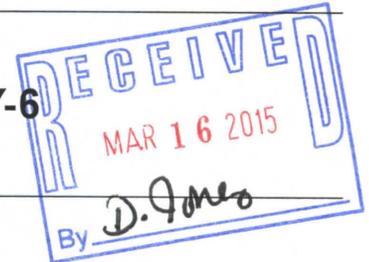


Board of Governors of the Federal Reserve System



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, 2014**

Month / Day / Year

"N/A"

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

I, David Kessler  
 Name of the Holding Company Director and Official  
President & Chairman of the Board  
 Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address  
Commerce Bancshares, Inc.

Legal Title of Holding Company

32460 Bowie Street/P.O. Box 517

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

<u>White Castle</u>	<u>LA</u>	<u>70788</u>
City	State	Zip Code

N/A

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:  
David Kessler President/Chairman

Name Title

225-545-3656

Area Code / Phone Number / Extension

225-545-3911

Area Code / FAX Number

davidboc@bellsouth.net

E-mail Address

N/A

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

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.

[Signature]  
 Signature of Holding Company Director and Official  
03/11/2015  
 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. \_\_\_\_\_

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.*

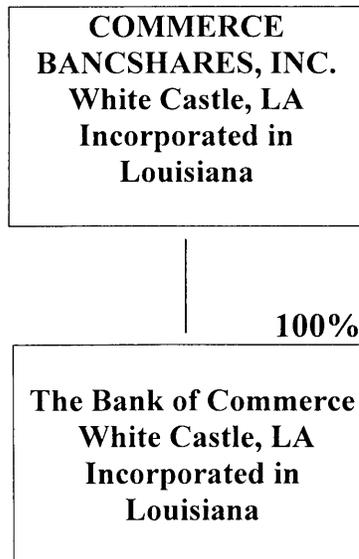
Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical Location (if different from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

**Form FR Y-6**

**Commerce Bancshares, Inc.  
White Castle, Louisiana  
Fiscal Year Ending December 31, 2014**

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



**Results:** A list of branches for your depository institution: BANK OF COMMERCE, THE (ID\_RSSD: 103134).  
 This depository institution is held by COMMERCE BANCSHARES, INC. (3135471) of WHITE CASTLE, LA.  
 The data are as of 12/31/2014. Data reflects information that was received and processed through 04/06/2015.

**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)	103134	BANK OF COMMERCE, THE	32460 BOWIE STREET	WHITE CASTLE	LA	70788	IBERVILLE	UNITED STATES	899	0	BANK OF COMMERCE, THE	103134	

# Form FR Y-6

December 31, 2014

## 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 12-31-2014			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 12-31-2014		
(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			

Report Item 4, Director and Officer

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

(1) Names & Address (City, State Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)a Title & Position with Banking 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 Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)c List names of other companies (includes partnerships). If 25% or more of voting securities are held
Scott Kessler White Castle, LA USA	Manufacturing Cora Texas Manufacturing, LLC	Director	Director The Bank of Commerce	N/A	1.14%	None	Cora Texas, Co., LLC Kessler Sternfels Alaridge, Inc.
James E. Abadie, Jr Donaldsonville, LA USA	Bank of Commerce	Director	Director The Bank of Commerce	N/A	1.48%	None	None
David Kessler White Castle, LA USA	Bank of Commerce	Director & President Chairman of the Board	Director & President/Chairman of the Board The Bank of Commerce	N/A	14.21%	Cora Co. LLC 8.39% Cora Co. Inc. 4.26%	None
Melvin Schudmak White Castle, LA USA	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 USA	N/A	Director	Director The Bank of Commerce	N/A	10.54%	Cora Co. LLC 8% Cora Co. Inc. 8.74%	None
P. L. Viallon, IV White Castle, LA USA	Pharmacist	Director	Director The Bank of Commerce	Villon Drug Co., Inc. - President Pharmaceuticals, Inc. - President VVM, LLC - Member Stematix, Inc. - Member	3.33%	None	Villon Drug Co., Inc. - 100% Pharmaceuticals - 100% VVM, LLC - 33.33% F. Sam LeBlanc, LLC Ella LeBlanc, LLC Stematix, Inc.
James Dupont Plaquemine, LA USA	Attorney	Director	Director The Bank of Commerce	Dupont & Dupont Partner James Dupont, Inc President	None	None	Dupont & Dupont - 50% James Dupont, Inc. - 100% Deversfield Marine - 30% Dupont Development - 33.33% Iberville Contractors - 33.33% Frank Maist, LLC
Alton Landry Sr. White Castle, LA USA	N/A	Director	Director The Bank of Commerce	N/A	None	None	Walk On's Properties - 60% Walk On's Bistreaux LLC - 58%
Charles Schudmak Plaquemine, LA USA	Manufacturing Cora Texas Manufacturing, LLC	Director & Secretary	Director & Secretary The Bank of Commerce	Cora Texas Manufacturing, LLC Assistant Manager	2.18%	None	None
Harold Shexnavder White Castle, LA USA	N/A	Director	Director The Bank of Commerce	N/A	None	None	EJS, Inc President - 20%
Michael Medine, Jr White Castle, LA USA	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% Tremml Holdings, LLC - 100% Medorco, LLC - 50% Action Oilfield Services - 100% Action Environmental Ser., LLC Action Industries, Inc Shelby Gaudet Cont. Inc.
Paul Bradley Kessler White Castle, LA USA	Manufacturing Cora Texas Manufacturing, LLC	Director	Director The Bank of Commerce	N/A	1.14%	None	Cora Texas Co., LLC Kessler Sternfels Alaridge, Inc.