

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

**INTERNAL-FR**

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.

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

I, **Gerard M. Banmiller**

Name of the Holding Company Director and Official

**President and CEO**

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.

**1st Colonial Bancorp, Inc.**

Legal Title of Holding Company

**210 Lake Drive East, Suite 300**

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

**Cherry Hill New Jersey 08002**

City State Zip Code

**1040 Haddon Avenue, Collingswood, NJ 08108**

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:

**Paul Castignani EVP and CFO**

Name Title

**856-858-8198**

Area Code / Phone Number / Extension

**856-869-9336**

Area Code / FAX Number

**pcastignani@1stcnb.net**

E-mail Address

**none**

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

Signature of Holding Company Director and Official

**March 29, 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 **3118513**

C.I. \_\_\_\_\_

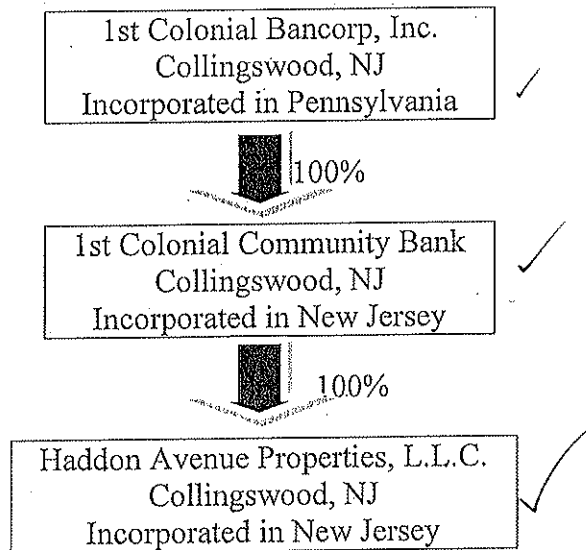
|  |      |       |          |
|--|------|-------|----------|
| Is confidential treatment requested for any portion of this report submission? .....   | 0=No | 1=Yes | <b>0</b> |
| In accordance with the General Instructions for this report (check only one),  |      |       |          |
| 1. a letter 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." |      |       |          |

ITEM 1: Annual Report to Shareholders.

The Annual Report to Shareholders of 1st Colonial Bancorp, Inc. (the "Company") for the year ended December 31, 2016, in the form to be mailed to its shareholders on or about April 7, 2017, will be filed separately with the Federal Reserve Bank of Philadelphia as soon as it is available.

ITEM 2a: Organization Chart.

As of December 31, 2016, the Company owns all of the issued and outstanding shares of capital stock of 1st Colonial Community Bank (the "Bank") located in Collingswood, New Jersey. The Company has no other subsidiaries or investments. The Bank owns all of the issued and outstanding membership interests in Haddon Avenue Properties, L.L.C. ("Properties"), but otherwise has no subsidiaries. The Company, the Bank and Properties do not directly or indirectly control between 5 and 25 percent of the shares of any class of voting securities of any other company. The organization chart is set forth below:



ITEM 2b: Domestic Branch Listing.

The list of domestic branches within the Company's organization as of December 31, 2016, made available by the Federal Reserve to the Company (the "Branch List") and attached hereto, is correct.

Results: A list of branches for your holding company: 1ST COLONIAL BANCORP, INC. (3118513) of COLLINGSWOOD, NJ.  
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) | 2920773         | 1ST COLONIAL COMMUNITY BANK | 1040 HADDON AVENUE | COLLINGSWOOD | NJ    | 08108    | CAMDEN     | UNITED STATES | 80234        | 0              | 1ST COLONIAL COMMUNITY BANK | 2920773              |          |
| OK          |                | Full Service               | 3169894         | WESTVILLE OFFICE            | 321 BROADWAY       | WESTVILLE    | NJ    | 08093    | GLOUCESTER | UNITED STATES | 366219       | 1              | 1ST COLONIAL COMMUNITY BANK | 2920773              |          |

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**

| (1)(a) Name, City,<br>State, Country                      | (1)(b) Country<br>of Citizenship<br>or<br><u>Incorporation</u> | (1)(c) Number and Percentage of Each<br>Class of Voting Securities      |
|---|--|---|
| First Manhattan Co. (x)<br>New York, NY, USA              | USA  | 354,040 - 9.1% Common Stock   |
| Charles J. Moore (y)<br>Chicago, Illinois, USA            | USA  | 234,948 - 6.0% Common Stock   |
| Linda M. Rohrer (z)<br>Haddon Township, New Jersey<br>USA | USA  | 181,472 - 4.7% Common Stock<br>17,982 - 0.5% Options on<br>Common Stock |

(x) Based on the amended Schedule 13G filed by the beneficial owner with the Securities and Exchange Commission on February 10, 2017.

