

Board of Governors of the Federal Reserve System

FEDERAL RESERVE BANK
OF CLEVELAND



Annual Report of Holding Companies—FR Y-6

2014 APR -4 P 2:26
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.

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.

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.

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

December 31, 2013

Month / Day / Year

I, **Michelle Oxley**

Reporter's Name, Street, and Mailing Address

Citizens Commerce Bancshares

Name of the Holding Company Director and Official

Legal Title of Holding Company

Secretary/Treasurer

P.O. Box 1028

Title of the Holding Company Director and Official

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

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.

Versailles **KY** **40383**

City State Zip Code

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.

534 Marsailles Drive

Physical location (if different from mailing address)

Michelle Oxley

Signature of Holding Company Director and Official

Person to whom questions about this report should be directed:

Michelle Oxley

Secretary/Treasurer

Name

Title

859-879-5879

Area Code / Phone Number / Extension

589-879-5979

Area Code / FAX Number

moxley@citizenscommerce.com

E-mail Address

www.citizenscommerce.com

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

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.

2702278

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

CITIZENS COMMERCE BANCSHARES, INC
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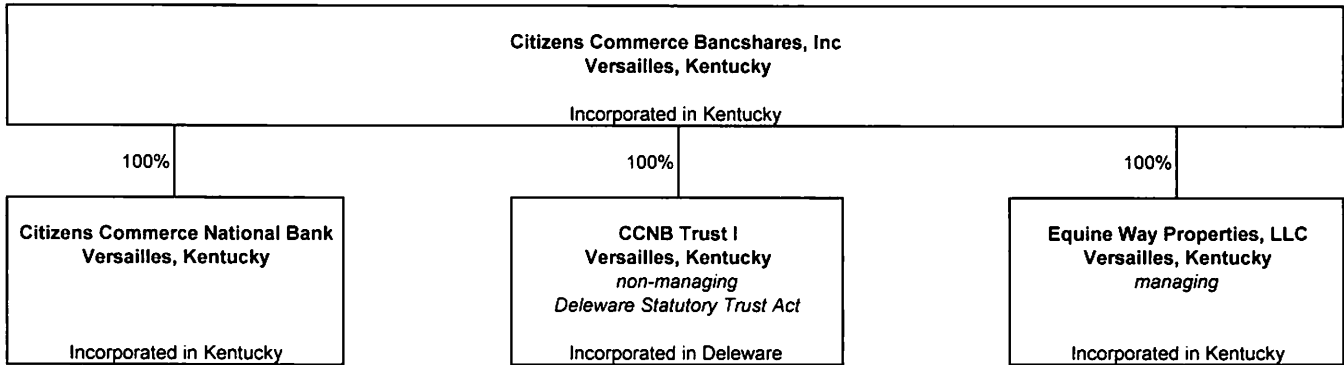
Report Item 1: Annual Report to Shareholders - Will Not Be Prepared for 2013

CITIZENS COMMERCE BANCSHARES, INC.

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2a. Organizational Chart



CITIZENS COMMERCE BANCSHARES, INC.

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Results: A list of branches for your depository institution: **CITIZENS COMMERCE NATIONAL BANK (ID_RSSD: 2512347)**.
 This depository institution is held by **CITIZENS COMMERCE BANCSHARES, INC. (2702278)** of **VERSAILLES, 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*
OK		Full Service (Head Office)	2512347	CITIZENS COMMERCE NATIONAL BANK	534 MARSAILLES DRIVE	VERSAILLES	KY	40383	WOODFORD	UNITED STATES	57015	0	CITIZENS COMMERCE NATIONAL BANK	2512347
OK		Full Service	3764983	FRANKFORT BRANCH	106 SEA HERO ROAD	FRANKFORT	KY	40601	FRANKLIN	UNITED STATES	468293	2	CITIZENS COMMERCE NATIONAL BANK	2512347
Change	Dec-12	Full Service	3929009	NICHOLASVILLE BRANCH	714 SOUTH MAIN STREET	NICHOLASVILLE	KY	40356	JESSAMINE	UNITED STATES	493072	3	CITIZENS COMMERCE NATIONAL BANK	2512347
OK		Full Service	2849940	SOUTH MAIN STREET BRANCH	231 SOUTH MAIN STREET	VERSAILLES	KY	40383	WOODFORD	UNITED STATES	290507	1	CITIZENS COMMERCE NATIONAL BANK	2512347

CITIZENS COMMERCE BANCSHARES, INC.

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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 12/31/13				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 12/31/12		
(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
Bill Shanks Versailles, KY USA	USA	230,422 (Common Stock)	13.30%	None		
Jeffrey Ball Nicholasville, KY USA	USA	188,668 (Common Stock)	10.89%			
John Soper Versailles, KY USA	USA	130,304 (Common Stock)	7.52%			

CITIZENS COMMERCE BANCSHARES, INC.

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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 Occupati 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.	
Barry Settles Versailles, KY USA	Attorney	Director	Citizens Commerce National Bank Director	Owner-Oxford Ventures, LLC Partner - P & S Investments, LLC Owner- Walthier, Rourke, Gay and Todd	2.80%	0.00%	Oxford Ventures, LLC P & S Investments, LLC Walthier, Rourke, Gay and Todd	100.00% 100.00% <25%
Bill Shanks Versailles, KY USA	Business Owner	Director	Citizens Commerce National Bank Director	Partner - Convenient Food Mart #175 Partner - M & W HHI Rentals, LLC	13.30%	0.00%	Convenient Food Mart #175 M & W HHI Rentals, LLC	51.00% 50.00%
Dale Goodlin Versailles, KY USA	Physician	Director	Citizens Commerce National Bank Director	Partner - Central Ky. Medical Group, PSC Partner - Snake Creek Farm, LLC	3.02%	0.00%	Central Ky. Medical Group, PSC Snake Creek Farm, LLC	25.00% 67.00%
Frank Stark Versailles, KY USA	Retired	Chairman of the Board President/CEO	Citizens Commerce National Bank Director	None	0.92%	0.00%	None	
Ken Reed Versailles, KY USA	Retired	Director	Citizens Commerce National Bank Director	None	2.03%	0.00%	None	
Tim Cambron Versailles, KY USA	Business Owner	Director	Citizens Commerce National Bank Director	President - Ruggles Sign Co Partner - Creekside Farm Partner - CAMCO Properties, LLC Partner- NORBMAC, LLC	2.91%	0.00%	Ruggles Sign Co Creekside Farm CAMCO Properties, LLC Versailles Capital Group NORBMAC, LLC	23.00% 25.00% 50.00% 49.24% 20.00%
Jeff Ball Nicholasville, KY USA	Director	Executive Vice President	Citizens Commerce National Bank EVP/ President Nicholasville Market Director	None	10.89%	0.00%	None	
Michelle Oxley Versailles, KY USA	Executive Vice President Secretary/Treasurer	Executive Vice President Secretary/Treasurer	Citizens Commerce National Bank President & CEO Director	None	0.32%	0.00%	None	