

Board of Governors of the Federal Reserve System



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.

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

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

December 31, 2012

Month / Day / Year

I, **Bill McKinney**

Name of the Holding Company Director and Official

Director

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.

Reporter's Name, Street, and Mailing Address

Commerce Union Bancshares, Inc.

Legal Title of Holding Company

701 South Main Street

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

Springfield

TN

37172

City

State

Zip Code

Physical location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

Debbie Meredith

Controller

Name

Title

615-433-7201

Area Code / Phone Number / Extension

615-384-9873

Area Code / FAX Number

debbie.meredith@commerceunionbank.com

E-mail Address

Bill McKinney
Signature of Holding Company Director and Official

03/30/2013

Date of Signature

Address (URL) for the Holding Company's web page

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
C.I.

3729562

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."

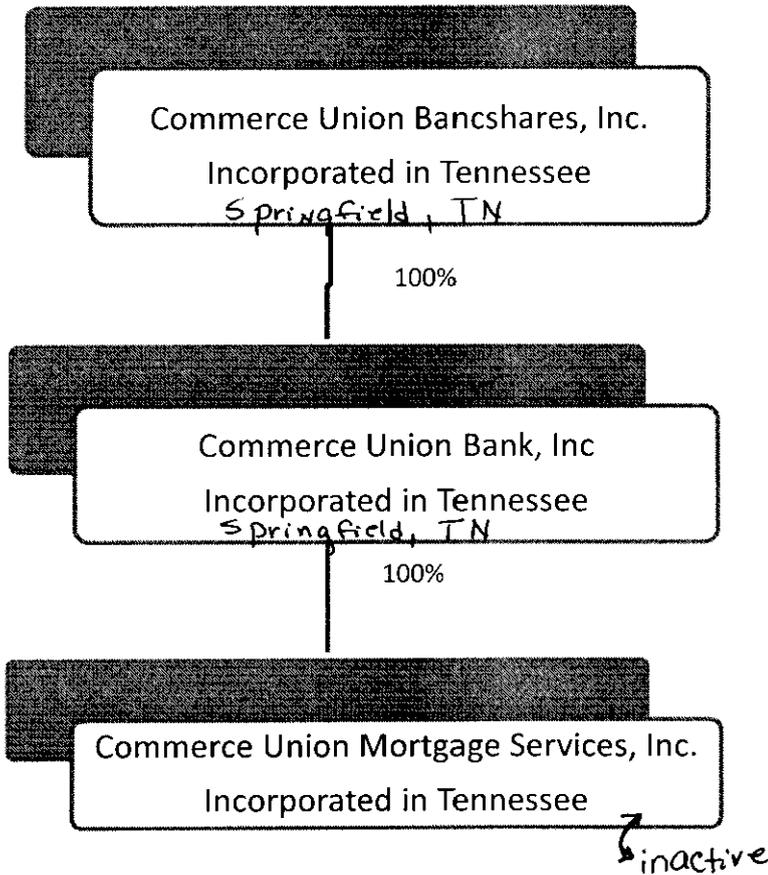
No

Form FR Y-6
Commerce Union Bancshares, Inc.
Springfield, Tennessee
Fiscal Year Ending December 31, 2012

revised

Report Item:

1. The bank holding company prepares an annual report for its securities holders and is not registered with the SEC. As specified by the appropriate Reserve Bank, one copy is enclosed.
2. Organizational Chart



Results: A list of branches for your depository institution: COMMERCE UNION BANK (ID_RSSD: 3415463). This depository institution is held by COMMERCE UNION BANCSHARES, INC. (3729562) of SPRINGFIELD, TN. The data are as of 03/31/2013. Data reflects information that was received and processed through 04/10/2013.

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)	3415463	COMMERCE UNION BANK	701 SOUTH MAIN STREET	SPRINGFIELD	TN	37172	ROBERTSON	UNITED STATES	447876	0	COMMERCE UNION BANK	3415463	
OK		Full Service	4146456	EAST MAIN STREET BRANCH	425 EAST MAIN STREET	GALLATIN	TN	37066	SUMNER	UNITED STATES	511769	2	COMMERCE UNION BANK	3415463	
OK		Full Service	3602393	GALLATIN BRANCH	1204 NASHVILLE PIKE	GALLATIN	TN	37066	SUMNER	UNITED STATES	479364	1	COMMERCE UNION BANK	3415463	
OK		Full Service	3733420	MOBILE BRANCH	701 SOUTH MAIN STREET	SPRINGFIELD	TN	37172	ROBERTSON	UNITED STATES	Not Required	Not Required	COMMERCE UNION BANK	3415463	