(y) Based on the Schedule 13G filed by the beneficial owner's affiliates with the Securities and Exchange Commission on February 14, 2017. According to the Schedule 13G, 40,171 shares are beneficially owned by Banc Fund VII L.P. ("BF VII"), an Illinois Limited Partnership; 152,493 shares are beneficially owned by Banc Fund VIII L.P. ("BF VIII"), an Illinois Limited Partnership; and 16,642 shares are beneficially owned by Banc Fund IX L.P. ("BF IX"), an Illinois Limited Partnership. The general partner of BF VII is MidBanc VII L.P. ("MidBanc VII"). The general partner of BF VIII is MidBanc VIII L.P. ("MidBanc VIII"). The general partner of BF IX is MidBanc IX L.P. ("MidBanc IX"). The general partner of MidBanc VII, MidBanc VIII, and MidBanc IX is The Banc Funds Company, L.L.C. ("TBFC"), an Illinois limited liability company whose principal equity holder is Charles J. Moore. Mr. Moore has been the manager of BF VII, BF VIII, and BF IX, since their respective inceptions. As manager, Mr. Moore has voting and dispositive power over the securities of the issuer held by each of those entities. As the controlling member of TBFC, Mr. Moore controls TBFC, and therefore each of the partnership entities directly and indirectly controlled by TBFC.

(z) Ms. Rohrer is the Chairman of the Company's Board of Directors.

**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.**

| (1)(a) Name, City,<br>State, Country | (1)(b) Country<br>of Citizenship<br>or<br><u>Incorporation</u> | (1)(c) Number and Percentage of Each<br>Class of Voting Securities |
|--------------------------------------|--|--|
| None                                 |  |  |

Report Item 4: Insiders

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

| (1)<br>Name,<br>City, State,<br>Country                 | (2)<br>Principal<br>Occupation if<br>other than<br>with Holding<br>Company | (3)(a)<br>Title &<br>Position with<br>Holding<br>Company    | (3)(b)<br>Title &<br>Position with<br>Subsidiaries<br>(include<br>names of<br>subsidiaries)         | (3)(c)<br>Title &<br>Position with<br>Other<br>Businesses<br>(include<br>names of other<br>businesses)                             | (4)(a)<br>Percentage of<br>Voting Shares<br>in Holding<br>Company | (4)(b)<br>Percentage of<br>Voting<br>Shares in<br>Subsidiaries<br>(include<br>names of<br>subsidiaries) | (4)(c)<br>List names of<br>other companies<br>(includes<br>partnerships) if<br>25% or more of<br>voting securities<br>are held (List<br>names of<br>companies and<br>percentage of<br>voting securities<br>held)        |
|---|--|---|---|--|---|---|---|
| Linda M. Rohrer<br>Haddon Township,<br>New Jersey, USA  | Realtor  | Chairman of<br>the Board                                    | Chairman of<br>the Board of<br>Bank   | Owner and<br>President of<br>Rohrer and<br>Sayers Real<br>Estate   | 5.1%  | None  | The Rohrer Corp.,<br>College<br>Properties; WGR<br>Partnership; and<br>Bonz Inc.<br>(All 100%)  |
| Gerard M. Banmiller<br>Mount Laurel, New<br>Jersey, USA | N/A  | President,<br>Chief<br>Executive<br>Officer and<br>Director | President and<br>Chief<br>Executive<br>Officer of<br>Bank and<br>Properties;<br>Director of<br>Bank | N/A  | 3.4%  | None  | None  |
| Mary R. Burke<br>Haddonfield, New<br>Jersey, USA        | Educator   | Director  | Director of<br>Bank   | Principal of<br>Catholic<br>Partnership<br>Schools -- St.<br>Anthony of<br>Padua School<br>in Camden,<br>New Jersey                | 0.6%  | None  | None  |
| Curt Byerley<br>Haddon Heights, New<br>Jersey, USA      | President of<br>Family<br>Investment<br>Company and<br>Marketing<br>Firm   | Director  | Director of<br>Bank   | President of<br>Byerley<br>Holdings,<br>LLC, Global<br>Direct<br>Marketing,<br>LLC and<br>Byerley<br>Family<br>Foundation,<br>Inc. | 2.6%  | None  | Byerley Holdings,<br>LLC; Global<br>Direct Marketing,<br>LLC; Global<br>Direct Marketing<br>Group, Inc.;<br>Byerley<br>Investment Group,<br>Inc. Byerly<br>Properties, LLC<br>and Byerley<br>Family<br>Foundation, Inc. |

