

Board of Governors of the Federal Reserve System



Annual Report of Bank 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)). 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 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). 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 Bank Holding Companies* must be signed by one director of the top-tier bank holding company. This individual should also be a senior official of the top-tier bank holding company. In the event that the top-tier bank 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 bank holding company's fiscal year-end):  
**December 31, 2011**  
 Month / Day / Year

I, WYATT WEBB  
 Name of the Bank Holding Company Director and Official  
CFO / EVP  
 Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address  
COMMERCIAL CAPITAL CORP  
 Legal Title of Bank Holding Company  
P.O. BOX 217

attest that the *Annual Report of Bank Holding Companies* (including the supporting attachments) for this report date have 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.

(Mailing Address of the Bank Holding Company) Street / P.O. Box  
DEKALB MS 39328  
 City State Zip Code  
HOPPER AVENUE  
 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:  
WYATT WEBB CFO / EVP  
 Name Title  
601-696-8016  
 Area Code / Phone Number / Extension

Wyatt Webb  
 Signature of Bank Holding Company Director and Official  
02-14-2012  
 Date of Signature

601-696-8043  
 Area Code / FAX Number  
wyatt.webb@commercialbankms.com  
 E-mail Address  
commercialbankms.com  
 Address (URL) for the Bank Holding Company's web page

For bank 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

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 Federal Reserve Bank Use Only  
 RSSD ID 1086739  
 C.I. \_\_\_\_\_

## For Use By Tiered Bank Holding Companies

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

<p>Legal Title of Subsidiary Bank Holding Company</p> <p>(Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box</p> <p>City State Zip Code</p> <p>Physical location (if different from mailing address)</p>	<p>Legal Title of Subsidiary Bank Holding Company</p> <p>(Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box</p> <p>City State Zip Code</p> <p>Physical location (if different from mailing address)</p>
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**FORM FR Y-6**  
As of December 31, 2011

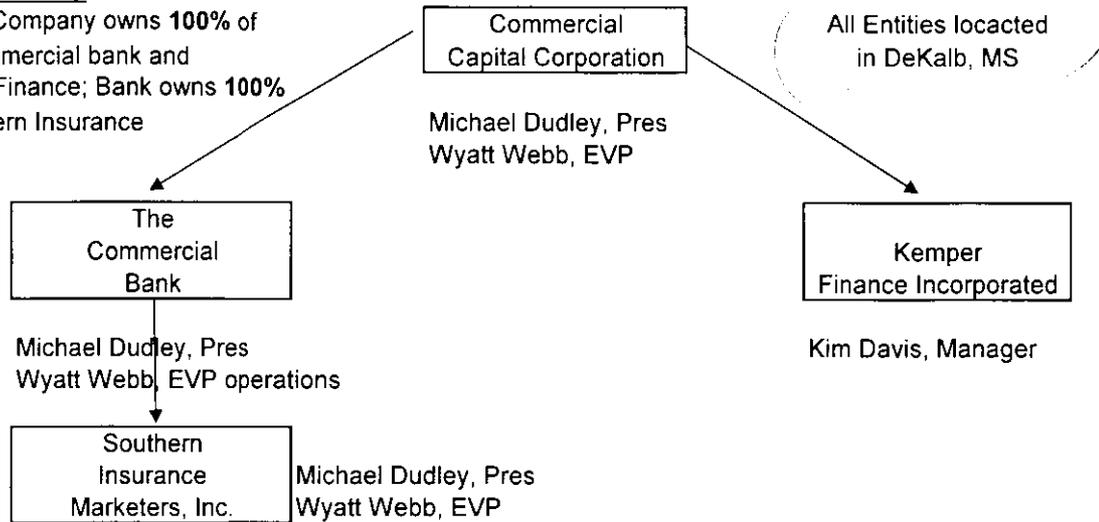
Report Item

- 1: a. The Commercial Capital Corp is not required to prepare from 10K with the SEC.  
1: b. The Commercial Capital Corp does not prepare an annual report for its shareholders.