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**Commerce Union Bancshares, Inc.
Fiscal Year Ended December 31, 2012**

Report item 3: Securities holders

(1)(a) Name City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities
William H Latimer III Union City, Tennessee, USA	USA	<i>8.890</i> 270,375

Revised

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 Commerce Union Bancshares, Inc.
 Fiscal Year Ended December 31, 2012

Report Item 4: Insiders

(1) Name City, State, Country	(2) Principal Occupation	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries	(3)(c) Title & Position with Other Business	(4)(a) Percentage of Voting Shares in Holding Co	(4)(b) Percentage Voting Shares in Subsidiary	(4)(c) Names of Other Companies if >25% Held
Charles Trimble Beasley Goodlettsville, Tn	Self employed	Director	Director & Chairman	N/A	0.9%	0%	N/A
Jane Bellar Springfield, Tn	Retired	Director	Director	N/A	0.4%	0%	N/A
Ron DeBerry Gallatin, Tn	N/A	Director & Chairman	Director	N/A	1.6%	0%	0
John Bourne Cedar Hill, Tn	Retired	Director	Director	N/A	0.4%	0%	N/A
James Hodes Portland, Tn	Construction Company	Director	Director	Owner - Hodges Group Construction	0.2%	0%	Hodges Group Construction
Gwendolous Martin Springfield, Tn	Bail Bond Company	Director	Director	Owner - Martin Bonding	0.9%	0%	Martin Bonding
Nancy Jo Martin Gallatin, Tn	Real Estate Agent	Director	Director	Owner - Martin Realty	0.1%	0%	Martin Realty
William R. McKinney Springfield, Tn	Real Estate Agent	Director & Secretary	Director & Secretary	N/A	0.5%	0%	N/A
Leland Scott Springfield, Tn	Retired	Director	Director	N/A	0.8%	0%	N/A
Don Sloan Springfield, Tn	Pharmacist	Director	Director	N/A	0.5%	0%	Southside Drug Company
Marvin Smith III Springfield, Tn	Manufacturer	Director	Director	N/A	0.7%	0%	Better Block Company
B. Scott Bagwell Goodlettsville, Tn	N/A	None	Chief Lending Officer	N/A	1.0%	0%	N/A
Paula DeBerry Gallatin, Tn	N/A	None	Chief Retail Officer	N/A	0.0%	0%	N/A
Deborah Olds Gallatin, Tn	N/A	None	Chief Credit Officer	N/A	0.0%	0%	N/A
William R. Murray Hendersonville, Tn	N/A	None	Chief Financial Officer	N/A	0.0%	0%	N/A

RSSD Tiering for:

COMMERCE UNION BANCSHARES, INC.

Structure as of 20121231 and going downward

Seq Num	ID RSSD	Legal Name	AddL	City	State/ Country	Dist FR	Ent Type	Actv Code	Basis of Relatnshp	PCT
0001	3729562	COMMERCE UNION BANCSHARES, INC.		SPRINGFIELD	TENNESSEE	6	BHC	551111		
0002	3415463	COMMERCE UNION BANK		SPRINGFIELD	TENNESSEE	6	SMB	52211	Vtg Eqty Other	100
0003	4146456	EAST MAIN STREET BRANCH		GALLATIN	TENNESSEE	6	DBR	0		
0004	3602393	GALLATIN BRANCH		GALLATIN	TENNESSEE	6	DBR	0		
0005	3733420	MOBILE BRANCH		SPRINGFIELD	TENNESSEE	6	DBR	0		

Total Number of Entities in the tree 5

Total Number of Unique Entities in the tree 5

Tier Selection Criteria

RSSD Tiering for	3729562 COMMERCE UNION BANCSHARES, INC.
As of Date	20121231
Direction	Down
Selection Rule	All Entities
Branches - Domestic Institutions	All Branches
Branches - Foreign Institutions	All Branches

Explanatory Notes

Entity Type	Description
BHC	BANK HOLDING COMPANY
DBR	DOMESTIC BRANCH OF A DOMESTIC BANK
SMB	STATE MEMBER BANK
Primary Activity Code	Description
52211	COMMERCIAL BANKING
551111	OFFICES OF BANK HOLDING COMPANIES
Basis of Relationship	Description
Other	Other Basis of Relationship
Vtg Eqty	Voting Equity

Two asterisks (**) next to the Seq Num indicates that confidentiality is pending or granted.
 An asterisk (*) next to the Addl Line Num denotes the Seq Num at which the offspring of this entity are listed.
 A dot dot dot notation (...) next to Legal Name denotes a circular relationship.