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), 2B, 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.

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.

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
02/21/2017

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
- [x] will be sent under separate cover
- [ ] is not prepared

For Federal Reserve Bank Use Only

RSSD ID: 3909170
C.I.:

Is confidential treatment requested for any portion of this report submission? [ ] No [ ] 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."

Date of Report (top-tier holding company’s fiscal year-end):
December 31, 2016

Month / Day / Year

None

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

Report’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, Kentucky 42501
Physical Location (if different from mailing address)

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

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

Public reporting burden for this information collection is estimated to vary from 1 to 101 hours per response, with an average of 5.50 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 Reducation Project (7100-0297), Washington, DC 20503.
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
2017

(Rev. 1/17)

FIRST COMMERCE BANCORP, INC.
LEI - None
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.
LEI - None
SOMERSET, KENTUCKY
(A Kentucky Corporation)

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

100%

SOUTHERN TITLE LLC
LEI - None
SOMERSET, KENTUCKY
(A Kentucky LLC)

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

** Not reportable in FRY-10

22.72%
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 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 hard copy format or via the FR Y-10 Online application - https://y10online.federalreserv.gov.

* FDC URN ITM, Office Number, and ID_RISIO 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_RISIO</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>FICL URN ITM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID_RISIO*</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>200511</td>
<td>LUMBERLAND SECURITY BANK, INC</td>
<td>607 SOUTH MAIN STREET</td>
<td>SOMERSET</td>
<td>KY</td>
<td>42501</td>
<td>PULASKI</td>
<td>UNITED STATES</td>
<td>KC</td>
<td>025314</td>
<td>0</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>311439</td>
<td>LUMBERLAND SECURITY BANK</td>
<td>15000 NORTH HIGHWAY 127</td>
<td>LUMBER</td>
<td>KY</td>
<td>42501</td>
<td>PULASKI</td>
<td>UNITED STATES</td>
<td>KC</td>
<td>025314</td>
<td>0</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>313018</td>
<td>PREMISE 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>KC</td>
<td>025314</td>
<td>0</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>330114</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>KC</td>
<td>025314</td>
<td>0</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
# Form FR Y-6
FIRST COMMERCE BANCORP, INC.
Fiscal Year Ending December 31, 2016

## Report Item 3: Securities holders
(1)(a)(b)(c) and (2)(a)(b)(c)

<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) 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>William A. Wilburn, Somerset, Kentucky, USA</td>
<td>USA</td>
<td>15,235</td>
<td>47.4% Common Stock</td>
<td>N/A</td>
<td>N/A</td>
</tr>
<tr>
<td>Douglas L. Wilburn, Somerset, Kentucky, USA</td>
<td>USA</td>
<td>15,235</td>
<td>47.4% Common Stock</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Ben J. Garland, Nancy, Kentucky, USA</td>
<td>USA</td>
<td>1666</td>
<td>5.2% Common Stock</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>
<td>(3)(b) Title &amp; Position with Other Businesses (include names of other businesses)</td>
<td>(4)(a) Percentage of Voting Shares in Holding Company</td>
<td>(4)(b) Percentage of Voting Shares in subsidiaries (includes names of voting securities held)</td>
</tr>
<tr>
<td>-------------------------------</td>
<td>----------------------------------------------------------</td>
<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>
<td>47.40%</td>
<td>None</td>
</tr>
<tr>
<td>Somerset, Kentucky USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>(1) Woodstock Holding Company, Inc. Director, Treasurer &amp; Secretary</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>(2) Fiberglass Concepts, Inc. Director, Treasurer &amp; Secretary</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>(3) D W Wilburn, Inc. Director, Treasurer &amp; Secretary</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>(4) Somerset Leasing, Inc. Director &amp; President</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>(5) Wilburn Farming Company Partner</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

(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)

(1) Woodstock Holding Company, Inc. 50% Ownership
(2) Fiberglass Concepts, Inc. 25% Ownership
(3) Woodstock Holding Company, Inc. owns 100% of D W Wilburn, Inc.; 100% of Somerset Leasing, Inc.; 98% Wilburn Farming Company; and 50% Ownership of CRM/DWW, LLC.
<table>
<thead>
<tr>
<th>(1) Name, City, State Country</th>
<th>(2) Principal Occupation if other than with Holding Company</th>
<th>(3)(a) Title &amp; Position With Holding Company</th>
<th>(3)(b) Title &amp; Position with Subsidiaries (include names of subsidiaries)</th>
<th>(3)(c) Title &amp; Position with Other Businesses (include names of other businesses)</th>
<th>(4)(a) Percentage of Voting Shares in Holding Company</th>
<th>(4)(b) Percentage of Voting Shares in subsidiaries (includes names of subsidiaries)</th>
<th>(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)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Douglas L. Wilburn</td>
<td>Commercial Construction</td>
<td>Vice President</td>
<td>N/A</td>
<td>Woodstock Holding Company, Inc.</td>
<td>47.40%</td>
<td>None</td>
<td>Woodstock Holding Company, Inc. 50% Ownership (2) Fiberglass Concepts, Inc. 25% Ownership (3) Woodstock Holding Company, Inc. owns 100% of D W Wilburn, Inc.; 100% of Somerset Leasing, Inc.; 98% Wilburn Farming Company; and 50% ownership of CRM/DWW, LLC</td>
</tr>
<tr>
<td>Somerset, Kentucky USA</td>
<td></td>
<td></td>
<td></td>
<td>Director &amp; President</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 Subsidiaries (include names of subsidiaries)</td>
<td>(3)(c) Title &amp; Position with Other Businesses (include names of other businesses)</td>
<td>(4)(a) Percentage of Voting Shares in Holding Company</td>
<td>(4)(b) Percentage of Voting Shares in subsidiaries (includes names of subsidiaries)</td>
<td>(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)</td>
</tr>
<tr>
<td>-------------------------------</td>
<td>---------------------------------------------------------</td>
<td>---------------------------------------------</td>
<td>------------------------------------------------------------------</td>
<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 (Fiberglass Concepts, Inc. Director &amp; President)</td>
<td>5.20%</td>
<td>None</td>
<td>(1) Fiberglass Concepts, Inc. 25% Ownership</td>
<td></td>
</tr>
</tbody>
</table>