

COMMERCE BANCSHARES INC /MO/

Form 424B3

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PROSPECTUS

of

Commerce Bancshares, Inc.

602,591 Shares of Common Stock

\$5.00 par Value

The Boards of Commerce, CBI-Kansas and South Tulsa have agreed to the merger of South Tulsa into CBI-Kansas. The total merger consideration value is estimated to be \$26,250,000. If the merger is approved, each South Tulsa shareholder will receive Commerce common stock with a value of \$340.54 per share of South Tulsa common stock. The per share merger consideration will be equal to \$340.54 in Commerce common stock if the Commerce stock price is between \$45.30 and \$50.06. Thus, if the Commerce stock price is within this range, each shareholder of South Tulsa will receive between approximately 6.80 and 7.52 shares of Commerce common stock per share of South Tulsa common stock.

If the Commerce stock price is less than \$45.30, each shareholder of South Tulsa will receive approximately 7.52 shares of Commerce common stock per share of South Tulsa common stock (which results in the value of the Commerce stock received being less than \$340.54). On the other hand, if the Commerce stock price is greater than \$50.06, each shareholder of South Tulsa will receive approximately 6.80 shares of Commerce common stock per share of South Tulsa common stock (which results in the value of the Commerce stock received being more than \$340.54). This result is because the parties agreed not to adjust the amount of Commerce common stock received beyond these limits. See What South Tulsa Shareholders Will Receive in the Merger on page iv, Summary The Merger Consideration on page 1, and The Merger Conversion of South Tulsa Common Stock on page 14. Commerce common stock is traded on The Nasdaq Stock Market under the symbol CBSH.

PROXY STATEMENT

of

South Tulsa Financial Corporation

For a Special Meeting of Shareholders

To be Held on March 30, 2007

The merger cannot be completed unless the South Tulsa shareholders approve it by an affirmative vote of the holders of at least a majority of the outstanding shares. South Tulsa's Board of Directors has scheduled a special meeting for South Tulsa shareholders to vote on the merger as follows:

March 30, 2007
10:00 a.m., local time
6130 East 81st Street
Tulsa, Oklahoma

This document gives you detailed information about the proposed merger. We encourage you to read this entire document carefully, including the section titled Risk Factors beginning on page 10. Please see Where You Can Find More Information beginning on page 45 for additional information about Commerce on file with the Securities and Exchange Commission.

This Proxy Statement/Prospectus is first being mailed to shareholders on or about March 8, 2007.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved the Commerce Common Stock to be issued under this Proxy Statement/Prospectus or determined if the Proxy Statement/Prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The shares of Commerce common stock are not savings accounts, deposits or other obligations of any bank or savings association and are not insured by the Federal Deposit Insurance Corporation or any other governmental agency. Stock is subject to investment risks, including loss of value.

Dated March 2, 2007.

DOCUMENTS INCORPORATED BY REFERENCE

This Proxy Statement/Prospectus incorporates by reference important business and financial information about Commerce that we are not delivering with this document. The Securities and Exchange Commission (SEC) allows us to incorporate by reference information into this document, which means that we can disclose important information to you by referring you to another document separately filed with the SEC. See Where You Can Find More Information beginning on page 45. You can obtain this information from Commerce without charge upon written or oral request by contacting:

Commerce Bancshares, Inc.
1000 Walnut, Suite 700
Kansas City, Missouri 64141
Attention: Corporate Finance
(816) 234-2000

To ensure timely delivery of the documents in advance of the special meeting, you should make your request no later than March 21, 2007.

SOUTH TULSA FINANCIAL CORPORATION
6130 East 81st Street
Tulsa, Oklahoma 74137

March 8, 2007

Dear South Tulsa Financial Corporation Shareholder:

You are cordially invited to attend the Special Meeting of the Shareholders of South Tulsa Financial Corporation which will be held at our corporate offices, 6130 East 81st Street, Tulsa, Oklahoma, on March 30, 2007, commencing at 10:00 a.m., local time. At this important meeting, holders of common stock of South Tulsa will be asked to adopt an Agreement and Plan of Merger and approve a merger between South Tulsa and CBI-Kansas, Inc., a wholly owned subsidiary of Commerce Bancshares, Inc. South Tulsa presently owns all of the issued and outstanding shares of Bank South (the Bank). As a result of the merger, shares of South Tulsa common stock will be converted into shares of Commerce common stock.

The Agreement and Plan of Merger was executed on December 4, 2006 and provides for the merger of South Tulsa into CBI-Kansas, after certain conditions are met, including the approval of South Tulsa shareholders. The merger is also subject to certain required regulatory approvals and will be completed shortly after the necessary regulatory approvals are obtained and other conditions are satisfied or waived. Under Oklahoma law, holders of common stock of South Tulsa have dissenters' rights of appraisal with respect to the merger.

The enclosed Proxy Statement/Prospectus describes the terms of the merger in more detail. You should review the Proxy Statement/Prospectus carefully, including the section titled Risk Factors on page 10. Your Board of Directors has carefully reviewed and considered the terms and conditions of the merger and believes that it is fair and in the best interests of South Tulsa and its shareholders and unanimously recommends that shareholders vote for the proposal.

A majority vote of all outstanding shares of South Tulsa's common stock is required to approve the merger. To ensure your shares will be represented at the meeting, whether or not you plan to attend, we urge you to promptly sign, date and mail your proxy in the enclosed self-addressed envelope, which requires no postage. You may cancel your proxy by attending the meeting and voting in person.

