

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

MAR 21 REC'D

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, 2013

Month / Day / Year

I, David Kessler

Reporter's Name, Street, and Mailing Address

Commerce Bancshares, Inc.

Name of the Holding Company Director and Official

President & C.E.O.

Legal Title of Holding Company

32460 Bowie Street/P.O. Box 517

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

White Castle LA 70788
City State Zip Code

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.

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:

David Kessler President & C.E.O.

Name Title

225-545-3656

Area Code / Phone Number / Extension

225-545-3911

Area Code / FAX Number

davidboc@bellsouth.net

E-mail Address

Signature of Holding Company Director and Official

03/14/2014

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 3135471
C.I.

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

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

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.

Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical location (if different from mailing address)	Physical location (if different from mailing address)
Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical location (if different from mailing address)	Physical location (if different from mailing address)
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Physical location (if different from mailing address)	Physical location (if different from mailing address)
Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical location (if different from mailing address)	Physical location (if different from mailing address)

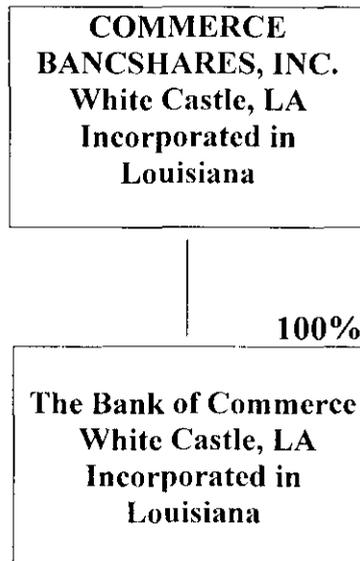
Form FR Y-6

**Commerce Bancshares, Inc.
White Castle, Louisiana
Fiscal Year Ending December 31, 2013**

Report Item

- 1: a. The BHC is not required to prepare form 10K with the SEC.
- 1: b. The BHC does prepare an annual report for its shareholders. Two copies are enclosed.

2: Organization Chart



Board of Governors of the Federal Reserve System
FR Y-6 Depository Institution Branch Data Verification



Branch Data Verification Instructions

- Using the search functions below, find your institution(s).
- Navigate through the next screens to display a head office's branches or a consolidated branch listing for the holding company.
- Download and save the branch listing in a Microsoft® Excel file (click on the download link).
- Verify and correct the branch listing to match your current organizational structure.
- Send the corrected Excel file(s) to your FRB contact. Please see the detailed instructions for more information.

Find an Institution

By ID_RSSD:

OR By Type and Name: Bank Holding Company (BHC) or Savings and Loan Holding Company (SLHC)
 • Individual Depository Institution, Domestic Bank, Savings Association, Edge or Agreement Corporation (Head Office)

Enter all or part of the institution's name:
 and its physical location:

Choose an effective date for the institution list:

Results: A list of depository institutions containing the string 'BANK OF COMMERCE' located in the state LA. The data are as of 12/31/2013.

Click on the Head Office ID_RSSD to see all of its branches.

Head Office ID_RSSD	Head Office Popular Name	Street Address	City	State	Country	HC ID_RSSD	Holding Company Name
103134	BANK OF COMMERCE, THE	32460 BOWIE STREET	WHITE CASTLE	LA	UNITED STATES	3135471	COMMERCE BANCSHARES, INC.

No Branches.

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December 31, 2013

Report Item 3: Shareholders

(1)(a) (1)(b) (1)(c) (2)(a) (2)(b) (2)(c)

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-2013			Shareholders 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 12-31-2013		
(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage Each Class of Voting Securities	(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of of Each Class of Voting Securities
Ann S. Keogh Baton Rouge, LA	USA	922 - 10.54% Common Stock	N/A		
David Kessler White Castle, LA	USA	1,243 - 14.21% Common Stock			
Paul Buckley Kessler White Castle, LA	USA	853 - 9.75% Common Stock			
Alison C. Sample Atlanta, GA	USA	488 - 5.58% Common Stock			
Melvin Schudmak White Castle, LA	USA	1,372 - 15.69% Common Stock			
Lisa Tidwell Gulf Breeze, Florida	USA	763 - 8.72% Common Stock			

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Report Item 4: Director and Officers

