

Board of Governors of the Federal Reserve System

FEDERAL RESERVE BANK
OF CLEVELAND



2014 FEB -4 A 10: 57

Annual Report of Holding Companies—FR Y-6
STATISTICS & ANALYSIS
DEPARTMENT

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.

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, William A. Wilburn

Name of the Holding Company Director and Official

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 of Holding Company Director and Official

01/27/2014

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 2909170
C.I. _____

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.

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

December 31, 2013

Month / Day / Year

Reporter's Name, Street, and Mailing Address

First Commerce Bancorp, Inc.

Legal Title of Holding Company

P.O. Box 70

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

Somerset

KY

42502

City

State

Zip Code

107 South Main Street, Somerset, KY 42501

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

William A. Wilburn

President

Name

Title

606-679-9361

Area Code / Phone Number / Extension

606-679-4167

Area Code / FAX Number

twilburn@csbweb.com

E-mail Address

csbweb.com

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

**FIRST COMMERCE BANCORP, INC.
SOMERSET, KENTUCKY
DECEMBER 31, 2013**

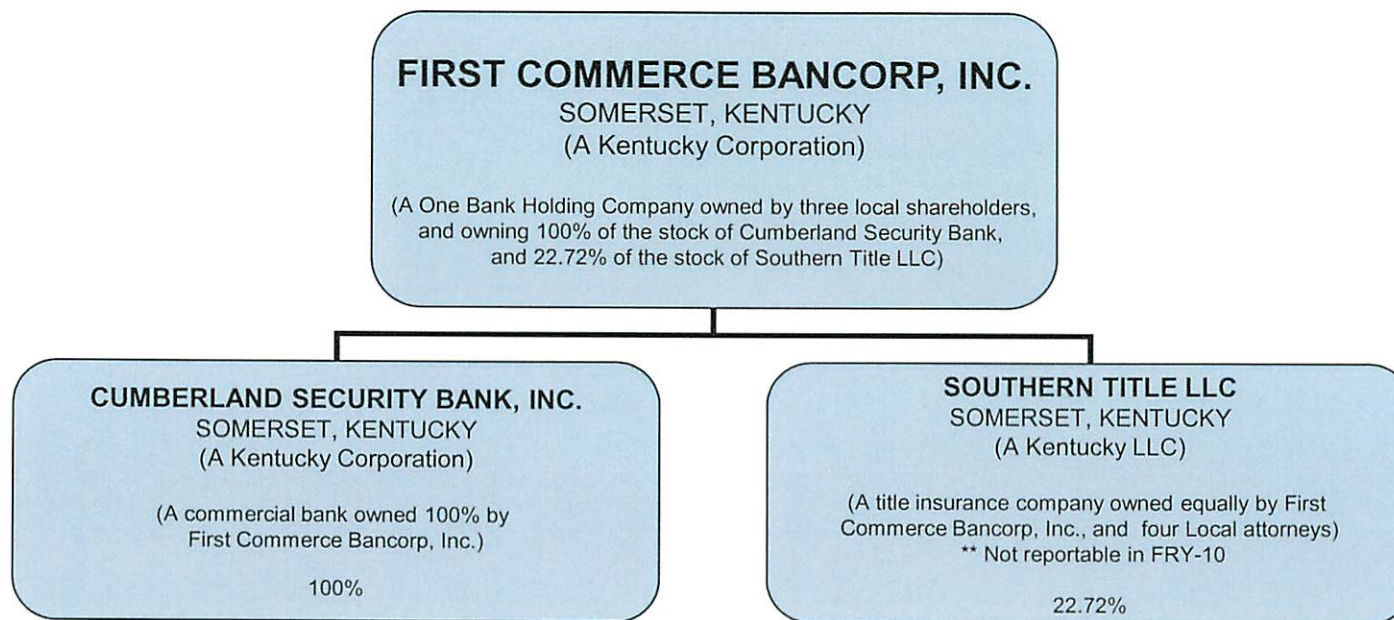
REPORT ITEMS FOR FRY-6

1. No annual report was prepared for the shareholders.
2. (a) First Commerce Bancorp, Inc. owns 100% of all outstanding stock of Cumberland Security Bank, Inc. and 22.72% non-managing member of Southern Title, LLC. Cumberland Security Bank, Inc. has no subsidiaries. (See Attached Organizational Chart)
- (b) Domestic branch listing provided to the Federal Reserve Bank

FIRST COMMERCE BANCORP, INC.

