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 officer of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior officer and is also a director, the chairman of the board must sign the report.

I, Michelle Oxlery
Name of the Holding Company Director and Official
Secretary/Treasurer
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

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 2702278
C.I.

Date of Report (top-tier holding company’s fiscal year-end):
December 31, 2014

Month / Day / Year

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

Reporters Name, Street, and Mailing Address
Citizens Commerce Bancshares

Legal Title of Holding Company
P.O. Box 1028
Versailles KY 40383

City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
Michelle Oxlery
Name Secretary/Treasurer
Title

Area Code / Phone Number / Extension
859-879-5879

Area Code / FAX Number
859-879-5879

E-mail Address
moxley@citizenscommerce.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

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, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.
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. § 3105(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.

Michelle Oxley
Name of the Holding Company Director and Official
Secretary/Treasurer
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

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

R.S.S.D. ID: 21022278
C.I:

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2014
Month / Day / Year

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

Reporter's Name, Street, and Mailing Address
Citizens Commerce Bancshares
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)

Person to whom questions about this report should be directed:
Michelle Oxley
Name
Secretary/Treasurer
Title

Area Code / Phone Number / Extension
859-879-5879

Area Code / FAX Number
859-879-5979

E-mail Address
moxley@citizenscommerce.com

Address (URL) for the Holding Company's web page
www.citizenscommerce.com

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, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.
Report Item 1: Annual Report to Shareholders - Will Not Be Prepared for 2014
Citizens Commerce Bancshares, Inc
Versailles, Kentucky
Incorporated in Kentucky

100%

Citizens Commerce National Bank
Versailles, Kentucky
Incorporated in Kentucky

100%

CCNB Trust I
Versailles, Kentucky
non-managing
Delaware Statutory Trust Act
Incorporated in Delaware

100%

Equine Way Properties, LLC
Versailles, Kentucky
managing
Incorporated in Kentucky
CITIZENS COMMERCE BANCSHARES, INC.
FRY-6
DECEMBER 31, 2014

Results: A list of branches for your depositary institution: CITIZENS COMMERCE NATIONAL BANK (ID_RSSD: 2512347).
This depositary institution is held by CITIZENS COMMERCE BANCSHARES, INC. (C1002279) of VERSAILLES, KY.
The data are as of 12/31/2014. Data reflects information that was received and processed through 01/07/2015.

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, leave 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 depositary institution, enter 'Delete' in the Data Action column.
Add: If a reportable branch is missing, insert a new 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.

