1=Yes

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

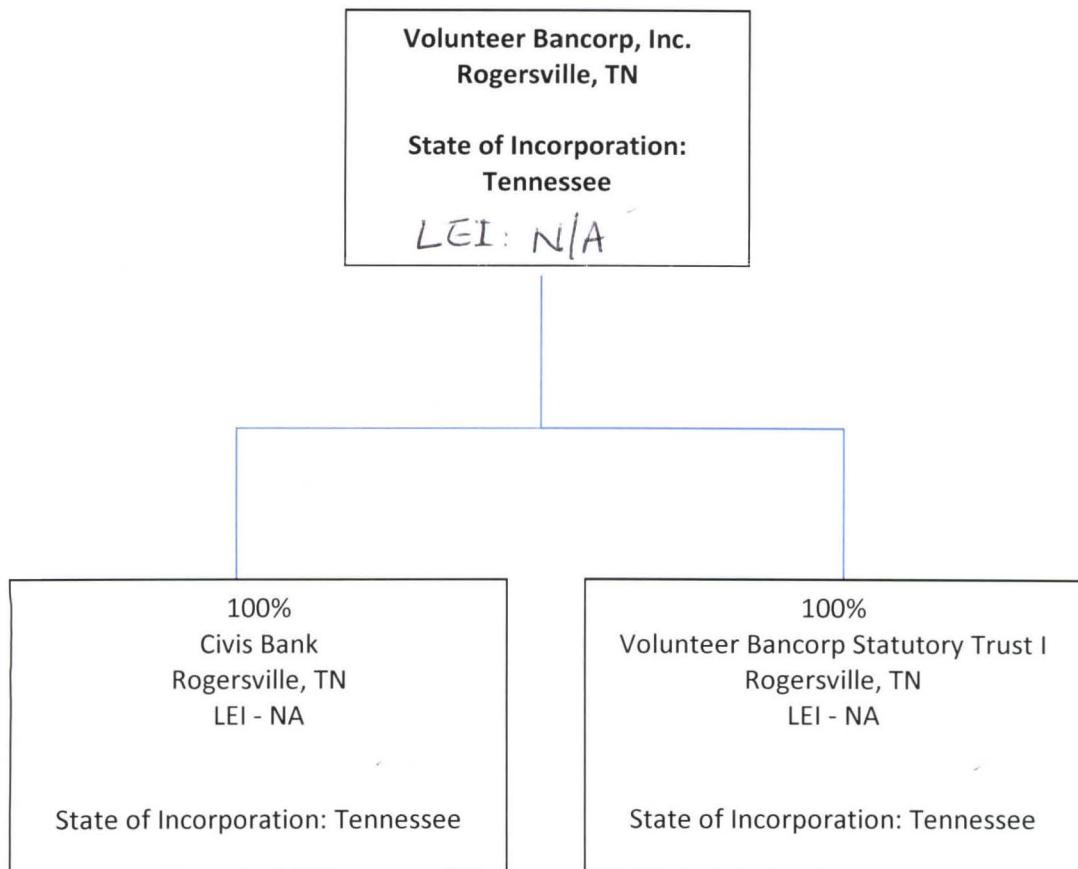
1. a letter justifying this request is being provided along with the report
2. a letter justifying this request has been provided separately.....

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

Exhibit B

VOLUNTEER BANCORP, INC

Organization Chart



Results: A list of branches for your BHC: **VOLUNTEER BANCORP, INC. (1143203)** of **ROGERSVILLE, TN**.
 The data are as of **12/31/2016**. Data reflects information that was received and processed through **01/07/2017**.

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
OK		Full Service (Head Office)	841838	CIVIS BANK	210 EAST MAIN STREET	ROGERSVILLE	TN	37857	HAWKINS	UNITED STATES	6103	0	Civis Bank	841838	
OK		Full Service	2331191	CHURCH HILL BRANCH	150 SOUTH CENTRAL AVENUE	CHURCH HILL	TN	37642	HAWKINS	UNITED STATES	220284	2	Civis Bank	841838	
OK		Full Service	2618904	SNEEDVILLE BRANCH	161 WEST MAIN STREET	SNEEDVILLE	TN	37869	HANCOCK	UNITED STATES	220283	1	Civis Bank	841838	

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VOLUNTEER BANCORP, INC.

EXHIBIT D

Shareholders With More Than Five Percent of Voting Common Stock

December 31, 2016

<u>Name and Address</u>	<u>Country of Citizenship</u>	<u>Voting Shares Owned</u>	
		<u>Number</u>	<u>Percentage</u>
William E Phillips, voting trustee for the benefit of the Company, pursuant to a stock purchase agreement between the Company and Mr. Ralph Hurley [REDACTED] Rogersville, TN 37857	USA	42,750	8.61%
M. Carlin Greene [REDACTED] Sneedville, TN 37869	USA	24,807	5.00%

Note: Report Item 3 (2) Not Applicable.

VOLUNTEER BANCORP, INC.

EXHIBIT E

Directors and Officers and Principal Shareholders

December 31, 2016

<u>Name and Address</u>	<u>Principal Occupation</u>	<u>Position With Volunteer Bancorp</u>	<u>Position With Civis Bank</u>	<u>Position With Other Businesses & Ownership</u>	<u>Volunteer Bancorp Inc. Shares Owned Number & Percent</u>	<u>Civis Bank Shares Owned Number</u>	<u>Civis Bank Percent</u>	<u>Other Company >25% Interest</u>
Reed D. Matney Rogersville, TN 37857	Retired Banker	Director Former President	Director Former President	N/A	11,294 (1,2) - 2.28%	N/A	N/A	N/A
William E. Phillips Rogersville, TN 37857	Attorney	Director Phillips & Hale Chairman of Board	Director Chairman of Board	Attorney/Phillips & Hale (50% Partner)	23,949 (1) - 4.83%	N/A	N/A	Phillips & Hale 50% Partner
M. Carlin Greene Sneedville, TN 37869	Farmer/Real Estate	Director	Director	N/A	24,807 (1,3) - 5.00%	N/A	N/A	N/A
Gary E. Varnell Rogersville, TN 37857	Mgr/Operator Retail Office Products	Director	Director	Manager/Operator Rogersville Office Supply (President)(35.5%)	24,115 (3) - 4.86%	N/A	N/A	Rogersville Office Supply 35% Owner
Scott F. Collins Sneedville, TN 37869	Banking	Director	Director Vice President	N/A	2337 - 0.47%	N/A	N/A	N/A
Richard K. Yowell Rogersville, TN 37857	Banking		President/CEO	N/A	0	N/A	N/A	N/A
William E. Phillips II Rogersville, TN 37857	Attorney Phillips & Hale	Director	Director	Attorney/Phillips & Hale	0	N/A	N/A	N/A

1) Includes stock held jointly with spouse for the benefit of others

2) Includes stock held for the benefit of the shareholder

3) Includes stock held jointly with children