

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, 2012
 Month / Day / Year

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

Reporter's Name, Street, and Mailing Address
COMMERCIAL CAPITAL CORPORATION
 Legal Title of Holding Company
P.O. BOX 217
 (Mailing Address of the Holding Company) Street / P.O. Box
DEKALB MS 39328
 City State Zip Code
HOPPER AVENUE
 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:
WYATT WEBB CFO / EVP
 Name Title
601-696-8016
 Area Code / Phone Number / Extension
601-696-8043
 Area Code / FAX Number
wyatt.webb@commercialbankms.com
 E-mail 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.

Wyatt Webb
 Signature of Holding Company Director and Official
03-13-2013
 Date of Signature

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

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

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 _____
 C.I. _____

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

FORM FR Y-6
As of December 31, 2012

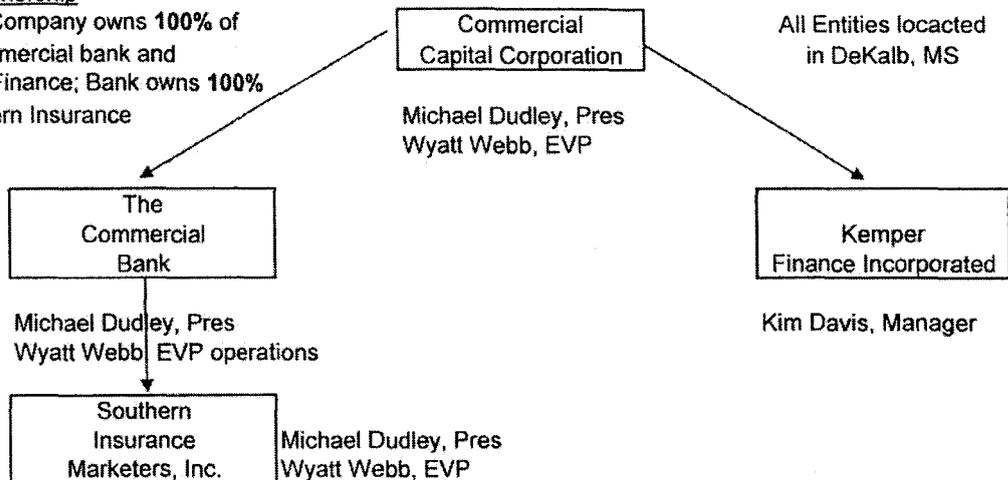
Report Item

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

2: Organization Chart - All companies are incorporated in State of Mississippi

Stock Ownership

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



| Ref | Directors | Family Block Shares | Family Block % of Shares | Direct Shares Largest shareholders | Director Only shares | Direct shares % of Shares |
|-----|-------------------------|---------------------|--------------------------|------------------------------------|----------------------|---------------------------|
| 1 | William W. Clay # 38 | 32,400 | 10.63% | 16,405 William W. Clay | 16,405 | 5.38% |
| 2 | Wyatt Webb # 15 | 5,646 | 1.85% | 5,646 Wyatt Webb | 5,646 | 1.85% |
| 3 | David Johnson (new) | 200 | 0.07% | 200 David Johnson | 200 | 0.07% |
| 4 | David Sorrels # 35 | 8,175 | 2.68% | 7,250 David Sorrels | 7,250 | 2.38% |
| 5 | Michael Dudley # 37 | 25,825 | 8.47% | 7,963 Mary Poole Dudley | 5,129 | 1.68% |
| 6 | James D. Spinks # 37 | 35,816 | 11.75% | 20,136 James D Spinks | 20,136 | 6.60% |
| 7 | William M. Pilgrim # 9 | 9,550 | 3.13% | 5,793 William M. Pilgrim | 5,793 | 1.90% |
| 8 | Kent McClain | 2,450 | 0.80% | 2,450 Kent McClain | 2,450 | 0.80% |
| 9 | Margaret Stennis Womble | 22,144 | 7.26% | 17,824 Marget S. Womble | 17,824 | 5.85% |
| 10 | Robert Sanford | 3,108 | 1.02% | 1,514 William C Sanford | 3,108 | 1.02% |
| | Total Directors Block | 145,314 | 47.7% | | | |
| | 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 DE KALB, MS.
 The data are as of 12/31/2012. Data reflects information that was received and processed through 02/24/2013.

