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. §§ 246(a)(1), 247 and 247a); 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

6/29/2015

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: 30014320
C.I.

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

None
Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

First Commerce Bancorp, Inc.
Reporter's Name Street, and Mailing Address

P.O. Box 70
Mailing Address of the Holding Company Street / P.O. Box

Somerset, Kentucky 42502
City State Zip Code

107 South Main Street, Somerset, Kentucky 42501
Physical Location (if different from mailing address)

William A. Wilburn President
Person to whom questions about this report should be directed:

Name Title

606-679-9361
Area Code / Phone Number / Extension

606-679-4167
Area Code / FAX Number
twilburn@csweb.com
E-mail Address
csweb.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.

10/2014
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
2015

(Rev. 1/15)

FIRST COMMERCE BANCORP, INC.
SOMERSET, KENTUCKY
(A Kentucky Corporation)

(A One Bank Holding Company owned by three local shareholders, and owning 100% of the stock of Cumberland Security Bank, and 22.72% of the stock of Southern Title LLC)

CUMBERLAND SECURITY BANK, INC.
SOMERSET, KENTUCKY
(A Kentucky Corporation)

(A commercial bank owned 100% by First Commerce Bancorp, Inc.)

100%

SOUTHERN TITLE LLC
SOMERSET, KENTUCKY
(A Kentucky LLC)

(A title insurance company owned equally by First Commerce Bancorp, Inc., and four Local attorneys)

** Not reportable in FRY-10

22.72%
<table>
<thead>
<tr>
<th>Date/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 UNRUM®</th>
<th>Office Number</th>
<th>Head Office</th>
<th>Head Office ID_RSSD®</th>
<th>Comments</th>
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<tbody>
<tr>
<td>OK</td>
<td>12/23/2015</td>
<td>Full Service</td>
<td>42501</td>
<td>CUMBERLAND SECURITY BANK, INC.</td>
<td>207 SOUTH MAIN STREET</td>
<td>SOMERSET</td>
<td>KY</td>
<td>42501</td>
<td>PULASKI</td>
<td>UNITED STATES</td>
<td>20514</td>
<td>CUMBERLAND SECURITY BANK, INC.</td>
<td>20514</td>
<td></td>
<td></td>
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<td>OK</td>
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<td>42501</td>
<td>EUBANK BRANCH</td>
<td>5500 NORTH HIGHWAY 1247</td>
<td>EUBANK</td>
<td>KY</td>
<td>42501</td>
<td>PULASKI</td>
<td>UNITED STATES</td>
<td>20514</td>
<td>CUMBERLAND SECURITY BANK, INC.</td>
<td>20514</td>
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<td></td>
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<tr>
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<td>42501</td>
<td>PREWITT 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>20514</td>
<td>CUMBERLAND SECURITY BANK, INC.</td>
<td>20514</td>
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<tr>
<td>OK</td>
<td>12/23/2015</td>
<td>Full Service</td>
<td>42501</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>20514</td>
<td>CUMBERLAND SECURITY BANK, INC.</td>
<td>20514</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
# Form FR Y-6

**FIRST COMMERCE BANCORP, INC.**  
Fiscal Year Ending December 31, 2014

## 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 12-31-2014

<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>
<th>(2)(a)(b)(c) 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 12-31-2014</th>
</tr>
</thead>
<tbody>
<tr>
<td>William A. Wilburn</td>
<td>USA</td>
<td>15,235 47.4% Common Stock</td>
<td>N/A</td>
</tr>
<tr>
<td>Somerset, Kentucky USA</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Douglas L. Wilburn</td>
<td>USA</td>
<td>15,235 47.4% Common Stock</td>
<td>N/A</td>
</tr>
<tr>
<td>Somerset, Kentucky USA</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Ben J. Garland</td>
<td>USA</td>
<td>1666 5.2% Common Stock</td>
<td>N/A</td>
</tr>
<tr>
<td>Nancy, Kentucky USA</td>
<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 Holding Company</td>
<td>(3)(b) Title &amp; Position with Other Businesses (include names of subsidiaries)</td>
</tr>
<tr>
<td>---</td>
<td>---</td>
<td>---</td>
<td>---</td>
</tr>
<tr>
<td>William A. Wilburn</td>
<td>N/A</td>
<td>Chairman, President &amp; CEO</td>
<td>Director &amp; President (Cumberland Security Bank)</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 Holding Company</td>
<td>(3)(b) Title &amp; Position with Subsidiaries (include names of subsidiaries)</td>
</tr>
<tr>
<td>--------------------------------</td>
<td>----------------------------------------------------------</td>
<td>---------------------------------------------</td>
<td>-------------------------------------------------</td>
</tr>
<tr>
<td>Douglas L. Wilburn</td>
<td>Commercial Construction</td>
<td>Vice President</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>(3)(a) Title &amp; Position with Subsidiaries (include names of subsidiaries)</td>
<td>(3)(b) Title &amp; Position with Other Businesses (include names of other businesses)</td>
</tr>
<tr>
<td>-------------------------------</td>
<td>-----------------------------------------------------------</td>
<td>------------------------------------------------------------------</td>
<td>---------------------------------------------------------------------------------</td>
</tr>
<tr>
<td>Ben J. Garland, Nancy, Kentucky USA</td>
<td>Fiberglass Manufacturing</td>
<td>None</td>
<td>Director (Cumberland Security Bank)</td>
</tr>
</tbody>
</table>