

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

INTERNAL-FR

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, 2017

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

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 NJ 08002

City State Zip Code

1040 Haddon Avenue, Collingswood, NJ 08108

Physical Location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

Frank Monaghan EVP and COO

Name Title

856-858-8187

Area Code / Phone Number / Extension

856-869-9336

Area Code / FAX Number

fmonaghan@1stcnb.net

E-mail Address

none

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

Signature of Holding Company Director and Official

03/29/2018

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 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."

For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

NONE

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

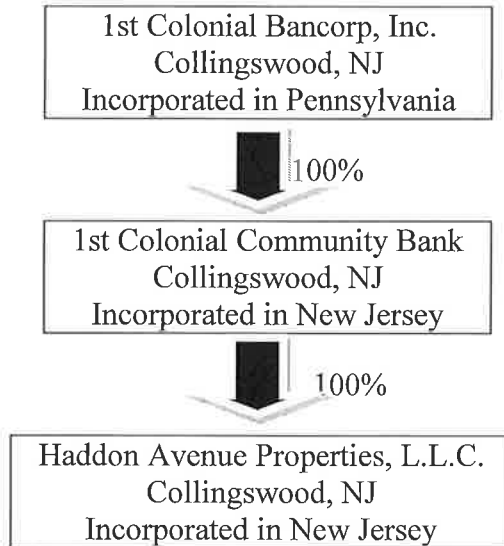
Physical Location (if different from mailing address)

ITEM 1: Annual Report to Shareholders.

The Annual Report to Shareholders of 1st Colonial Bancorp, Inc. (the “Company”) for the year ended December 31, 2017, in the form to be mailed to its shareholders on or about April 6, 2018, 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, 2017, 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, 2017, made available by the Federal Reserve to the Company (the “Branch List”) and attached hereto, is correct.

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 ended 12-31-2017

| <u>(1)(a) Name, City, State, Country</u> | <u>(1)(b) Country of Citizenship or Incorporation</u> | <u>(1)(c) Number and Percentage of Each Class of Voting Securities</u> |
|---|---|---|
| First Manhattan Co. (x) New York, NY, USA | USA | 371,743 - 9.0% Common Stock |
| Charles J. Moore (y) Chicago, Illinois, USA | USA | 259,684 - 6.3% Common Stock |
| Linda M. Rohrer (z) Haddon Township, New Jersey USA | USA | 190,546 - 4.6% Common Stock 27,305 - 0.6% Options on Common Stock |

(x) Based on the amended Schedule 13G filed by the beneficial owner with the Securities and Exchange Commission on February 10, 2017, as adjusted to reflect the stock dividend distributed by 1st Colonial Bancorp in April 2017.

(y) Based on Amendment No. 1 to the Schedule 13G filed by the beneficial owner's affiliates with the Securities and Exchange Commission on February 14, 2018. 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 inception. 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 ended 12-31-2017.

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

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 (include 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) |
|---|--|---|---|--|---|---|---|
| Linda M. Rohrer Haddon Township, New Jersey, USA | Realtor | Chairman of the Board | Chairman of the Board of Bank | Owner and President of Rohrer and Sayers Real Estate | 5.2% | None | The Rohrer Corp.; College Properties; WGR Partnership; and Bonz Inc. (All 100%) |
| Gerard M. Banmiller Mount Laurel, New Jersey, USA | N/A | President, Chief Executive Officer and Director | President and Chief Executive Officer of Bank and Properties; Director of Bank | N/A | 3.7% | None | None |
| Mary R. Burke Haddonfield, New Jersey, USA | Educator | Director | Director of Bank | Principal of Catholic Partnership Schools – St. Anthony of Padua School in Camden, New Jersey | 0.6% | None | None |
| Curt Byerley Haddon Heights, New Jersey, USA | President of Family Investment Company and Marketing Firm | Director | Director of Bank | President of Byerley Holdings, LLC, Global Direct Marketing, LLC and Byerley Family Foundation, Inc. | 2.6% | None | Byerley Holdings, LLC; Global Direct Marketing, LLC; Global Direct Marketing Group, Inc.; Byerley Investment Group, Inc. Byerly Properties, LLC and Byerley Family Foundation, Inc. |

(Continued)

| (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 <u>subsidiaries</u>) | (3)(c) Title & Position with Other Businesses (include names of other <u>businesses</u>) | (4)(a) Percentage of Voting Shares in Holding Company | (4)(b) Percentage of Voting Shares in Subsidiaries (include names of <u>subsidiaries</u>) | (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) |
|---|--|--|---|--|---|---|--|
| Thomas A. Clark III Voorhees, New Jersey, USA | Attorney | Director | Director of Bank | Shareholder at Capehart Scatchard, P.A. | 1.6% | None | None |
| Letitia G. Colombi Haddonfield, New Jersey, USA | Retired | Director | Director of Bank | Retired | 0.7% | None | None |
| John J. Donnelly, IV Haddon Township, New Jersey, USA | Contractor – Commercial Construction | Director | Director of Bank | Vice President of RDM-USA, LLC | 1.0% | None | None |
| Eduardo F. Enriquez Medford, New Jersey, USA | Doctor of Medicine | Director | Director of Bank | Self- Employed | 1.5% | None | Enriquez- Nechyba, LLC (50%) |
| Michael C. Haydinger Haddonfield, New Jersey, USA | Controller of Real Estate Business | Director | Director of Bank | Controller of First Montgomery Group | 4.8% | None | FM of Glassboro Pharmacy Associates LLC; United Communities LLC; Village Apartment Assoc.; Edgewater Park, LLC (All 100%) |
| Harvey C. Johnson Haddonfield, New Jersey, USA | Attorney | Director | Director of Bank | Partner with the law firm of Duane Morris LLP | 0.6% | None | Harvey C. Johnson, P.C. (100%) |
| Harrison Melstein Boynton Beach, Florida, USA | Retired | Director | Director of Bank | Retired | 2.2% | None | None |
| Stanley H. Molotsky Voorhees, New Jersey, USA | Financial Advisor | Director | Director of Bank | Owner and Operator of SHM Financial Group | 2.6% | None | SHM Financial Group (100%) |
| Frank J. Monaghan Haddon Heights, New Jersey, USA | N/A | Executive Vice President and Chief Operating Officer | Executive Vice President and Chief Operating Officer of Bank and Properties | N/A | 0.3% | None | None |

(Continued)

| (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 (include 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) |
|--|--|---|---|--|---|---|--|
| Mary Kay Shea Blackwood, New Jersey, USA | N/A | Senior Vice President and Chief Financial Officer | Senior Vice President and Chief Financial Officer of Bank | N/A | None | None | None |

Exhibit "A"

The Branch List

Results: A list of branches for your holding company: **1ST COLONIAL BANCORP, INC. (3118513) of COLLINGSWOOD, NJ.**
 The data are as of **12/31/2017**. Data reflects information that was received and processed through **01/04/2018**.

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 | Not Required | Not Required | 1ST COLONIAL COMMUNITY BANK | 2920773 | |
| OK | | Full Service | 3163894 | WESTVILLE OFFICE | 321 BROADWAY | WESTVILLE | NJ | 08093 | GLOUCESTER | UNITED STATES | Not Required | Not Required | 1ST COLONIAL COMMUNITY BANK | 2920773 | |