



*Commercial
Bank*

West Liberty, Ky. 41472

*Anjie Pendergrass is the
person for questions
regarding this report.*

*Thank you,
Anjie Pendergrass*

7-20-16

Board of Governors of the Federal Reserve System

FEDERAL RESERVE BANK
OF CLEVELAND



Annual Report of Holding Companies—FR Y-6

2016 JUL 25 P 12: 27

STATISTICS & ANALYSIS
DEPARTMENT

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, 2015

Month / Day / Year

N/A

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

I, Tommy Phipps

Reporter's Name, Street, and Mailing Address

Name of the Holding Company Director and Official
Vice President

Commercial Bancshares, Inc Savings & ESOP
Legal Title of Holding Company

Title of the Holding Company Director and Official

550 Main Street / P O Box 635
(Mailing Address of the Holding Company) Street / P.O. Box

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.

West Liberty KY 41472
City State Zip Code

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.

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Angie Pendergrass VP

Name Title

606.743.3195

Area Code / Phone Number / Extension

606.743.9824

Area Code / FAX Number

angie.pendergrass@cbwl.cc

E-mail Address

Signature of Holding Company Director and Official

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

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 2510727
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.

Commercial Bancshares, Inc.
 Legal Title of Subsidiary Holding Company

550 Main St / P O Box 635
 (Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

West Liberty KY 41472
 City State Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

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City State Zip Code

Physical Location (if different from mailing address)

ORGANIZATION CHART

Commercial Bancshares, Inc., Savings & Employee Stock Ownership Plan Inc n/a
550 Main Street
West Liberty, KY 41472 USA

Owns 31.32%
of
Commercial Bancshares, Inc.

Commercial Bancshares, Inc.
550 Main Street
West Liberty, KY 41472 USA
State of Incorporation Kentucky

Owns 100%
of
Commercial Bank

Commercial Bank
550 Main Street
West Liberty, KY 41472 USA
State of Incorporation Kentucky

**Commercial Bancshares, Inc., Savings & Employee Stock Ownership Plan
Annual Report of Bank Holding Companies FR Y-6**

- 1a. The bank holding company is not registered with the SEC.
- 1b. A copy of the company's annual report is not included with the FR Y-6. The company does not prepare an annual report.
- 2a. List of all companies in which an excess of 5% of the shares of any class of voting securities are controlled as a result of debts previously contracted. **N/A**
- 2b. List of all companies that are held in a fiduciary capacity where the ownership, control, or beneficial interest of such companies exceeds 5% of the shares of any class of voting securities. **See attached.**
- 2c. List of all banks or bank holding companies where ownership exceeds 5% of any class of shares held by a subsidiary in a fiduciary capacity with sole discretionary power to vote the shares? **N/A**
- 2d. List of the bank holding company's investments in shares of any class of non-voting equity which are greater than 25% of the non-voting equity of any bank or bank holding company that is not otherwise controlled. **N/A**

3.(1) For Commercial Bancshares, Inc., Savings & Employee Stock Ownership Plan

- a. Hank Allen Tommy Phipps Howard Elam
West Liberty, KY, USA West Liberty, KY, USA West Liberty, KY, USA
- b. Citizens of United States
- c. Controls as Co-Trustees 28.77% (9815.55 shares) of common stock of Commercial Bancshares, Inc., West Liberty, KY USA
No individual owns more than 5% of securities in the ESOP

3.(2) **None**

3.(1). **For Commercial Bancshares, Inc.**

- a. Frank Oldfield Mize, KY
- b. Citizen of United States
- c. Owns 8.79% (3,000 shares) of common stock of Commercial Bancshares, Inc.

- a. Tommy Hill West Liberty, KY
- b. Citizen of United States
- c. Owns 8.79% (3,000 shares) of common stock of Commercial Bancshares, Inc.

- a. Perry Family Irrevocable Trust Paris, KY
- b. Citizen of United States
- c. Owns 8.87% (3,026 shares) of common stock of Commercial Bancshares, Inc.

- a. Tim Keller West Liberty, KY
- b. Citizen of United States
- c. Owns 5.89% (2,010 shares) of common stock of Commercial Bancshares, Inc

- a. Hank Allen Tommy Phipps Howard Elam
West Liberty, KY West Liberty, KY West Liberty, KY
- b. Citizens of United States
- d. Controls as Co-Trustees 28.77% (9,815.55 shares) of common stock of Commercial Bancshares, Inc.

3.(2). **None**

4.(1) Hank Allen
West Liberty, KY, USA

4.(2) Trustee

4.(3)a. Trustee

4.(3)b. Chairman and President of Commercial Bancshares, Inc.

Chairman and President of Commercial Bank.

Total shares outstanding 34,113.55

Controls as Co-Trustees 28.77% (9,815.55 shares) of common stock of Commercial Bancshares, Inc.

Results: A list of branches for your depository institution: **COMMERCIAL BANK (ID_RSSD: 358112).**

This depository institution is held by **COMMERCIAL BANCSHARES, INC., SAVINGS & EMPLOYEE STOCK OWNERSHIP PLAN (2538860)** of WEST LIBERTY, KY.
The data are as of **12/31/2014**. Data reflects information that was received and processed through **01/07/2015**.

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)	358112	COMMERCIAL BANK	550 MAIN STREET	WEST LIBERTY	KY	41472-100	MORGAN	UNITED STATES	5965	0	COMMERCIAL BANK	358112	
OK		Full Service	4526469	INDEX BRANCH	1771 WEST MAIN STREET	WEST LIBERTY	KY	41472	MORGAN	UNITED STATES	Not Required	Not Required	COMMERCIAL BANK	358112	
OK		Limited Service	4526478	MAIN STREET TEMPORARY BRANCH	596 MAIN STREET	WEST LIBERTY	KY	41472	MORGAN	UNITED STATES	Not Required	Not Required	COMMERCIAL BANK	358112	