(1) (2) (3)(a)(b)© and (4)(a)(b)©

1 Names & Address (City, State Country)	2 Principal Occupation if other than with Bank Holding Company	3(a) Title & Position with Bank Holding Company	3(b) Title & Position with Subsidiaries (include names of subsidiaries)	3c Title & Position with Other Businesses (Include names of other businesses)	4(a) Percentage of Voting Shares In Bank Holding Company	4(b) Percentage of Voting Shares in Subsidiaries (Include names of subsidiaries)	4c 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)
Paul Buckley Kessler White Castle, LA	Manufacturing Cora Texas Manufacturing, LLC	Director & Chairman	Director & Chairman The Bank of Commerce	President & General Manager - Cora Texas Manufacturing, LLC	9.75%	Cora Co. LLC 7.39% Cora Co. Inc. 4.26%	None
James E. Abadie, Jr. Donaldsonville, LA	Bank of Commerce	Director	Director The Bank of Commerce	N/A	1.48%	None	None
David Kessler White Castle, LA	Bank of Commerce	Director & President/CEO	Director & President/CEO The Bank of Commerce	N/A	14.21%	Cora Co. LLC 8.39% Cora Co. Inc. 4.26%	None
Melvin Schudmak White Castle, LA	N/A	Director	Director The Bank of Commerce	Chairman - Cora Texas Manufacturing, Inc.	15.69%	Cora Co. LLC 8% Cora Co. Inc. 8.74%	None
Ann Keogh Baton Rouge, LA	N/A	Director	Director The Bank of Commerce	N/A	10.54%	Cora Co. LLC 8% Cora Co. Inc. 8.74%	None

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(1) (2) (3)(a)(b)© and (4)(a)(b)©

1 Names & Address (City, State Country)	2 Principal Occupation if other than with Bank Holding Company	3(a) Title & Position with Bank Holding Company	3(b) Title & Position with Subsidiaries (include names of subsidiaries)	3c Title & Position with Other Businesses (Include names of other businesses)	4(a) Percentage of Voting Shares In Bank Holding Company	4(b) Percentage of Voting Shares in Subsidiaries (Include names of subsidiaries)	4c 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.L. Viallon, IV White Castle, LA	Pharmacist	Director	Director The Bank of Commerce	Viallon Drug Co., Inc.-President Pharmaceuticals, Inc.-President VVM, LLC - Member Stematix, Inc. - Member	3.33%	None	Viallon Drug Co., Inc - 100% Pharmaceuticals - 100% VVM , LLC - 33.33% F. Sam LeBlanc, LLC Ella LeBlanc, LLC Stematix, Inc.
James Dupont Plaquemine, LA	Attorney	Director	Director The Bank of Commerce	Dupont & Dupont Partner James Dupont, Inc. President	None	None	Dupont & Dupont - 50% James Dupont, Inc. -100% Deversified Marine - 30% Dupont Development - 33.33% Iberville Contractors - 33.33% Frank Maist, LLC
Alton Landry, Sr. White Castle, LA	N/A	Director	Director The Bank of Commerce	N/A	None	None	Walk On's Properties - 60% Walk On's Bistreaux LLC-58%

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Report Item 4: Director and Officers

(1) (2) (3)(a)(b)© and (4)(a)(b)©

							4c
1	2	3(a)	3(b)	3c	4(a)	4(b)	4c
Names & Address (City, State Country)	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries (include names of subsidiaries)	Title & Position with Other Businesses (Include names of other businesses)	Percentage of Voting Shares In Bank Holding Company	Percentage of Voting Shares in Subsidiaries (Include names of subsidiaries)	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) None
Charles Schudmak Plaquemine, LA	Manufacturing Cora Texas Manufacturing, LLC	Director & Secretary	Director & Secretary The Bank of Commerce	Cora Texas Manufacturing, LLC Assistant Manager	2.18%	None	
Harold Schexnayder White Castle, LA	N/A	Director	Director The Bank of Commerce	N/A	None	None	EJS, Inc. President - 20%
Michael Medine, Jr. White Castle, LA	Business Owner	Director	Director The Bank Of Commerce	Action Oilfield Services, Inc. President	None	None	VVM, LLC - 33% Elmar Consulting, LLC - 50% Contract Gaugers, Inc. - 100% TremmLo Holdings, LLC - 100% Medorco, LLC - 50% Action Oilfield Services - 100% Action Environmental Ser., LLC Action Industries, Inc. Shelby Gaudet Cont. Inc.
Paul Bradley Kessler	Manufacturing Cora Texas Manufacturing, LLC	Director	Director The Bank of Commerce	N/A	1.14%	None	Cora Texas Co., LLC Kessler Sternfels Alaridge, Inc.