2: Organization Chart

Stock Ownership

Holding Company owns **100%** of The Commercial bank and Kemper Finance; Bank owns **100%** of Southern Insurance



Ref	Directors	Family	Family	Director Only		Direct
		Block	Block	shares	shares	
		Shares	% of Shares	Largest	shareholders	% of Shares
1	William W. Clay # 38	32,400	10.63%	16,405	William W. Clay	5.38%
2	Wyatt Webb # 15	5,646	1.85%	5,646	Wyatt Webb	1.85%
4	David Sorrels # 35	8,175	2.68%	7,250	David Sorrels	2.38%
5	Michael Dudley # 37	26,026	8.54%	7,963	Mary Poole Dudley	1.75%
6	James D. Spinks # 37	35,816	11.75%	20,136	James D Spinks	6.60%
7	William M. Pilgrim # 9	9,550	3.13%	5,793	William M. Pilgrim	1.90%
8	Kent McClain	2,450	0.80%	2,450	Kent McClain	0.80%
9	Margaret Stennis Womble	17,824	5.85%	17,824	Marget S. Womble	5.85%
10	Robert Sanford (new)	3,108	1.02%	1,514	William C Sanford	1.02%
	Total Directors Block	<u>140,995</u>	<u>46.2%</u>			
	Total shares	304,889	100.0%			

Definitions

Family Block shares are the total shares that are typically the total voted with proxy statements  
Direct shares are the actual shareholder or direct family member (spouse, child)

**Results:** A list of branches for your depository institution: COMMERCIAL BANK, THE (ID\_RSSD: 700430). This depository institution is held by COMMERCIAL CAPITAL CORPORATION (1086739) of DEKALB, MS. The data are as of 12/31/2011. Data reflects information that was received and processed through 01/06/2012.

**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 Procedures**

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 hard-copy 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)	700430	COMMERCIAL BANK, THE	HOPPER STREET	DEKALB	MS	39328	KEMPER	UNITED STATES	6006		0	COMMERCIAL BANK, THE	700430
OK		Full Service	2366988	COLLINSVILLE BRANCH	HIGHWAY 19 NORTH	COLLINSVILLE	MS	39325	LAUDERDALE	UNITED STATES	219941		2	COMMERCIAL BANK, THE	700430
OK		Full Service	3729526	BRAHWOOD BRANCH	HIGHWAY 39 NORTH	MERIDIAN	MS	39301	LAUDERDALE	UNITED STATES	219942		3	COMMERCIAL BANK, THE	700430
OK		Full Service	3449606	MEDICAL CENTER BRANCH	1101 22ND AVENUE	MERIDIAN	MS	39301	LAUDERDALE	UNITED STATES	219943		4	COMMERCIAL BANK, THE	700430
OK		Full Service	3612627	PHILADELPHIA BRANCH	206 SOUTH LEWIS AVENUE	PHILADELPHIA	MS	39350	NESHOBA	UNITED STATES	465219		6	COMMERCIAL BANK, THE	700430

**Report Item 3: Shareholders**

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-2011.

<u>(1)(a) &amp; (b)</u> Name & Address (All US citizens)	<u>(1)c</u> Shares Owned	<u>(1)c</u> % shares Owned
✓ T.R. Daws DeKalb, MS 39328 US Citizen	18,245	5.98%
✓ Margaret S. Womble DeKalb, MS 39328 US Citizen	17,824	5.85%
✓ Jimmy D. Spinks DeKalb, MS 39328 US Citizen	20,136	6.60%
✓ Louie P Spinks Ranson Canyon TX 79366 US Citizen	15,680	5.14%
✓ William Clay DeKalb, MS 39328 US Citizen	16,405	5.38%

*Item 3: 2a,b,c; Shareholders not listed above with ownership, control or holdings of 5% or more with power to vote during year ending 12-31-2011.*