Sincerely,
R. Carl Hudgins
Vice President
South Tulsa Financial Corporation

**SOUTH TULSA FINANCIAL CORPORATION
6130 East 81st Street
Tulsa, Oklahoma 74137**

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

To the Shareholders of South Tulsa Financial Corporation:

A Special Meeting of the shareholders of South Tulsa Financial Corporation, an Oklahoma corporation, will be held at our corporate offices, 6130 East 81st Street, Tulsa, Oklahoma, on March 30, 2007 commencing at 10:00 a.m., local time for the following purpose:

To consider and vote upon a proposal to approve the Agreement and Plan of Merger, dated as of December 4, 2006 among Commerce Bancshares, Inc., CBI-Kansas, Inc. and South Tulsa Financial Corporation, a copy of which is attached as Appendix A to the accompanying Proxy Statement/Prospectus.

Holders of South Tulsa common stock of record at the close of business on February 20, 2007, will be entitled to notice of and to vote at the Special Meeting or any adjournment or postponement thereof. Approval of the Agreement and Plan of Merger, which is a condition to the consummation of the transactions contemplated by the Agreement and Plan of Merger, requires the affirmative vote of the holders of a majority of the outstanding shares of South Tulsa common stock. Pursuant to Section 1091 of the Oklahoma General Corporation Act, South Tulsa's shareholders are entitled to dissenters' rights.

YOUR BOARD OF DIRECTORS HAS UNANIMOUSLY APPROVED THE AGREEMENT AND PLAN OF MERGER AND THE MERGER. YOUR BOARD BELIEVES THAT THE MERGER IS FAIR AND IN THE BEST INTERESTS OF SOUTH TULSA AND ITS SHAREHOLDERS AND UNANIMOUSLY RECOMMENDS THAT YOU VOTE FOR THE PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER AND THE MERGER.

By Order of the Board of Directors

Tulsa, Oklahoma
March 8, 2007

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WHAT SOUTH TULSA SHAREHOLDERS WILL RECEIVE IN THE MERGER

The number of shares of Commerce common stock into which one share of South Tulsa common stock will be converted in the merger is referred to in this document as the merger consideration. The total merger consideration value is estimated to be \$26,250,000. Shares of South Tulsa common stock will be converted into merger consideration of \$340.54 per share of South Tulsa common stock, consisting of shares of Commerce common stock, if the Commerce stock price (as determined under the Agreement and Plan of Merger) is between \$45.30 and \$50.06. Thus, if the Commerce stock price is within this range, each shareholder of South Tulsa will receive between approximately 6.80 and 7.52 shares of Commerce common stock per share of South Tulsa common stock.

If the Commerce stock price is less than \$45.30, the Commerce stock price will nevertheless be deemed to be \$45.30 and therefore the merger consideration will consist of approximately 7.52 shares of Commerce common stock per share of South Tulsa common stock (which results in the merger consideration being less than \$340.54 per share of South Tulsa common stock). If the Commerce stock price is greater than \$50.06, the Commerce stock price will nevertheless be deemed to be \$50.06 and therefore the merger consideration will consist of approximately 6.80 shares of Commerce common stock per share of South Tulsa common stock (which results in the merger consideration being more than \$340.54 per share of South Tulsa common stock). The last reported sales price on January 30, 2007 for Commerce shares as reported by The Nasdaq Stock Market was \$48.99. You should obtain current market prices for the Commerce common stock. See Risk Factors beginning at page 10. Please refer to the table below for an illustration of how the per share merger consideration will be determined under the various possible Commerce stock price scenarios. See Summary The Merger Consideration on page 1 and The Merger Conversion of South Tulsa Common Stock on page 14.

Possible Per Share Merger Consideration Scenarios

Commerce stock price	Per Share Merger Consideration (\$)	Exchange Ratio (Shares of Commerce common stock per share of South Tulsa common stock)
Less than \$45.30	Less than \$340.54	7.52
\$45.30 - \$50.06	\$340.54	6.80 - 7.52
Greater than \$50.06	Greater than \$340.54	6.80

QUESTIONS AND ANSWERS ABOUT THE MERGER AND THE SPECIAL MEETING

Q: What is the purpose of this document?

A: This document serves as both a proxy statement of South Tulsa and a prospectus of Commerce. As a proxy statement, this document is being provided to you by South Tulsa because the South Tulsa Board of Directors is soliciting your proxy for use at the special meeting of shareholders called to vote on the proposed merger of South Tulsa with and into CBI-Kansas, a subsidiary of Commerce. We have entered into an Agreement and Plan of Merger with Commerce and CBI-Kansas. A copy of the Agreement and Plan of Merger is attached to this Proxy Statement/Prospectus as Appendix A. In order to complete the merger, our shareholders must vote to adopt the Agreement and Plan of Merger. The South Tulsa Board of Directors is providing this Proxy

Statement/Prospectus to give you information for use in determining how to vote on the proposal submitted to the shareholders at the special meeting of our shareholders. You should read this Proxy Statement/Prospectus and the appendices carefully. The enclosed proxy card allows you, as our shareholder, to vote your shares without attending the special meeting.

As a prospectus, this document is being provided to you by Commerce because Commerce is offering shares of its common stock in exchange for your shares of South Tulsa common stock in connection with the merger.

Q: When and where will the special meeting be held?

A: The special meeting will be held on March 30, 2007 at 10:00 a.m., local time, at 6130 East 81st Street, Tulsa, Oklahoma.

Q: What matters will be voted on at the special meeting?

A: You will vote on a proposal to adopt the Agreement and Plan of Merger.

Q: What vote of the shareholders is required to approve the Agreement and Plan of Merger?

A: To approve the Agreement and Plan of Merger, shareholders of record as of February 20, 2007 holding at least a majority of the outstanding shares of South Tulsa common stock must vote **FOR** the approval of the Agreement and Plan of Merger. There are 72,189 shares of South Tulsa common stock entitled to be voted at the special meeting.

