

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

RECEIVED  
SCS ADMINISTRATION

2017 MAR -1 P 3:54

FEDERAL RESERVE BANK  
OF CLEVELAND

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), 25, 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.

This report form is to be filed by all top-tier bank holding companies, top-tier savings and loan holding companies, and U.S. intermediate 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. 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.

William A. Wilburn, President  
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  
☐ will be sent under separate cover  
☒ is not prepared

For Federal Reserve Bank Use Only

RSSD ID 3909170  
C.I. \_\_\_\_\_

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

December 31, 2016

Month / Day / Year

None

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

Reporter'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

President

Name

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

Is confidential treatment requested for any portion of this report submission? .....

0=No

1=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."

RECEIVED  
NOTARY PUBLIC

STATE OF OHIO

NOTARY PUBLIC  
OF OHIO

**FIRST COMMERCE BANCORP, INC.  
SOMERSET, KENTUCKY  
DECEMBER 31, 2016**

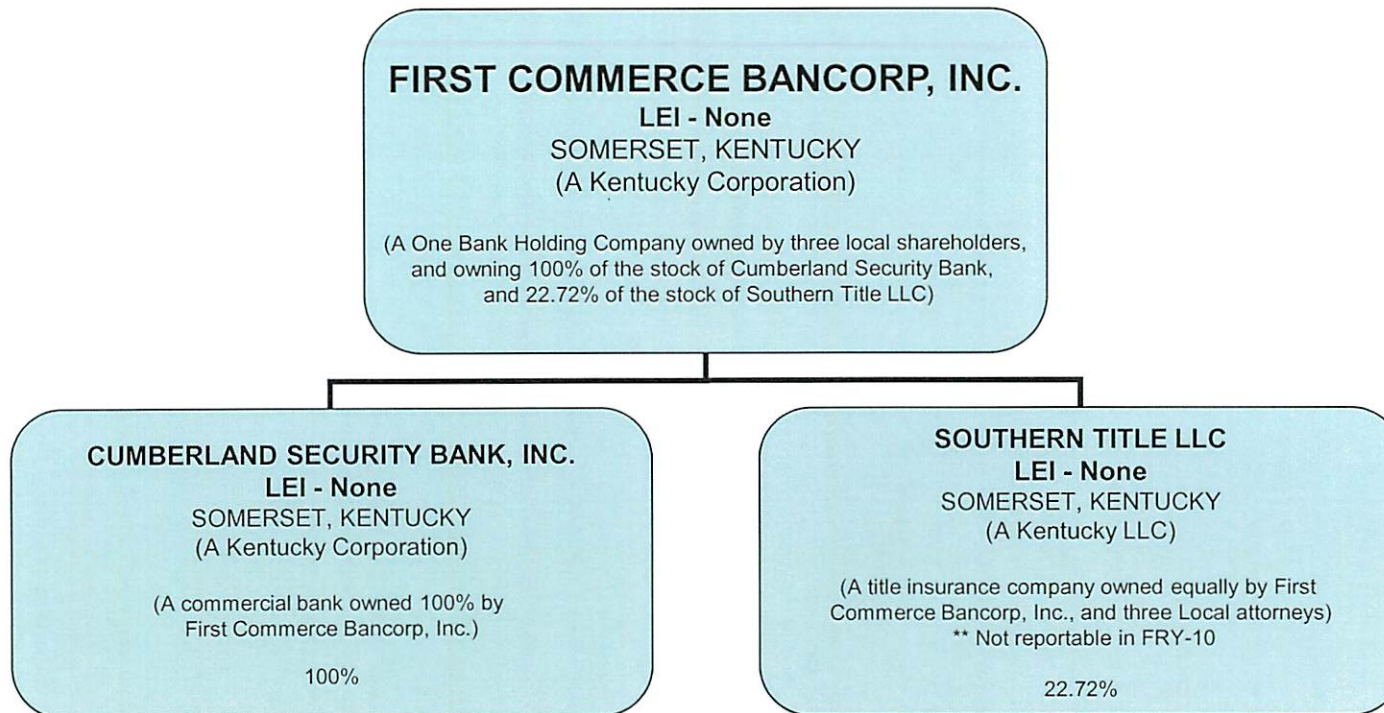
**REPORT ITEMS FOR FRY-6**

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)





**Results:** A list of branches for your depository institution: CUMBERLAND SECURITY BANK, INC. (ID: RSSD: 202514). This depository institution is held by FIRST COMMERCE BANKCORP. INC. (2909170) of SOMERSET, KY. The data are as of 12/31/2016. Data reflects information that was received and processed through 01/10/2017.