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service 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 ID_RSSD*</th>
<th>Comment</th>
</tr>
</thead>
<tbody>
<tr>
<td>Ok</td>
<td>2512347</td>
<td>Full Service (Head Office)</td>
<td>2512347</td>
<td>CITIZENS COMMERCE NATIONAL BANK</td>
<td>354 MARSHALLS DRIVE</td>
<td>VERSAILLES</td>
<td>KY</td>
<td>46083</td>
<td>WOODFORD</td>
<td>UNITED STATES</td>
<td>57051</td>
<td>0</td>
<td>CITIZENS COMMERCE NATIONAL BANK</td>
<td>2512347</td>
</tr>
<tr>
<td>Ok</td>
<td>2512347</td>
<td>Full Service</td>
<td>2512347</td>
<td>FRANKFORT BRANCH</td>
<td>205 SEA HERO ROAD</td>
<td>FRANKFORT</td>
<td>KY</td>
<td>46020</td>
<td>FRANKLIN</td>
<td>UNITED STATES</td>
<td>40623</td>
<td>0</td>
<td>CITIZENS COMMERCE NATIONAL BANK</td>
<td>2512347</td>
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<tr>
<td>Change</td>
<td>12/31/2013</td>
<td>Full Service</td>
<td>2512347</td>
<td>NICHOLASVILLE BRANCH</td>
<td>114 SOUTH MAIN STREET</td>
<td>NICHOLASVILLE</td>
<td>KY</td>
<td>40056</td>
<td>FREDERICKSBURG</td>
<td>UNITED STATES</td>
<td>40607</td>
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<td>CITIZENS COMMERCE NATIONAL BANK</td>
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<tr>
<td>Change</td>
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<td>Full Service</td>
<td>2512347</td>
<td>SOUTH MAIN STREET BRANCH</td>
<td>231 SOUTH MAIN STREET</td>
<td>VERSAILLES</td>
<td>KY</td>
<td>46083</td>
<td>WOODFORD</td>
<td>UNITED STATES</td>
<td>2512347</td>
<td>0</td>
<td>CITIZENS COMMERCE NATIONAL BANK</td>
<td>2512347</td>
</tr>
<tr>
<td>Current shareholders with ownership, control or holdings of 5% or more with power to vote as of 12/31/14</td>
<td>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</td>
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</tr>
<tr>
<td>(1)(a) Name &amp; Address (City, State, Country)</td>
<td>(1)(b) Country of Citizenship or Incorporation</td>
<td>(1)(c) Number and Percentage of Each Class of Voting Securities</td>
<td>(2)(a) Name &amp; Address (City, State, Country)</td>
<td>(2)(b) Country of Citizenship or Incorporation</td>
<td>(2)(c) Number and Percentage of Each Class of Voting Securities</td>
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<tr>
<td>Bill Shanks Versailles, KY USA</td>
<td>USA (Common Stock)</td>
<td>230,422</td>
<td>13.11%</td>
<td>None</td>
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<tr>
<td>Jeffrey Ball Nicholasville, KY USA</td>
<td>USA (Common Stock)</td>
<td>188,668</td>
<td>10.90%</td>
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<tr>
<td>John Soper Versailles, KY USA</td>
<td>USA (Common Stock)</td>
<td>130,304</td>
<td>7.53%</td>
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<tr>
<td>Name &amp; Address</td>
<td>Principal Occupation</td>
<td>Title &amp; Position with Subsidiaries (include names of subsidiaries)</td>
<td>Title &amp; Position with Other Businesses (include names of other businesses)</td>
<td>Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)</td>
<td>Percentage of Voting Shares in Bank Holding Company</td>
<td>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.</td>
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<tr>
<td>Jeff Ball</td>
<td>Director</td>
<td>Citizens Commerce National Bank</td>
<td>None</td>
<td>10.90%</td>
<td>0.00%</td>
<td>Versailles Capital Group, LLC &lt;25%</td>
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<tr>
<td>Nicolasville, KY, USA</td>
<td></td>
<td>EVP/ President Nicholasville Market</td>
<td>Director</td>
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<tr>
<td>Tim Cambron</td>
<td>Business Owner</td>
<td>Citizens Commerce National Bank</td>
<td>President - Ruggles Sign Co</td>
<td>2.91%</td>
<td>0.00%</td>
<td>Ruggles Sign Co 30.00% CAMCO Properties, LLC 50.00% Versailles Capital Group &lt;25%</td>
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<tr>
<td>Versailles, KY, USA</td>
<td></td>
<td>Director</td>
<td>Partner - Creekside Farm Partner - CAMCO Properties, LLC Partner- NORBMAC, LLC</td>
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<tr>
<td>Dale Goodin</td>
<td>Physician</td>
<td>Citizens Commerce National Bank</td>
<td>Partner - Central Ky. Medical Group, PSC</td>
<td>3.02%</td>
<td>0.00%</td>
<td>Central Ky. Medical Group, PSC 33.00% Versailles Capital Group &lt;25%</td>
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<tr>
<td>Versailles, KY, USA</td>
<td></td>
<td>Director</td>
<td>Partner - Snake Creek Farm, LLC</td>
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<tr>
<td>Denis King</td>
<td>Veterinarian</td>
<td>Citizens Commerce National Bank</td>
<td>Owner- Frankfort Animal Clinic</td>
<td>0.29%</td>
<td>0.00%</td>
<td>Frankfort Animal Clinic 50.00% KGK Enterprises 16.66% KGK II Enterprises 16.66% MRK 20.00% Warehouse Enterprises, LLC 25.00% Meade Properties, LLC 33.33% Hometown Plaza 12.50% Versailles Capital Group &lt;25%</td>
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<tr>
<td>Frankfort, KY, USA</td>
<td></td>
<td>Director</td>
<td>Owner- Frankfort Animal Clinic</td>
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<tr>
<td>Michelle Oxley</td>
<td>Executive Vice President</td>
<td>Citizens Commerce National Bank</td>
<td>None</td>
<td>0.32%</td>
<td>0.00%</td>
<td>Versailles Capital Group, LLC &lt;25%</td>
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<tr>
<td>Versailles, KY, USA</td>
<td></td>
<td>Secretary/Treasurer</td>
<td>President &amp; CEO Director</td>
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<tr>
<td>Ken Reed</td>
<td>Retired</td>
<td>Citizens Commerce National Bank</td>
<td>None</td>
<td>2.03%</td>
<td>0.00%</td>
<td>Versailles Capital Group, LLC &lt;25%</td>
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<tr>
<td>Versailles, KY, USA</td>
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<td>Director</td>
<td>President &amp; CEO Director</td>
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<tr>
<td>Barry Settles</td>
<td>Attorney</td>
<td>Citizens Commerce National Bank</td>
<td>Owner- Barry Settles Law Office Owner-Oxford Ventures, LLC</td>
<td>2.80%</td>
<td>0.00%</td>
<td>Barry Settles Law Office 100.00% Oxford Ventures, LLC 100.00% Versailles Capital Group, LLC &lt;25%</td>
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<tr>
<td>Versailles, KY, USA</td>
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<td>Director</td>
<td>Owner- Oxford Ventures, LLC</td>
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<tr>
<td>Bill Shanks</td>
<td>Business Owner</td>
<td>Citizens Commerce National Bank</td>
<td>Partner - Convenient Food Mart #175 Partner - M &amp; W HHI Rentals, LLC</td>
<td>13.31%</td>
<td>0.00%</td>
<td>Convenient Food Mart #175 M &amp; W HHI Rentals, LLC Versailles Capital Group, LLC &lt;25%</td>
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<tr>
<td>Versailles, KY, USA</td>
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<td>Director</td>
<td>Owner- Oxford Ventures, LLC</td>
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<tr>
<td>Frank Stark</td>
<td>Retired</td>
<td>Chairman of the Board</td>
<td>Citizens Commerce National Bank</td>
<td>0.92%</td>
<td>0.00%</td>
<td>Versailles Capital Group, LLC &lt;25%</td>
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<tr>
<td>Versailles, KY, USA</td>
<td></td>
<td>President/CEO</td>
<td>Director</td>
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</tbody>
</table>

Fry-6 2014 Directors & Officers