In order to induce Commerce and CBI-Kansas to enter into the Agreement and Plan of Merger, certain holders of approximately 50.61% of the shares of South Tulsa common stock have executed Voting Agreements, pursuant to which each of them has agreed to vote all shares of South Tulsa common stock that each of them owns respectively **FOR** the approval of the Agreement and Plan of Merger and the merger and have given Commerce, CBI-Kansas and a certain employee of Commerce proxies to vote their shares in such manner. Therefore, the Agreement and Plan of Merger and merger will be approved. As of the record date, those shareholders who executed voting agreements owned 36,538 shares of our common stock, representing 50.61% of our outstanding common stock. A form of the Voting Agreement entered into by such shareholders is attached as Appendix B to this Proxy Statement/Prospectus.

Q: What will I receive for my South Tulsa common stock?

A: You will receive merger consideration with a value of \$340.54 per share of South Tulsa common stock you hold immediately prior to the Effective Time (as defined in the Agreement and Plan of Merger). This amount will consist of shares of Commerce common stock with an approximate exchange ratio between 6.80 and 7.52 shares of Commerce common stock per share of South Tulsa common stock.

Q: Is the per share value of \$340.54 fixed?

A: Only if the Commerce stock price falls between \$45.30 and \$50.06. If the price is above the range, the per share value will be more, and if it falls below the range, the per share value will be less. This occurs because the Agreement and Plan of Merger only adjusts the number of shares of Commerce common stock to be issued when the price is between \$45.30 and \$50.06. For example, if the Commerce stock price is less than \$45.30, each shareholder of South Tulsa will receive approximately 7.52 shares of Commerce common stock per share of South Tulsa common stock (which results in the value of the Commerce stock received being less than \$340.54). On the other hand, if the Commerce stock price is greater than \$50.06, each shareholder of South Tulsa will receive approximately 6.80 shares of Commerce common stock per share of South Tulsa common stock (which results in the value of the Commerce stock received being more than \$340.54). See **What South Tulsa Shareholders Will Receive in the Merger** on page iv, and **Summary The Merger Consideration** on page 1.

Q: Why should South Tulsa merge with Commerce?

A: South Tulsa's Board of Directors believes that the merger will benefit South Tulsa and its shareholders because, among other reasons:

The advantages of combining with a larger, publicly traded financial institution, thereby enabling the South Tulsa shareholders to become shareholders of a larger combined entity having more liquid shares and greater

resources to compete in the banking industry;

The expected financial strength of the combined company following the merger and the ability of the combined company to realize cost savings and to take advantage of various business opportunities with greater financial resources;

The creation of significant synergies and a stronger competitor in the changing banking industry following the merger;

The creation of a stronger banking franchise by combining South Tulsa's strong banking presence in Oklahoma with Commerce's strong banking presence in the Kansas, Missouri and Illinois areas; and

The favorable position of Commerce among South Tulsa's and Commerce's peer group of national and regional financial institutions in terms of profitability, capital adequacy and asset quality.

Q: What do I need to do now?

A: You should carefully read and consider the information contained in this document. If you hold stock in your name as a shareholder of record, you should complete, sign, date and mail your proxy card in the enclosed return envelope as soon as possible. If the card does not specify a choice, your shares will be voted **FOR** the merger and all other proposals. If you hold your stock in street name through a bank or broker, you must direct your bank or broker to vote in accordance with the instructions you have received from your bank or broker. Submitting your proxy card or directing your bank or broker to vote your shares will ensure that your shares are represented and voted at the special meeting.

Q: Why is my vote important?

A: If you do not vote by proxy or vote in person at the special meeting, it will be more difficult for us to obtain the necessary quorum to hold our special meeting. In addition, your failure to vote, by proxy or in person, will have the same effect as a vote against the merger. The merger must be approved by the holders of a majority of the outstanding shares of South Tulsa common stock entitled to vote at the special meeting. Commerce shareholders do not have to approve the merger; accordingly, Commerce shareholders will not vote on approval of the Agreement and Plan of Merger. Completion of the merger is also subject to other specified conditions. See *The Merger Conditions to the Merger*, beginning at page 25. **The South Tulsa Board of Directors unanimously recommends that you vote to approve the merger.**

Q: Are there regulatory or other conditions to the completion of the merger?

A: Yes. The merger must be approved by the Board of Governors of the Federal Reserve System and the Office of the Comptroller of Currency, and by the affirmative vote of the holders of a majority of the shares entitled to vote at the South Tulsa special meeting, assuming a quorum is present. Commerce will complete the filing of applications and notifications to obtain the required regulatory approvals.

Q: Do I have rights to dissent from the merger?

A: Yes. Under Oklahoma law, South Tulsa shareholders have the right to dissent from the Agreement and Plan of Merger and to exercise appraisal rights to receive a payment in cash for the fair value of their shares of South Tulsa common stock. This value may be more or less than the value you would receive in the merger if you do not dissent. If you dissent and properly exercise your appraisal rights, you will receive a cash payment for the value of your shares that will be fully taxable to you. To perfect your appraisal rights, you must follow precisely the required statutory procedures. See *The Merger Rights of Dissenting Shareholders*, beginning at page 28 and the information in Appendix D.

Q: What if I abstain from voting?

A: If you abstain from voting, the abstention will be counted toward a quorum at the special meeting, but it will have the same effect as a vote against the merger.

Q: If I am not going to attend the special meeting, should I return my proxy card?

A: Yes. Returning your proxy card ensures that your shares will be represented at the special meeting, even if you are unable or do not want to attend.

Q: Can I change my vote after I mail my proxy card?

A: Yes. You can change your vote at any time before we vote your proxy at the special meeting. You can do this in three ways. First, you can send a written notice stating that you would like to revoke your proxy. Second, you can complete and submit a new proxy card. If you choose either of these two methods, you must submit your notice of revocation or your new proxy card to South Tulsa Financial Corporation, c/o Bank South, 6130 East 81st Street, Tulsa, Oklahoma 74137-2101, Attention: Corporate Secretary. Third, you can attend

the special meeting and vote in person. Simply attending the meeting, however, will not revoke your proxy; you must request a ballot and vote the ballot at the meeting.