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*	Comments
OK		Full Service (Head Office)	202514	CUMBERLAND SECURITY BANK, INC.	107 SOUTH MAIN STREET	SOMERSET	KY	42501	PULASKI	UNITED STATES	7257	0	CUMBERLAND SECURITY BANK, INC.	202514	
OK		Full Service	411419	EUBANK BRANCH	15000 NORTH HIGHWAY 1247	EUBANK	KY	42567	PULASKI	UNITED STATES	13969	2	CUMBERLAND SECURITY BANK, INC.	202514	
OK		Full Service	333016	PREWITT BRANCH	377 SOUTH HIGHWAY 27	SOMERSET	KY	42501	PULASKI	UNITED STATES	224405	4	CUMBERLAND SECURITY BANK, INC.	202514	
OK		Full Service	859114	SOUTH 27 BRANCH	3758 SOUTH HIGHWAY 27	SOMERSET	KY	42501	PULASKI	UNITED STATES	224404	1	CUMBERLAND SECURITY BANK, INC.	202514	

**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)

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2016	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 12-31-2016
---	--

<b>(1)(a)</b> <b>Name,</b> <b>City, State, Country</b>	<b>(1)(b)</b> <b>Country of Citizenship</b> <b>Or Incorporation</b>	<b>(1)(c)</b> <b>Number and</b> <b>Percentage of Each</b> <b>Class of Voting</b> <b>Securities</b>	<b>(2)(a)</b> <b>Name,</b> <b>City, State, Country</b>	<b>(2)(b)</b> <b>Country of Citizenship</b> <b>Or Incorporation</b>	<b>(2)(c)</b> <b>Number and</b> <b>Percentage of Each</b> <b>Class of Voting</b> <b>Securities</b>
<b>William A. Wilburn</b> Somerset, Kentucky USA	USA	15,235 47.4 % Common Stock	N/A		
<b>Douglas L. Wilburn</b> Somerset, Kentucky USA	USA	15,235 47.4% Common Stock			
<b>Ben J. Garland</b> Nancy, Kentucky USA	USA	1666 5.2% Common Stock			

**Form FR Y-6**  
**FIRST COMMERCE BANCORP, INC.**  
**Fiscal Year Ending December 31, 2016**

**Report Item 4: Insiders**

(1),(2),(3)(a)(b)(c), and (4)(a)(b)(c)

(1) Name, City, State Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position With Holding Company	(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 Holding Company	(4)(b) Percentage of Voting Shares in subsidiaries (includes 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)
<p><b>William A. Wilburn</b> Somerset, Kentucky USA</p>	<p>N/A</p>	<p>Chairman, President &amp; CEO</p>	<p>Director &amp; President (Cumberland Security Bank)</p>	<p>(1) <b>Woodstock Holding Company, Inc.</b> Director, Treasurer &amp; Secretary (2) <b>Fiberglass Concepts, Inc.</b> Director, Treasurer &amp; Secretary (3) <b>D W Wilburn, Inc.</b> Director, Treasurer &amp; Secretary (4) <b>Somerset Leasing, Inc.</b> Director &amp; President (5) <b>Wilburn Farming Company</b> Partner</p>	<p>47.40%</p>	<p>None</p>	<p>(1) <b>Woodstock Holding Company, Inc.</b> 50% Ownership (2) <b>Fiberglass Concepts, Inc.</b> 25% Ownership (3) <b>Woodstock Holding Company, Inc.</b> owns 100% of D W Wilburn, Inc.; 100% of Somerset Leasing, Inc.; 98% Wilburn Farming Company; and 50% Ownership of CRM/DWW, LLC</p>

**Form FR Y-6**  
**FIRST COMMERCE BANCORP, INC.**  
**Fiscal Year Ending December 31, 2016**

**Report Item 4: Insiders – Page 2**

(1),(2),(3)(a)(b)(c), and (4)(a)(b)(c)

(1) Name, City, State Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position With Holding Company	(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 Holding Company	(4)(b) Percentage of Voting Shares in subsidiaries (includes 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)
Douglas L. Wilburn Somerset, Kentucky USA	Commercial Construction	Vice President	N/A	(1) Woodstock Holding Company, Inc. Director & President (2) Fiberglass Concepts, Inc. Director (3) D W Wilburn, Inc. Director & President (4) Somerset Leasing, Inc. Director (5) Wilburn Farming Company Partner	47.40%	None	(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



**Form FR Y-6**  
**FIRST COMMERCE BANCORP, INC.**  
**Fiscal Year Ending December 31, 2016**

**Report Item 4: Insiders – Page 3**

(1),(2),(3)(a)(b)(c), and (4)(a)(b)(c)

(1) Name, City, State Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position With Holding Company	(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 Holding Company	(4)(b) Percentage of Voting Shares in subsidiaries (includes 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)
<p><b>Ben J. Garland</b> Nancy, Kentucky USA</p>	<p>Fiberglass Manufacturing</p>	<p>None</p>	<p>Director (Cumberland Security Bank)</p>	<p>(1) <b>Fiberglass Concepts, Inc.</b> Director &amp; President</p>	<p>5.20%</p>	<p>None</p>	<p>(1) <b>Fiberglass Concepts, Inc.</b> 25% Ownership</p>