No additional people

<b>FORM FR Y-6</b>					
Commercial Capital Corp		Year Ending December 31, 2011			
Officers & Directors					
As of February 10, 2012					
<b>Report Item 4: 3a &amp; 3b</b>					
Holding Company or Sub		Subsidiary	Subsidiary	Subsidiary	Holding Company
Report Item	3a	3b	3b	3b	3b
				Southern	
	All	Commercial	Kemper	Insurance	Commercial
<u>Name</u>	<u>Companies</u>	<u>Bank</u>	<u>Finance</u>	<u>Marketers</u>	<u>Capital</u>
<u>Directors</u>					
✓ Michael Dudley	Director	Pres. \ CEO	Pres. \ CEO	Pres. \ CEO	President / CEO
✓ Bill Clay	Director	Chairman	Chairman	Chairman	Chairman
✓ Wyatt Webb	Director	EVP/ CFO	Vice President	Vice President	Vice President
✓ David Sorrels	Director				
✓ Robert Sanford - 2/2007	Director				
✓ Mike Pilgrim	Director				
✓ James D. Spinks	Director	Secretary	Secretary	Secretary	Secretary
✓ Margaret Womble	Director	Vice Chairman	Vice Chairman	Vice Chairman	Vice Chairman
✓ Kent McClain - 2/2008	Director				
<u>Asset \ Liability Committee</u>		<u>Executive Loan Committee</u>			<u>Audit Committee</u>
✓ Michael Dudley		✓ Michael Dudley		✓ Bill Clay	
✓ Wyatt Webb		✓ Wyatt Webb		✓ David Sorrels	
✓ James D. Spinks		✓ James D. Spinks		✓ Robert Sanford	
✓ David Sorrels		✓ David Sorrels		✓ Mike Pilgrim	
✓ Mike Pilgrim		✓ Mike Pilgrim		✓ James D. Spinks	
				✓ Marageret S. Womble	
				✓ Kent McClain	
<u>EDP Committee</u>		<u>Compliance \ Internal audit committee</u>			
✓ Michael Dudley		✓ Michael Dudley			
✓ Wyatt Webb		✓ Wyatt Webb			
✓ Steve Holland		✓ Steve Holland			
✓ Bill Clay		✓ Bill Clay			
✓ Robert Sanford		✓ Robert Sanford			
✓ Margaret Womble		✓ Margaret Womble			
✓ Kent McClain		✓ Kent McClain			
<u>Bank Officers -</u>					
✓ Michael Dudley	President & CEO				
✓ Wyatt Webb	Executive Vice President & CFO				
✓ Kyle Covington	Senior Vice President Commercial lending				
✓ Dexter Thornton	Vice President \ Loan Officer \ Branch Manager (Collinsville)				
✓ Justin Branstetter	Asst Vice President \ Loan Officer \ Branch Manager (DeKalb)				
✓ Gloria Cumberland	Vice President \ Operations				
✓ Steve Holland	Vice President \ Chief Information Officer				
✓ Chris Harley	IT network Officer				
✓ Leah Hearn	Vice President \ Compliance Officer				

The Commercial Capital Corp		FORM FR Y-6			
Report Item 4: Directors and Officers		December 31, 2011			
(1)	(2)	(4)(a)	4(b)	4(c)	(3)(c)
Name & Address (All US citizens)	Principal Occupation other than with Bank Holding Company	% of Voting Shares in Bank Holding Company	% of Voting Shares in Subsidiaries	Names of Other Company Ownership	Position with bank\ Position with Other Businesses
William Clay	Operator of Clay Feeds	5.38%	N/A	N/A	<u>Bank Board Chairman</u>
DeKalb, MS 39328					Owner of : Clay Feeds - 100% B&C Farm Co. - 50% Pine Hill Company - 50% West Kemper Farm - 50% Oak Investment Company - 50% Hunters Ridge Subdivision - 25% Director - East Mississippi Electrical Power Assn Director - Meridian Stockyard Director - Ms. High School Activities Assn. Economics Teacher - EMCC
David Sorrels	Retired Insurance	2.38%	N/A	N/A	<u>Bank director</u>
DeKalb, MS 39328	Agent				Director\Board Member of: East Mississippi Electrical Power Assn Farm Services community member Soil & Water conservation district commissioner North MS Industrial Development Authority East Central Planning & Development District
Michael Dudley	President & CEO	1.75%	N/A	N/A	<u>Bank CEO/President &amp; Director</u>
DeKalb, MS 39328	Commercial Bank				