Q: Should I send in my stock certificates now?

A: No. You will receive separate instructions for exchanging your stock certificates for certificates of Commerce common stock once the merger is approved and certain other conditions are met.

Q: When do you expect to complete the merger?

A: We expect to complete the merger in the second quarter of 2007. However, we cannot assure you when or if the merger will occur. We must first obtain the approval of the South Tulsa shareholders at the special meeting and the necessary regulatory approvals and satisfy the other conditions to the merger.

Q: Who can help answer questions?

A: You should not contact Commerce other than to request Commerce SEC filings incorporated by reference. If you have more questions about the merger, you should contact:

South Tulsa Financial Corporation

c/o Bank South

6130 East 81st Street

Tulsa, Oklahoma 74137-2101

Attention: R. Carl Hudgins

Telephone: (918) 492-2882

SUMMARY

This summary highlights selected information from this Proxy Statement/Prospectus and may not contain all of the information that is important to you. To understand the merger more fully and for a complete description of the legal terms of the merger, you should read carefully this entire document and the documents to which we have referred you. See **Where You Can Find More Information** beginning on page 45.

The Companies

Commerce Bancshares, Inc.
1000 Walnut
Kansas City, Missouri 64141
(816) 234-2000
Website: www.commercebank.com

Commerce is a bank holding company that owns all of the outstanding capital stock of three national banking associations located in Missouri, Kansas and Nebraska. Commerce also directly or indirectly owns various nonbanking subsidiaries, including a mortgage banking company, a credit life insurance company, a small business investment company, a property and casualty insurance agency and a company primarily engaged in holding bank-related real property. The principal assets of Commerce are represented by its banking subsidiaries. The business of Commerce consists primarily of ownership, supervision and control of its subsidiaries, including providing advice, counsel and specialized services in various fields of financial and banking policy and operations.

The total assets of Commerce, on a consolidated basis as of December 31, 2006 were approximately \$15.2 billion and net income for the year ended December 31, 2006 was approximately \$219.8 million.

Commerce's common stock is traded on The Nasdaq Stock Market under the symbol **CBSH**.

South Tulsa Financial Corporation
6130 East 81st Street
Tulsa, Oklahoma 74137-2101
Telephone: (918) 492-2882
Website: www.banksouth.com

South Tulsa is a bank holding company whose principal activity is the ownership and management of its wholly-owned subsidiary, Bank South. Bank South is an Oklahoma state-chartered bank that serves the Tulsa metropolitan area through two full-service community banking branches. Through Bank South, South Tulsa provides a full range of banking and financial services to individuals and corporate customers in the Tulsa metropolitan and surrounding areas. At December 31, 2006, South Tulsa's total consolidated assets were approximately \$130 million.

The Merger

Commerce and Commerce's wholly owned subsidiary, CBI-Kansas, Inc., entered into an Agreement and Plan of Merger on December 4, 2006 with South Tulsa. In the proposed merger, South Tulsa will be merged with and into CBI-Kansas, with CBI-Kansas as the surviving corporation. In addition, simultaneously with the merger of South Tulsa with and into CBI-Kansas, Bank South will be merged with Commerce Bank, N.A., with Commerce Bank, N.A. as the surviving corporation.

The Merger Consideration

As more fully set forth below, the Agreement and Plan of Merger provides, generally, that each share of South Tulsa common stock, par value \$1.00 per share, outstanding immediately prior to the Effective Time (as defined in the Agreement and Plan of Merger) will be converted into the right to receive \$340.54 of Commerce common stock, par value \$5.00 per share, in the merger (or between approximately 6.80 and 7.52 shares of Commerce common stock per share of South Tulsa common stock). The total merger consideration value is estimated to be \$26,250,000.

The Agreement and Plan of Merger provisions are intended, within certain limits, to adjust the value of the Commerce stock consideration in the merger so that the total merger consideration will equal \$340.54 of Commerce common stock per share of South Tulsa common stock (and the exchange ratio of Commerce common stock per share of South Tulsa common stock will be between approximately 6.80 and 7.52). This adjustment will occur if the Commerce stock price is between \$45.30 and \$50.06. If the Commerce stock price is less than \$45.30, the value of Commerce stock received will be less than \$340.54, and each shareholder of South Tulsa will receive approximately 7.52 shares of Commerce common stock per share of South Tulsa common stock. On the other hand, if the Commerce stock price is greater than \$50.06, the value of Commerce stock received will be greater than \$340.54, and each shareholder of South Tulsa will receive approximately 6.80 shares of Commerce common stock per share of South Tulsa common stock. See Summary The Merger Consideration, beginning at page 1 and The Merger Conversion of South Tulsa Common Stock on page 14.

We have attached the Agreement and Plan of Merger to this Proxy Statement/Prospectus as Appendix A. We encourage you to read the Agreement and Plan of Merger as it is the legal document that governs the merger.

Reasons for the Merger

South Tulsa and Commerce are proposing to merge because we believe, among other things, that this combination can create a stronger and more diversified company that will provide significant benefits to our shareholders and customers alike. See The Merger Reasons for the Merger, beginning at page 17.

Recommendation to Shareholders

The South Tulsa Board of Directors believes that the merger is fair to you and in your best interests and unanimously recommends that you vote **FOR** the proposal to approve the merger.

Vote Required

At the special meeting of South Tulsa shareholders, the Agreement and Plan of Merger and merger must be approved by the affirmative vote of the holders of at least a majority of the shares of South Tulsa common stock outstanding at the close of business on February 20, 2007. Each share of South Tulsa common stock is entitled to one vote.