(Continued)

| (1)<br>Name,<br>City, State,<br>Country                     | (2)<br>Principal<br>Occupation if<br>other than<br>with Holding<br>Company | (3)(a)<br>Title &<br>Position with<br>Holding<br>Company      | (3)(b)<br>Title &<br>Position with<br>Subsidiaries<br>(include<br>names of<br>subsidiaries) | (3)(c)<br>Title &<br>Position with<br>Other<br>Businesses<br>(include<br>names of other<br>businesses) | (4)(a)<br>Percentage of<br>Voting Shares<br>in Holding<br>Company | (4)(b)<br>Percentage of<br>Voting<br>Shares in<br>Subsidiaries<br>(include<br>names of<br>subsidiaries) | (4)(c)<br>List names of<br>other companies<br>(includes<br>partnerships) if<br>25% or more of<br>voting securities<br>are held (List<br>names of<br>companies and<br>percentage of<br>voting securities<br>held) |
|---|--|---|---|--|---|---|--|
| Thomas A. Clark III<br>Voorhees, New Jersey,<br>USA         | Attorney   | Director  | Director of<br>Bank   | Shareholder at<br>Capehart<br>Scatchard,<br>P.A.   | 1.6%  | None  | None   |
| Letitia G. Colombi<br>Haddonfield, New<br>Jersey, USA       | Retired  | Director  | Director of<br>Bank   | Retired  | 0.7%  | None  | None   |
| John J. Donnelly, IV<br>Haddon Township,<br>New Jersey, USA | Contractor –<br>Commercial<br>Construction                                 | Director  | Director of<br>Bank   | Vice President<br>of RDM-USA,<br>LLC   | 1.0%  | None  | None   |
| Eduardo F. Enriquez<br>Medford, New Jersey,<br>USA          | Doctor of<br>Medicine  | Director  | Director of<br>Bank   | Self-<br>Employed  | 1.5%  | None  | Enriquez-<br>Nechyba, LLC<br>(50%)   |
| Michael C. Haydinger<br>Haddonfield, New<br>Jersey, USA     | Controller of<br>Real Estate<br>Business                                   | Director  | Director of<br>Bank   | Controller of<br>First<br>Montgomery<br>Group  | 4.8%  | None  | FM of Glassboro<br>Pharmacy<br>Associates LLC;<br>United<br>Communities<br>LLC; Village<br>Apartment Assoc.;<br>Edgewater Park,<br>LLC (All 100%)  |
| Harvey C. Johnson<br>Haddonfield, New<br>Jersey, USA        | Attorney   | Director  | Director of<br>Bank   | Partner with<br>the law firm of<br>Duane Morris<br>LLP   | 0.6%  | None  | Harvey C.<br>Johnson, P.C.<br>(100%)   |
| Harrison Melstein<br>Boynton Beach,<br>Florida, USA         | Retired  | Director  | Director of<br>Bank   | Retired  | 2.2%  | None  | None   |
| Stanley H. Molotsky<br>Voorhees, New Jersey,<br>USA         | Financial<br>Advisor   | Director  | Director of<br>Bank   | Owner and<br>Operator of<br>SHM<br>Financial<br>Group  | 2.6%  | None  | SHM Financial<br>Group (100%)  |
| Frank J. Monaghan<br>Haddon Heights, New<br>Jersey, USA     | N/A  | Senior Vice<br>President and<br>Chief<br>Operating<br>Officer | Senior Vice<br>President and<br>Chief<br>Operating<br>Officer of<br>Bank and<br>Properties  | N/A  | 0.2%  | None  | None   |

(Continued)

| (1)<br>Name,<br>City, State,<br>Country               | (2)<br>Principal<br>Occupation if<br>other than<br>with Holding<br>Company | (3)(a)<br>Title &<br>Position with<br>Holding<br>Company         | (3)(b)<br>Title &<br>Position with<br>Subsidiaries<br>(include<br>names of<br>subsidiaries)   | (3)(c)<br>Title &<br>Position with<br>Other<br>Businesses<br>(include<br>names of other<br>businesses) | (4)(a)<br>Percentage of<br>Voting Shares<br>in Holding<br>Company | (4)(b)<br>Percentage of<br>Voting<br>Shares in<br>Subsidiaries<br>(include<br>names of<br>subsidiaries) | (4)(c)<br>List names of<br>other companies<br>(includes<br>partnerships) if<br>25% or more of<br>voting securities<br>are held (List<br>names of<br>companies and<br>percentage of<br>voting securities<br>held) |
|---|--|--|---|--|---|---|--|
| Paul D. Castignani<br>Havertown,<br>Pennsylvania, USA | N/A  | Executive<br>Vice President<br>and Chief<br>Financial<br>Officer | Executive<br>Vice President<br>and Chief<br>Financial<br>Officer of<br>Bank and<br>Properties | N/A  | 0.6%  | None  | None   |