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) | 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 | BRIARWOOD BRANCH | HIGHWAY 39 NORTH | MERIDIAN | MS | 39301 | LAUDERDALE | UNITED STATES | 219942 | 3 | COMMERCIAL BANK, THE | 700430 | |
| OK | | Full Service | 3449600 | MEDICAL CENTER BRANCH | 1101 22ND AVENUE | MERIDIAN | MS | 39301 | LAUDERDALE | UNITED STATES | 219943 | 4 | COMMERCIAL BANK, THE | 700430 | |
| OK | | Full Service | 3612637 | PHILADELPHIA BRANCH | 206 SOUTH LEWIS AVENUE | PHILADELPHIA | MS | 39350 | NESHOBA | UNITED STATES | 465219 | 6 | COMMERCIAL BANK, THE | 700430 | |

7 Revised 4-18-13

Commercial Capital Corporation

FORM FR Y-6
December 31, 2012

Report Item 3: Shareholders

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-2012.

| <u>(1)(a) & (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

Revised 4-18-13

| Commercial Capital Corporation | | FORM FR Y-6 | | | |
|--|--|--|-----------------------|-------------------------------------|---------------------------|
| Officers & Directors As of March 12, 2013 | | Year Ending December 31, 2012 | | | |
| Report Item 4: 3a & 3b | | | | | |
| Holding Company or Sub Report Item | 3a | Subsidiary 3b | Subsidiary 3b | Subsidiary 3b | Holding Company 3b |
| <u>Name</u> | <u>All Companies</u> | <u>Commercial Bank</u> | <u>Kemper Finance</u> | <u>Southern Insurance Marketers</u> | <u>Commercial Capital</u> |
| Directors | | | | | |
| 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 | | | | |
| David Johnson - 4/2012 | Director of Commercial Capital only | | | | 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 |
| | | David Johnson | | | 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 | | | |
| Bank Officers - | | | | | |
| Michael Dudley | President & CEO | | | | |
| Wyatt Webb | Executive Vice President & CFO | | | | |
| David Johnson | Executive Vice President & Credit Adminstration officer | | | | |
| Kyle Covington | Senior Vice President Commercial lending | | | | |
| Dexter Thornton | Vice President \ Loan Officer \ Branch Manager (Collinsville) | | | | |
| Gloria Cumberland | Vice President \ Operations | | | | |
| Chris Harley | Vice President \ Chief Information Officer | | | | |
| Leah Hearn | Vice President \ Compliance Officer | | | | |
| Espey, Craig | Asst Vice President \ Loan Officer \ Branch Manager (Meridian) | | | | |
| Kenny Dickerson | Vice President \ Loan Officer \ Branch Manager (Philadelphia) | | | | |
| Shea Stearns | Internal Audit Officer | | | | |
| Will Moseley | Credit Adminstration Officer | | | | |
| Merideth Jones | Security Officer | | | | |
| John Heim | Loan officer - Indirect lending | | | | |
| Frances Miles | Loan officer - Secondary mortgage lender | | | | |
| Kimberly Baysinger | Loan officer - Secondary mortgage lender | | | | |
| Lora Kennedy | Loan officer | | | | |

| Commercial Capital Corporation | | FORM FR Y-6 | | | |
|---------------------------------------|---|--|---|---|--|
| Report Item 4: Directors and Officers | | December 31, 2012 | | | |
| (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 DeKalb, MS 39328 | Operator of Clay Feeds | 5.38% | N/A | N/A | <u>Bank Board Chairman</u> 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 DeKalb, MS 39328 | Retired Insurance Agent | 2.38% | N/A | N/A | <u>Bank director</u> 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 DeKalb, MS 39328 | President & CEO Commercial Bank | 1.68% | N/A | N/A | <u>Bank CEO/President & Director</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 |

| Commercial Capital Corporation | | FORM FR Y-6 | | | | |
|--|--|--|---|---|--|--|
| Report Item 4: Directors and Officers | | December 31, 2012 | | | | |
| (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 M. Pilgrim DeKalb, MS 39328 | Owner of Quick Cash | 1.90% | N/A | N/A | Bank director 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 | Bank director 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 | Bank director 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 | Bank director Owner of McLain Plumbing & Electrical Service | |
| David Johnson Hattiesburg, MS 39402 | Credit Administration Officer & EVP, Commercial Bank Former CEO of The First in Hattiesburg, MS | 0.07% | N/A | N/A | Bank Holding Company director | |