As of February 20, 2007, South Tulsa's directors and officers held in the aggregate, directly or indirectly, approximately 15,261 shares of outstanding South Tulsa common stock, representing approximately 21.14% of the total number of outstanding shares of South Tulsa common stock. All directors and officers of South Tulsa owning South Tulsa common stock have agreed to vote in favor of the Agreement and Plan of Merger. In addition, certain other holders of South Tulsa common stock owning a total of 21,277 shares (29.47%) of South Tulsa common stock have agreed to vote in favor of the Agreement and Plan of Merger. As such, shareholders owning a total of 50.61% of the outstanding shares of South Tulsa common stock have agreed to vote in favor of the Agreement and Plan of Merger, which assures that the Agreement and Plan of Merger and the merger will be approved.

Approval of the Agreement and Plan of Merger and merger by Commerce shareholders is not required. Accordingly, Commerce has not called a special meeting of its shareholders.

Regulatory Approvals

We cannot complete the merger unless we obtain approval of the Board of Governors of the Federal Reserve System and the Office of the Comptroller of Currency. Commerce will complete the filing of applications and notifications to obtain the required regulatory approvals. As of the date of this Proxy Statement/Prospectus, we have not received any

of the necessary regulatory approvals. We cannot be certain of when or if we will obtain them.

Certain U.S. Federal Income Tax Consequences

The consummation of the merger is conditioned upon the receipt by Commerce and South Tulsa of an opinion of counsel that for federal income tax purposes, the merger will constitute a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the Code).

A South Tulsa shareholder who exchanges all of such shareholder's shares of South Tulsa common stock solely for Commerce common stock in the merger will not recognize gain or loss. See **Federal Income Tax Consequences**, beginning at page 30. The receipt of cash in lieu of a fractional share of Commerce common stock will result in the recognition of taxable gain or loss.

All South Tulsa shareholders should read carefully the discussion in **Federal Income Tax Consequences and the other sections of the Proxy Statement/Prospectus referred to therein and are urged to consult their own tax advisors as to specific consequences to them of the merger under federal, state, local or any other applicable tax laws.**

Conditions to Completing the Merger

The completion of the merger depends on the satisfaction of a number of conditions, including, but not limited to, the following:

approval by the South Tulsa shareholders;

the continued accuracy of each company's representations and warranties and compliance by each company with its obligations contained in the Agreement and Plan of Merger;

receipt of a legal opinion from Commerce's counsel as to the tax consequences of the merger;

receipt of legal opinions from Commerce's counsel and South Tulsa's counsel covering customary corporate law matters;

receipt of the required regulatory approvals;

the absence of any legal action or court order that prohibits the merger;

the declaration of effectiveness of this registration statement;

the absence of any material adverse change in the financial condition or assets of either Commerce or South Tulsa;

the satisfaction of certain financial measures applicable to South Tulsa;

the delivery to Commerce of a letter by each person who is an affiliate (as defined in Rules 145 and 405 adopted under the Securities Act of 1933) of South Tulsa at the time the Agreement and Plan of Merger is submitted to approval of the shareholders of South Tulsa;

dissenters' rights shall not have been exercised with respect to more than 10% of the outstanding shares of South Tulsa common stock on the closing date;

the removal of certain loans from the Bank's loan portfolio;

the cancellation of all outstanding unexercised stock options under South Tulsa's stock option plans; and

the execution of non-competition agreements between Commerce and certain directors and officers of South Tulsa.

Termination of the Agreement and Plan of Merger

Commerce, CBI-Kansas and South Tulsa can agree to terminate the Agreement and Plan of Merger without completing the merger, and either company can terminate the Agreement and Plan of Merger on its own without completing the merger under various circumstances, including if any of the following occur:

by any of the companies if the merger has not been consummated by June 30, 2007, but such date may be extended in certain circumstances;

by any of the companies if any banking regulatory approval of the merger is denied or if any governmental entity has issued an order imposing a burdensome condition on any of the companies;

by Commerce or CBI-Kansas, on the one hand, or South Tulsa on the other, if the other party has materially breached the Agreement and Plan of Merger and has not cured such breach within 45 days of notice of the breach;

by Commerce or CBI-Kansas if the South Tulsa Board of Directors fails to recommend adoption of the Agreement and Plan of Merger by the shareholders of South Tulsa, or amends or modifies such recommendation in a manner materially adverse to Commerce, or withdraws such recommendation;

by any of the companies if the shareholders of South Tulsa fail to approve the Agreement and Plan of Merger;

by Commerce or CBI-Kansas, on the one hand, and South Tulsa, on the other hand, if there has been a material adverse change in the business or financial condition of the other party and such change has not been cured within 45 days of notice of the change or the closing date, whichever is earlier; or

by South Tulsa prior to the vote of the shareholders if South Tulsa desires to enter into a definitive agreement with respect to a superior proposal.

Voting Agreements

Concurrent with the execution of the Agreement and Plan of Merger, the directors and executive officers of South Tulsa and certain other shareholders have each executed a shareholder voting agreement, which we refer to as a Voting Agreement, pursuant to which they have agreed to vote their shares in favor of the merger, have granted Commerce, CBI-Kansas and a certain employee of Commerce proxies to vote their shares and have agreed to vote, or execute proxies to vote their shares against any agreement or alternative transaction or any amendment of South Tulsa's certificate of incorporation or bylaws or other proposal, action or transaction involving South Tulsa or any of its subsidiaries or any of its shareholders, which amendment or other proposal, action or transaction could reasonably be expected to prevent or materially impede or delay consummation of the merger or the transactions contemplated by the Voting Agreement or to deprive Commerce of any material portion of the benefits anticipated by Commerce to be received from the consummation of the merger or the other transactions contemplated by the Voting Agreement or change in any manner the rights of the Commerce common stock presented to the shareholders of South Tulsa (regardless of any recommendation of the South Tulsa Board of Directors) or in respect of which vote or proxy of the shareholder is requested or sought, unless the such transaction has been approved in advance by Commerce.

