

Board of Governors of the Federal Reserve System



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)); 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.

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

December 31, 2018

Month / Day / Year

N/A

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

Reporter's Name, Street, and Mailing Address

I, Eli Barber

Name of the Holding Company Director and Official

Secretary

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.

Citizens Commerce Bancshares, Inc.

Legal Title of Holding Company

P.O. Box 1028

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

Versailles KY 40383

City State Zip Code

534 Marsailles Drive

Physical Location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

Eli Barber Secretary

Name Title

859-879-5855

Area Code / Phone Number / Extension

859-879-5955

Area Code / FAX Number

ebarber@citizenscommerce.com

E-mail Address

www.citizenscommerce.com

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

Signature of Holding Company Director and Official

09/16/2019

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. \_\_\_\_\_

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."

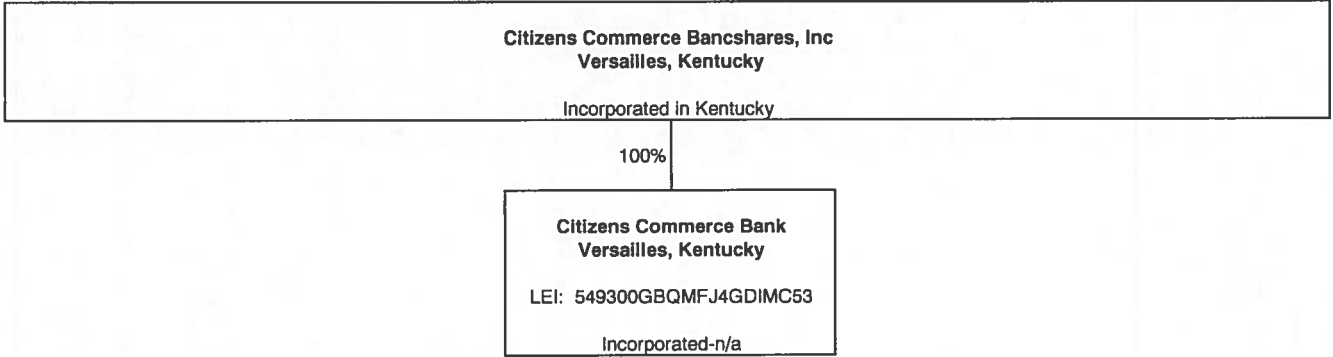
## For Use By Tiered Holding Companies

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

<p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary 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/>	<p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary 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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**CITIZENS COMMERCE BANCSHARES, INC.**  
**FRY-6**  
**DECEMBER 31, 2018**

2a. Organizational Chart



Note: LEI is n/a, unless noted

**CITIZENS COMMERCE BANCSHARES, INC.**  
**FRY-6**  
**DECEMBER 31, 2018**

Results: A list of branches for your holding company: CITIZENS COMMERCE BANCSHARES, INC. (2702278) of VERSAILLES, KY.  
The data are as of 12/31/2018. Data reflects information that was received and processed through 01/10/2019.

**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	6/1/2018	Full Service (Head Office)	2512347	CITIZENS COMMERCE BANK	534 MARSAILLES DRIVE	VERSAILLES	KY	40383	WOODFORD	UNITED STATES	57015		0 CITIZENS COMMERCE BANK	2512347	
Change	6/1/2018	Full Service	3764983	FRANKFORT BRANCH	108 SEA HERO ROAD	FRANKFORT	KY	40601	FRANKLIN	UNITED STATES	468293		2 CITIZENS COMMERCE BANK	2512347	
Add	5/25/2018	Full Service	2849940	NICHOLS PARK BRANCH	4097 NICHOLS PARK DRIVE, SUITE 100	LEXINGTON	KY	40503	FAYETTE	UNITED STATES	598300		4 CITIZENS COMMERCE BANK	2512347	
Change	6/1/2018	Full Service	3929009	NICHOLASVILLE BRANCH	714 SOUTH MAIN STREET	NICHOLASVILLE	KY	40356	JESSAMINE	UNITED STATES	493072		3 CITIZENS COMMERCE BANK	2512347	
Change	6/1/2018	Full Service	2849940	SOUTH MAIN STREET BRANCH	231 SOUTH MAIN STREET	VERSAILLES	KY	40383	WOODFORD	UNITED STATES	290507		1 CITIZENS COMMERCE BANK	2512347	

**CITIZENS COMMERCE BANCSHARES, INC.**

**FRY-6**

**DECEMBER 31, 2018**

Report item 3: Shareholders

(1)(a) (1)(b) (1)(c) (2)(a) (2)(b) (2)(c) .

