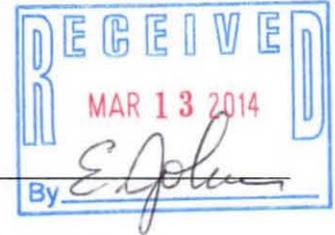


Board of Governors of the Federal Reserve System



# 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, 2013**

Month / Day / Year

I, **WYATT WEBB**

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)

Name of the Holding Company Director and Official

**CFO / EVP**

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.

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.

Signature of Holding Company Director and Official

**02/28/2014**

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

For Federal Reserve Bank Use Only

RSSD ID **1086739**  
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
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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)

As of December 31, 2013

*Revised*

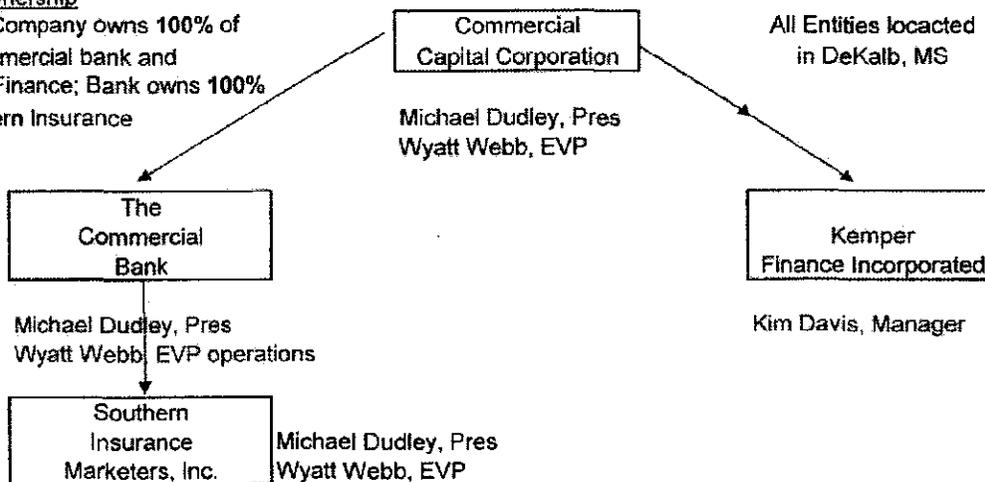
Report Item

- 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 - 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



Directors Same for Bank and Holding Company

Ref	Directors	Family Block Shares	Family Block % of Shares	Direct Shares Largest shareholders	Director Only shares	Direct % of Shares
1	William W. Clay # 38	36,520	11.98%	18,725 William W. Clay	18,725	6.14%
2	Wyatt Webb # 15	5,646	1.85%	5,646 Wyatt Webb	5,646	1.85%
3	David Johnson-	200	0.07%	200 David Johnson	200	0.07%
4	David Sorrels # 35	4,575	1.50%	3,650 David Sorrels	3,650	1.20%
5	Michael Dudley # 37	25,825	8.47%	7,250 Richard S. Poole	5,629	1.85%
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%	3,108 William C Sanford	3,108	1.02%
	Total Directors Block	145,834	47.8%		83,161	
	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 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

**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	175 HOPPER AVENUE	DE KALB	MS	39328	KEMPER	UNITED STATES	6006	0	COMMERCIAL BANK, THE	700430	
OK		Full Service	2366988	COLLINSVILLE BRANCH	9093 HIGHWAY 19 NORTH	COLLINSVILLE	MS	39325	LAUDERDALE	UNITED STATES	219941	2	COMMERCIAL BANK, THE	700430	
OK		Full Service	3729526	BRIARWOOD BRANCH	7591 HIGHWAY 39 NORTH	MERIDIAN	MS	39305	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	

Commercial Capital Corporation

FORM FR Y-6  
December 31, 2013

**Report Item 3: Shareholders**

Current Shareholders with ownership, control or holdings  
of 5% or more with power to vote as of 12-31-2013.

<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 US Citizen	18,245	5.98%
Margaret S. Womble DeKalb, MS US Citizen	17,824	5.85%
Jimmy D. Spinks DeKalb, MS US Citizen	20,136	6.60%
Louie P Spinks Ranson Canyon TX US Citizen	15,680	5.14%
William Clay DeKalb, MS US Citizen	18,725	6.14%

*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 12-31-2013.*

No additional people

Commercial Capital Corporation		FORM FR Y-6			
Officers & Directors As of February 27, 2014		Year Ending December 31, 2013			
Report Item 4: 3a & 3b 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
David Sorrels	Director				
Robert Sanford	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	Director				
David Johnson -	Director	Resigned as of 12/31/2013			
<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 - Resigned 12/31/13			Marageret S. Womble
					Kent McClain
<u>EDP Committee</u>		<u>Compliance \ Internal audit committee</u>			
Michael Dudley		Michael Dudley			
Wyatt Webb		Wyatt Webb			
Chris Harley		Chris Harley			
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				
David Johnson	Executive Vice President & Credit Adminstration officer - Resigned 12/31/13				
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				
Mary Jones	Security Officer				
Frances Miles	Loan officer - Indirect lending				
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, 2013				
(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	Operator of Clay Feeds	6.14%	N/A	N/A	Bank Board Chairman 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	Retired Insurance Agent	1.20%	N/A	N/A	Bank director 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	President & CEO Commercial Bank	1.85%	N/A	N/A	Bank CEO/President & Director	
James D. Spinks DeKalb, MS	Attorney	6.60%	N/A	N/A	Bank director 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, 2013				
(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	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	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	CFO, Commercial Bank	1.85%	N/A	N/A	Bank EVP/CFO & Director	
Robert Sanford Meridian, MS	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	Owner of: McLain Plumbing & Electrical Service	0.80%	N/A	N/A	Bank director Owner of McLain Plumbing & Electrical Service	
David Johnson Hattiesburg, MS	Credit Administration Officer & EVP, Commercial Bank Former CEO of The First in Hattiesburg, MS	0.07%	N/A	N/A	Bank Holding Company director Resigned 12/31/2013	