The Voting Agreement terminates on the earlier of (i) the Effective Time, and (ii) the date the Agreement and Plan of Merger is terminated. Subject to certain limited exceptions, these shareholders are also not able to transfer their shares of South Tulsa common stock, enter into any agreement for the transfer of South Tulsa common stock, grant any proxies with respect to their shares of South Tulsa common stock (other than pursuant to the Voting Agreement or to Commerce or CBI-Kansas or their designees) or enter into any other voting agreement with respect to their shares of South Tulsa common stock.

The shareholders that have entered into Voting Agreements in which they have agreed to vote their shares in favor of the approval and adoption of the Agreement and Plan of Merger and the merger have granted Commerce, CBI-Kansas and a certain employee of Commerce proxies to vote their shares unless the Voting Agreements are terminated in accordance with their respective provisions own approximately 50.61% of the outstanding shares of South Tulsa common stock as of the record date. Therefore, the Agreement and Plan of Merger and merger will be approved. **A form of the Voting Agreement entered into by such shareholders is attached as Appendix B to this Proxy Statement/Prospectus.**

Stock Certificates and Dividend Withholding

When instructed, South Tulsa shareholders, other than those South Tulsa shareholders who perfect their dissenters rights of appraisal, must surrender the certificates for their shares of South Tulsa common stock to Commerce and inform Commerce of their federal taxpayer identification number before receiving a certificate for the number of shares of Commerce common stock and any cash in lieu of fractional shares to which such shareholders are entitled. Until a South Tulsa shareholder surrenders the certificates for his or her South Tulsa

common stock and informs Commerce of his or her federal taxpayer identification number, Commerce may withhold the payment of any or all dividends which would otherwise be payable to such shareholder as a shareholder of Commerce. See *The Merger Conversion and Exchange of Shares and Related Matters* on page 14.

Comparative Stock Prices

Shares of Commerce common stock are traded on The Nasdaq Stock Market. The last sale price of Commerce common stock as reported on Nasdaq on December 1, 2006 (the last trading day preceding the execution of the Agreement and Plan of Merger) was \$48.43. The last sale price for Commerce common stock as reported on Nasdaq on March 1, 2007 (the most recent date for which it was practicable to obtain market price data prior to the printing of this Proxy Statement/Prospectus) was \$49.36.

There is no public or active market for South Tulsa common stock. The last sale price of South Tulsa common stock, of which management is aware preceding both the execution of the Agreement and Plan of Merger and the printing of this Proxy Statement/Prospectus) was \$141.00. As of March 1, 2007, there were approximately 110 holders of record of South Tulsa common stock. See *Commerce Common Stock and South Tulsa Common Stock Comparative Per Share Prices and Dividends* on page 44.

Dissenters Rights

Under the Oklahoma General Corporation Act (*OGCA*), each holder of South Tulsa common stock who dissents from the merger has the right to have the fair value of his or her shares appraised by a court and paid to him or her in cash. In order to exercise dissenters rights, the shareholder must comply with specific procedural requirements. If the shareholder fails to comply with these requirements, dissenters rights will not be available. See *The Merger Rights of Dissenting Shareholders* beginning on page 28.

Comparison of Shareholder Rights

When the merger closes, South Tulsa shareholders will become Commerce shareholders. Their rights will be governed by Missouri law and Commerce s governing corporate documents rather than Oklahoma law and South Tulsa s governing corporate documents, as is currently the case. Accordingly, in a number of respects, the rights of South Tulsa s shareholders will change as a result of the merger. For a description of these changes, see *Differences in Rights of Shareholders* beginning on page 36.

Opinion of Financial Advisor

In deciding to approve the merger, the South Tulsa Board of Directors considered the opinion from its financial advisor, Hovde Financial, Inc. (*Hovde*), as to the fairness from a financial point of view of the consideration to be received by the holders of South Tulsa common stock in the merger. **This opinion is attached as Appendix C to this Proxy Statement/Prospectus. Shareholders of South Tulsa are urged to, and should, read Hovde s opinion in its entirety.**

Accounting Treatment

The merger will be accounted for as a purchase, as that term is used under generally accepted accounting principles, for accounting and financial reporting purposes. Under purchase accounting, tangible and identifiable intangible assets and liabilities (including executory contracts and other commitments) of South Tulsa as of the Effective Time will be recorded at their respective fair values and added to those of Commerce. Any excess of purchase price (Commerce common stock totaling \$26,250,000) over the fair values is recorded as goodwill. Financial statements of Commerce

issued after the merger would reflect these fair values and would not be restated retroactively to reflect the historical financial position or results of operations of South Tulsa.

SELECTED FINANCIAL DATA**(Amounts in thousands, except per share data)****(unaudited)**

We are providing the following financial information to aid you in your analysis of the financial aspects of the merger. This information is only a summary and you should read it in conjunction with the historical financial statements of Commerce and the related notes. The items for Commerce are contained in its annual and other reports that Commerce has filed with the Securities and Exchange Commission that are incorporated herein by reference. See

Where You Can Find More Information beginning on page 45. The following table presents for Commerce and South Tulsa on a historical basis, selected consolidated financial data for the periods indicated. See The Merger Conversion of South Tulsa Common Stock on page 14.