Current shareholders with ownership, control or holdings of 5% or more with power to vote as of 12/31/18				Shareholders 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 12/31/18		
(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) . Number and Percentage of Each Class of Voting Securities		(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) . Number and Percentage of Each Class of Voting Securities
Timothy Cambron Versailles, KY USA	USA	1,194,947 (Common Stock)	29.81%	None		
Dr. Denis King Frankfort, KY USA	USA	536,961 (Common Stock)	13.40%			
David Meyers Versailles, KY USA	USA	333,605 (Common Stock)	8.32%			

**Citizens Commerce Bancshares, Inc**  
**FR Y-6**  
**2018**

Report Item 4: Directors and Officers  
(1) (2) (3)(a)(b)(c) and (4)(a)(b)(c).

(1) Name & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Co.	(3)(a) Title & Position with Bank Holding Co.	(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 Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include 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.
<b>Jeff Ball</b> Nicholasville, KY USA	EVP/ President Nicholasville Market & Senior Lender Citizens Commerce Bank	Director	Citizens Commerce Bank EVP/ President Nicholasville Market & Senior Lender Director	None	1.73%	0.00%	BHG - Palomar LLC Drakes Holdings III, LLC 0.55% 0.25%
<b>Tim Cambron</b> Versailles, KY USA	Business Owner	Director	Citizens Commerce Bank Director	President - Ruggles Sign Co Partner - Creekside Farm Partner - CAMCO Properties, LLC Partner - NORBMAC, LLC Partner - Olde Post Office LLC	29.81%	0.00%	Ruggles Sign Co Creekside Farm CAMCO Properties, LLC Olde Post Office LLC NORBMAC, LLC 30.00% 25.00% 50.00% 25.00% 20.00%
<b>Dr. Dale Goodin</b> Versailles, KY USA	Physician	Director	Citizens Commerce Bank Director	Partner - Central Ky. Medical Group, PSC	0.72%	0.00%	Central Ky. Medical Group, PSC 50.00%
<b>Dr. Denis King</b> Frankfort, KY USA	Veterinarian	Director	Citizens Commerce Bank Director	Owner- Frankfort Animal Clinic	13.40%	0.00%	Frankfort Animal Clinic KGK Enterprises KGK II Enterprises MRK Warehouse Enterprises, LLC Meade Properties, LLC Hometown Plaza 50.00% 16.66% 16.66% 20.00% 25.00% 33.33% 12.50%
<b>Michelle Oxley</b> Versailles, KY USA	President & CEO Citizens Commerce Bank	Treasurer Director	Citizens Commerce Bank President & CEO Director	None	1.69%	0.00%	N/A N/A
<b>Ken Reed</b> Versailles, KY USA	Retired	Director	Citizens Commerce Bank Director	None	1.90%	0.00%	N/A N/A
<b>Barry Settles</b> Versailles, KY USA	Attorney	Director	Citizens Commerce Bank Director	Owner- Barry Settles Law Office Owner-Oxford Ventures, LLC	2.09%	0.00%	Barry Settles Law Office Oxford Ventures, LLC Frankfort Excel Properties, LLC Frankfort Champion Properties, LLC 100.00% 100.00% 100.00% 100.00%
<b>Bill Shanks</b> Versailles, KY USA	Retired	Director	Citizens Commerce Bank Director	Partner - Convenient Food Mart #175 Partner - M & W HHI Rentals, LLC	2.43%	0.00%	Convenient Food Mart #175 M & W HHI Rentals, LLC 51.00% 50.00%
<b>Frank Stark</b> Versailles, KY USA	Retired	Chairman of the Board President/CEO	Citizens Commerce Bank Director	None	1.31%	0.00%	N/A N/A

Note: Dr. Denis King and Michelle Oxley were appointed to the Board of Directors of Citizens Commerce Bancshares, Inc on January 25, 2017.