ORGANIZATIONAL CHART 2014

(Rev. 12/13)



Results: A list of branches for your depository institution: CUMBERLAND SECURITY BANK, INC. (ID_RSSD: 202514).
This depository institution is held by FIRST COMMERCE BANCORP, INC. (2909170) of SOMERSET, KY.
The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

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)	202514	CUMBERLAND SECURITY BANK, INC.	107 SOUTH MAIN STREET	SOMERSET	KY	42501	PULASKI	UNITED STATES	7257	0	CUMBERLAND SECURITY BANK, INC.	202514	
ok		Full Service	411419	EUBANK BRANCH	15000 NORTH HIGHWAY 1247	EUBANK	KY	42567	PULASKI	UNITED STATES	13969	2	CUMBERLAND SECURITY BANK, INC.	202514	
ok		Full Service	333016	PREWITT BRANCH	377 SOUTH HIGHWAY 27	SOMERSET	KY	42501	PULASKI	UNITED STATES	224405	4	CUMBERLAND SECURITY BANK, INC.	202514	
ok		Full Service	859114	SOUTH 27 BRANCH	3758 SOUTH HIGHWAY 27	SOMERSET	KY	42501	PULASKI	UNITED STATES	224404	1	CUMBERLAND SECURITY BANK, INC.	202514	

Form FR Y-6
FIRST COMMERCE BANCORP, INC.
Fiscal Year Ending December 31, 2013

Report Item 3: Securities holders

(1)(a)(b)(c) and (2)(a)(b)(c)

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2013

Securities holders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-2013

(1)(a) Name, City, State, Country	(1)(b) Country of Citizenship Or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name, City, State, Country	(2)(b) Country of Citizenship Or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
William A. Wilburn Somerset, Kentucky USA	USA	15,235 47.4 % Common Stock	N/A		
Douglas L. Wilburn Somerset, Kentucky USA	USA	15,235 47.4% Common Stock			
Ben J. Garland Nancy, Kentucky USA	USA	1666 5.2% Common Stock			

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FIRST COMMERCE BANCORP, INC.
Fiscal Year Ending December 31, 2013

Report Item 4: Insiders

(1),(2),(3)(a)(b)(c), and (4)(a)(b)(c)

(1) Name, City, State Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position With Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in subsidiaries (includes names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and Percentage of voting securities held)
<p>William A. Wilburn Somerset, Kentucky USA</p>	<p>N/A</p>	<p>Chairman, President & CEO</p>	<p>Director & President (Cumberland Security Bank)</p>	<p>(1) Woodstock Holding Company, Inc. Director, Treasurer & Secretary (2) Fiberglass Concepts, Inc. Director, Treasurer & Secretary (3) D W Wilburn, Inc. Director, Treasurer & Secretary (4) Somerset Leasing, Inc. Director & President (5) Wilburn Farming Company Partner</p>	<p>47.40%</p>	<p>None</p>	<p>(1) Woodstock Holding Company, Inc. 50% Ownership (2) Fiberglass Concepts, Inc. 25% Ownership (3) Woodstock Holding Company, Inc. owns 100% of D W Wilburn, Inc.; 100% of Somerset Leasing, Inc.; and 98% Wilburn Farming Company</p>

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FIRST COMMERCE BANCORP, INC.
Fiscal Year Ending December 31, 2013

Report Item 4: Insiders – Page 2

(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) Name, City, State Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position With Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in subsidiaries (includes names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and Percentage of voting securities held)
Douglas L. Wilburn Somerset, Kentucky USA	Commercial Construction	Vice President	N/A	(1) Woodstock Holding Company, Inc. Director & President (2) Fiberglass Concepts, Inc. Director (3) D W Wilburn, Inc. Director & President (4) Somerset Leasing, Inc. Director (5) Wilburn Farming Company Partner	47.40%	None	(1) Woodstock Holding Company, Inc. 50% Ownership (2) Fiberglass Concepts, Inc. 25% Ownership (3) Woodstock Holding Company, Inc. owns 100% of D W Wilburn, Inc.; 100% of Somerset Leasing, Inc.; and 98% Wilburn Farming Company

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FIRST COMMERCE BANCORP, INC.
Fiscal Year Ending December 31, 2013

Report Item 4: Insiders – Page 3

(1),(2),(3)(a)(b)(c), and (4)(a)(b)(c)

(1) Name, City, State Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position With Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in subsidiaries (includes names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and Percentage of voting securities held)
<p>Ben J. Garland Nancy, Kentucky USA</p>	<p>Fiberglass Manufacturing</p>	<p>None</p>	<p>Director (Cumberland Security Bank)</p>	<p>(1) Fiberglass Concepts, Inc. Director & President</p>	<p>5.20%</p>	<p>None</p>	<p>(1) Fiberglass Concepts, Inc. 25% Ownership</p>