	For the Year Ended December 31,				
	2006	2005	2004	2003	2002
Net interest income and other income:					
Commerce	\$ 874,820	\$ 842,901	\$ 824,262	\$ 804,059	\$ 780,537
South Tulsa	\$ 6,206	\$ 5,017	\$ 4,211	\$ 3,519	\$ 3,131
Net income:					
Commerce	\$ 219,842	\$ 223,247	\$ 220,341	\$ 206,524	\$ 196,310
South Tulsa	\$ 1,551	\$ 1,058	\$ 716	\$ 295	\$ 243
Diluted income per common and common equivalent share:					
Commerce	\$ 3.09	\$ 3.01	\$ 2.81	\$ 2.54	\$ 2.34
South Tulsa	\$ 20.48	\$ 14.53	\$ 10.14	\$ 4.42	\$ 4.26
Historical dividends paid per common share:					
Commerce	\$ 0.933	\$ 0.817	\$ 0.795	\$ 0.642	\$ 0.509
South Tulsa	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
Total assets (end of period):					
Commerce	\$ 15,230,349	\$ 13,885,545	\$ 14,250,368	\$ 14,287,164	\$ 13,308,415
South Tulsa	\$ 130,369	\$ 111,920	\$ 98,718	\$ 91,714	\$ 81,306
Long-term borrowings (end of period):					
Commerce	\$ 553,934	\$ 269,390	\$ 389,542	\$ 300,977	\$ 338,457
South Tulsa	\$ 9,108	\$ 9,808	\$ 5,371	\$ 3,499	\$ 0
Total shareholders equity (end of period):					
Commerce	\$ 1,442,114	\$ 1,337,838	\$ 1,426,880	\$ 1,450,954	\$ 1,422,452
South Tulsa	\$ 12,659	\$ 11,099	\$ 9,676	\$ 8,890	\$ 6,666
Book value per common share (end of period):					
Commerce	\$ 20.62	\$ 18.85	\$ 18.96	\$ 18.46	\$ 17.46
South Tulsa	\$ 175.36	\$ 153.75	\$ 141.08	\$ 130.51	\$ 119.85

COMPARATIVE UNAUDITED PER SHARE DATA

The following table sets forth per share data of:

Commerce on a historical basis.

South Tulsa on a historical basis.

Commerce and South Tulsa combined on a pro forma basis.

Commerce and South Tulsa combined on a pro forma basis stated on an equivalent South Tulsa basis.

The table below should be read in conjunction with the historical financial statements and notes thereto for Commerce incorporated by reference into this Proxy Statement/Prospectus and the selected financial date for South Tulsa contained herein.

Pursuant to the Agreement and Plan of Merger, Commerce has agreed to pay \$340.54 for each outstanding share of South Tulsa common stock. The exchange ratio is based on a ten-day average closing price of Commerce common stock as reported on the Nasdaq Stock Market with limits such that it can be no higher than \$50.06 nor lower than \$45.30. Thus, the actual price may vary from \$340.54 per South Tulsa common share to the extent the Commerce common stock price falls outside those limits. For purposes of the pro forma and equivalent pro forma calculations, it has been assumed that at the Effective Time there will be 77,083 shares of South Tulsa common stock outstanding (assuming all options to purchase shares of South Tulsa common stock are exercised prior to the Effective Time and that certain holders of options use shares of South Tulsa common stock to pay the exercise price of such options), and the Commerce common stock price will be \$48.43 (the closing Commerce common stock price on December 1, 2006, the business day prior to the announcement of the Agreement and Plan of Merger). Based on these assumptions, the pro forma per share amounts assume an exchange ratio of 7.03 shares of Commerce common stock for each share of South Tulsa common stock. This exchange ratio has been used to calculate the South Tulsa equivalent pro forma per share information below. See *The Merger Conversion of South Tulsa Common Stock* on page 14.

	Historical Commerce	South Tulsa	Pro Forma Commerce	Equivalent Pro Forma South Tulsa
Diluted income per common share:				
<i>Twelve months ended:</i>				
December 31, 2006	\$ 3.09	\$ 20.48	\$ 3.08	\$ 21.65
Cash dividends paid per share:				
<i>Twelve months ended:</i>				
December 31, 2006	\$ 9.33	\$ 0.000	\$ 9.33	\$ 6.56
Book value per common share:				
December 31, 2006	\$ 20.62	\$ 175.36	\$ 20.83	\$ 146.43

COMPARATIVE STOCK PRICES

The following table summarizes (i) the closing price per share of Commerce common stock on December 1, 2006, the business day prior to the announcement of the proposed merger, and as of the most recent date practicable preceding the date of this Proxy Statement/Prospectus and (ii) the equivalent pro forma value of a share of South Tulsa common

stock at such dates based on the exchange ratio. Historical market value information regarding South Tulsa common stock is not provided because there is no active market for South Tulsa common stock. Shares of South Tulsa common stock will be converted into merger consideration of \$340.54 per share of South Tulsa

common stock, consisting of shares of Commerce common stock. You should obtain current market quotations for Commerce common stock.

	Commerce Historical (1)	Equivalent Pro Forma Per Share of South Tulsa Common Stock (2)
December 1, 2006	\$ 48.43	\$ 340.54
March 1, 2007	\$ 49.36	\$ 340.54

(1) Represents the closing price of Commerce common stock on the Nasdaq Stock Market.

(2) Represents the value of the merger consideration per share of South Tulsa common stock pursuant to the terms of the Agreement and Plan of Merger.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This document contains or incorporates by reference a number of forward-looking statements, including statements about the financial conditions, results of operations, earnings outlook and prospects of Commerce, South Tulsa and the potential combined company and may include statements for the period following the completion of the merger. You can find many of these statements by looking for words such as plan, believe, expect, intend, anticipate, project, potential, possible or other similar expressions.