The Commercial Capital Corp		FORM FR Y-6			
Report Item 4: Directors and Officers		December 31, 2011			
	(2)	(4)(a)			
	Principal	% of	4(b)	4(c)	
(1)	Occupation other than with	Voting	% of	Names of	(3)(c)
Name & Address	Bank Holding	Shares in	Voting	Other	<u>Position with bank\</u>
(All US citizens)	Company	Company	Subsidiaries	Ownership	<u>Position with</u> <u>Other Businesses</u>
James D. Spinks DeKalb, MS 39328	Attorney	6.60%	N/A	N/A	<u>Bank director</u> Director - Choctaw Area Council - Boy Scouts Commissioner - Weems Community Mental Health Center
William M. Pilgrim DeKalb, MS 39328	Owner of Quick Cash	1.90%	N/A	N/A	<u>Bank director</u> 50% owner Hopper Street Rental; VP 50% partner West Hills Partnership 100% owner of Quick Cash
Margaret S. Womble DeKalb, MS 39328	Retired Publications Editor / teacher	5.85%	N/A	N/A	<u>Bank director</u> Kemper County Economic Development Board Community Foundation of East Miss Board Kemper County Historical Association Board
Wyatt Webb Meridian, MS 39305	CFO, Commercial Bank	1.85%	N/A	N/A	Bank EVP/CFO & Director
Robert Sanford Meridian, MS 39305	President & CEO of: Benefits Management Group Commercial Insurance Agency (Insurance companies)	1.02%	N/A	N/A	<u>Bank director</u> Owner of Benefits Management Group & Commercial Insurance Agency
Kent McLain Philadelphia, MS 39350	Owner of: McLain Plumbing & Electrical Service	0.80%	N/A	N/A	<u>Bank director</u> Owner of McLain Plumbing & Electrical Service

**FORM FR Y-6**

Commercial Capital Corp					
Officers & Directors					
As of February 18, 2011					
<b>Report Item 4: 3a &amp; 3b</b>					
Holding Company or Sub Report Item	3a	Subsidiary 3b	Subsidiary 3b	Subsidiary 3b	Holding Company 3b
Name	All Companies	Commercial Bank	Kemper Finance	Southern Insurance Marketers	Commercial Capital
<u>Directors</u>					
✓ Michael Dudley	Director	Pres. \ CEO	Pres. \ CEO	Pres. \ CEO	President / CEO
✓ Bill Clay	Director	Chairman	Chairman	Chairman	Chairman
✓ Wyatt Webb	Director	EVP/ CFO	Vice President	Vice President	Vice President
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✓ Mike Pilgrim	Director				
✓ James D. Spinks	Director	Secretary	Secretary	Secretary	Secretary
✓ Margaret Womble	Director	Vice Chairman	Vice Chairman	Vice Chairman	Vice Chairman
✓ Kent McClain - 2/2008	Director				
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✓ Wyatt Webb		Wyatt Webb			David Sorrels
✓ James D. Spinks		James D. Spinks			Robert Sanford
✓ David Sorrels		David Sorrels			Mike Pilgrim
✓ Mike Pilgrim		Mike Pilgrim			James D. Spinks
					Marageret S. Womble
					Kent McClain 2/1/08
<u>EDP Committee</u>		<u>Compliance \ Internal audit committee</u>			
✓ Michael Dudley		Michael Dudley			
✓ Wyatt Webb		Wyatt Webb			
✓ Steve Holland		Steve Holland			
✓ Bill Clay		Bill Clay			
✓ Robert Sanford		Robert Sanford			
✓ Margaret Womble		Margaret Womble			
✓ Kent McClain		Kent McClain			
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✓ Justin Branstetter	Asst Vice President \ Loan Officer \ Branch Manager (Collinsville)				
✓ Gloria Cumberland	Vice President \ Operations				
✓ Wayne Smith	Vice President \ Loan Officer \ Branch Manager (DeKalb)				
✓ Steve Holland	Vice President \ Chief Information Officer				
✓ John Lyle Briggs	Vice President \ Loan Officer				
✓ Leah Hearn	Vice President \ Compliance Officer				

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Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	FDIC UNINUM*
Ok		Full Service (Head Office)	700430	COMMERCIAL BANK, THE	HOPPER STREET	DEKALB	MS	39328	KEMPER	6006
Ok		Full Service	2366988	COLLINSVILLE BRANCH	HIGHWAY 19 NORTH	COLLINSVILLE	MS	39325	LAUDERDALE	219941
Ok		Full Service	3729526	BRIARWOOD BRANCH	HIGHWAY 39 NORTH	MERIDIAN	MS	39301	LAUDERDALE	219942
Ok		Full Service	3449600	MEDICAL CENTER BRANCH	1101 22ND AVENUE	MERIDIAN	MS	39301	LAUDERDALE	219943
Ok		Full Service	3612637	PHILADELPHIA BRANCH	206 SOUTH LEWIS AVENUE	PHILADELPHIA	MS	39350	NESHOBA	465219