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)); 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

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.

Date of Report (top-tier holding company’s fiscal year-end):
December 31, 2013

Month / Day / Year

Reporters’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
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:
☐ No

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.”

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 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, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20563.

12/2012
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
Results: A list of branches for your depository institution: CUMBERLAND SECURITY BANK, INC. (ID_RSSD: 20254).
This depository institution is held by FIRST COMMERCE BANCORP, INC. (2009170) 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 Procedures
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.

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Type</th>
<th>Branch_ID_RSSD*</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FDIC UNINUM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office_ID_RSSD*</th>
</tr>
</thead>
<tbody>
<tr>
<td>ok</td>
<td>202514</td>
<td>Full Service</td>
<td>202514</td>
<td>CUMBERLAND SECURITY BANK, INC.</td>
<td>307 SOUTH MAIN STREET</td>
<td>SOMERSET</td>
<td>KY</td>
<td>42501</td>
<td>PULASKI</td>
<td>UNITED STATES</td>
<td>7957</td>
<td>0 CUMBERLAND SECURITY BANK, INC.</td>
<td>202514</td>
<td></td>
</tr>
<tr>
<td>ok</td>
<td>411439</td>
<td>Full Service</td>
<td>411439</td>
<td>EURANK BRANCH</td>
<td>15000 NORTH HIGHWAY 1247</td>
<td>EURANK</td>
<td>KY</td>
<td>42567</td>
<td>PULASKI</td>
<td>UNITED STATES</td>
<td>13959</td>
<td>2 CUMBERLAND SECURITY BANK, INC.</td>
<td>202514</td>
<td></td>
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<tr>
<td>ok</td>
<td>333016</td>
<td>Full Service</td>
<td>333016</td>
<td>PREVATT BRANCH</td>
<td>377 SOUTH HIGHWAY 27</td>
<td>SOMERSET</td>
<td>KY</td>
<td>42501</td>
<td>PULASKI</td>
<td>UNITED STATES</td>
<td>22400</td>
<td>4 CUMBERLAND SECURITY BANK, INC.</td>
<td>202514</td>
<td></td>
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<tr>
<td>ok</td>
<td>859164</td>
<td>Full Service</td>
<td>859164</td>
<td>SOUTH 27 BRANCH</td>
<td>3758 SOUTH HIGHWAY 27</td>
<td>SOMERSET</td>
<td>KY</td>
<td>42501</td>
<td>PULASKI</td>
<td>UNITED STATES</td>
<td>22400</td>
<td>2 CUMBERLAND SECURITY BANK, INC.</td>
<td>202514</td>
<td></td>
</tr>
</tbody>
</table>
### 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

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

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

<table>
<thead>
<tr>
<th>(2)(a) Name, City, State, Country</th>
<th>(2)(b) Country of Citizenship Or Incorporation</th>
<th>(2)(c) Number and Percentage of Each Class of Voting Securities</th>
</tr>
</thead>
<tbody>
<tr>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>(1) Name</td>
<td>City, State Country</td>
<td>(2) Principal Occupation if other than with Holding Company</td>
</tr>
<tr>
<td>----------</td>
<td>---------------------</td>
<td>-------------------------------------------------------------</td>
</tr>
<tr>
<td>William A. Wilburn</td>
<td>Somerset, Kentucky USA</td>
<td>N/A</td>
</tr>
<tr>
<td>(1) Name, City, State Country</td>
<td>(2) Principal Occupation if other than with Holding Company</td>
<td>(2)(a) Title &amp; Position with Holding Company</td>
</tr>
<tr>
<td>-------------------------------</td>
<td>------------------------------------------------</td>
<td>---------------------------------</td>
</tr>
<tr>
<td>Douglas L. Wilburn, Somerset, Kentucky USA</td>
<td>Commercial Construction</td>
<td>Vice President</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(1) Name, City, State Country</td>
<td>(2) Principal Occupation if other than with Holding Company</td>
<td>(3)(a) Title &amp; Position with Subsidiaries (include names of subsidiaries)</td>
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<tr>
<td>-------------------------------</td>
<td>----------------------------------------------------------</td>
<td>---------------------------------------------------------------</td>
</tr>
<tr>
<td>Ben J. Garland, Nancy, Kentucky USA</td>
<td>Fiberglass Manufacturing</td>
<td>None</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>