The forward-looking statements involve certain risks and uncertainties. The ability of either Commerce or South Tulsa to predict results or the actual effects of its plans and strategies, or those of the combined company, is subject to inherent uncertainty. Factors that may cause actual results or earnings to differ materially from such forward-looking statements include, among others, the following:

projected business increases following process changes and other investments are lower than expected;

competitive pressure among financial services companies increases significantly;

general economic conditions are less favorable than expected;

political conditions including the threat of future terrorist activity and related actions by the United States abroad may adversely affect either company's businesses and economic conditions as a whole;

changes in the interest rate environment reduce interest margins and impact funding sources;

changes in foreign exchange rates increase exposure;

changes in market rates and prices may adversely impact the value of financial products;

legislation or regulatory environments, requirements or changes may adversely affect businesses in which either company is engaged;

litigation liabilities, including costs, expenses, settlements and judgments, may adversely affect either company or its businesses;

completion of the merger is dependent on, among other things, receipt of shareholder and regulatory approvals, the timing of which cannot be predicted with precision and which may not be received at all;

the merger may be more expensive to complete than anticipated, including as a result of unexpected factors or events;

the integration of South Tulsa's business and operations with those of Commerce may take longer than anticipated, may be more costly than anticipated and may have unanticipated adverse results relating to South Tulsa's or Commerce's existing businesses;

the anticipated cost savings and other synergies of the merger may take longer to be realized or may not be achieved in their entirety, and attrition in key customer, partner and other relationships relating to the merger may be greater than expected; and

decisions to downsize, sell or close units or otherwise change the business mix of either company.

Because these forward-looking statements are subject to assumptions and uncertainties, actual results may differ materially from those expressed or implied by these forward-looking statements. You are cautioned not to place undue reliance on these statements, which speak only as of the date of this document or the date of any document incorporated by reference in this document.

All subsequent written and oral forward-looking statements concerning the merger or other matters addressed in this document and attributable to Commerce or South Tulsa or any person acting on their behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this document. Except to the extent required by applicable law or regulation, Commerce and South Tulsa undertake no obligation to update these forward-looking statements to reflect events or circumstances after the date of this document or to reflect the occurrence of unanticipated events.

RISK FACTORS

Because the Market Price of Commerce Common Stock Will Fluctuate, South Tulsa Shareholders Cannot Be Sure of the Value of the Merger Consideration They Will Receive.

Upon completion of the merger, each share of South Tulsa common stock will be converted into merger consideration consisting of \$340.54 of Commerce common stock (or between approximately 6.80 and 7.52 shares of Commerce common stock per share of South Tulsa common stock). The market value of the Commerce common stock may vary from the closing price of Commerce common stock on the date we announced the merger, on the date that this document was mailed to South Tulsa shareholders, on the date of the special meeting of the South Tulsa shareholders and on the date we complete the merger and thereafter. While the exchange ratio will be appropriately adjusted if the Commerce common stock price is between \$45.30 and \$50.06, any change in the market value of Commerce common stock prior to completion of the merger outside of that range will affect the value of the merger consideration that South Tulsa shareholders will receive upon completion of the merger. Accordingly, at the time of the special meeting, South Tulsa shareholders may not know or be able to calculate the market value of the merger consideration they would receive upon completion of the merger. Stock price changes may result from a variety of factors, including general market and economic conditions, changes in South Tulsa's and Commerce's respective businesses, operations and prospects, and regulatory considerations. Many of these factors are beyond South Tulsa's and Commerce's control. You should obtain current market quotations for shares of Commerce common stock and for shares of South Tulsa common stock.

The Market Price of Commerce Common Stock after the Merger May Be Affected by Factors Different from Those Affecting the Shares of South Tulsa or Commerce Currently.

The businesses of Commerce and South Tulsa differ in important respects and, accordingly, the results of operations of the combined company and the market price of the combined company's shares of common stock may be affected by factors different from those currently affecting the independent results of operations of South Tulsa. For a discussion of the businesses of Commerce and South Tulsa and of certain factors to consider in connection with those businesses, see the documents incorporated by reference in this document and referred to under "Where You Can Find More Information," and the "Information About South Tulsa Financial Corporation

The Opinion Obtained by South Tulsa from its Financial Advisor Will Not Reflect Changes in Circumstances between Signing the Agreement and Plan of Merger and the Merger.

South Tulsa has not obtained an updated opinion as of the date of this document from its financial advisor. Changes in the operations and prospects of Commerce or South Tulsa, general market and economic conditions and other factors which may be beyond the control of Commerce and South Tulsa, and on which the financial advisor's opinion was based, may significantly alter the value of Commerce or South Tulsa or the prices of shares of Commerce common stock or South Tulsa common stock by the time the merger is completed. The opinion does not speak as of the time the merger will be completed or as of any date other than the date of such opinion. Because South Tulsa currently does not anticipate asking its financial advisor to update its opinion, the opinion will not address the fairness of the merger consideration, from a financial point of view, at the time the merger is completed. For a description of the opinion that South Tulsa received from its financial advisor, please refer to "The Merger - Opinion of South Tulsa Financial Advisor." For a description of the other factors considered by the South Tulsa Board of Directors in determining to approve the merger, please refer to "The Merger - Reasons for the Merger - South Tulsa.

The Agreement and Plan of Merger Limits South Tulsa's Ability to Pursue Alternatives to the Merger.

The Agreement and Plan of Merger contains no shop provisions that, subject to limited exceptions, limit South Tulsa's ability to discuss, facilitate or commit to competing third-party proposals to acquire all or a significant part of South Tulsa. These provisions might discourage a potential competing acquiror that might have an interest in acquiring all or a significant part of South Tulsa from considering or proposing that acquisition even if it were prepared to pay consideration with a higher per share market price than that proposed in the merger, or might result

in a potential competing acquirer proposing to pay a lower per share price to acquire South Tulsa than it might otherwise have proposed to pay.

The Merger is Subject to the Receipt of Consents and Approvals from Government Entities that May Impose Conditions that Could Have an Adverse Effect on Commerce.

Before the merger may be completed, various approvals or consents must be obtained from the Board of Governors of the Federal Reserve System and the Office of the Comptroller of Currency. These governmental entities may impose conditions on the completion of the merger or require changes to the terms of the merger. Although Commerce and South Tulsa do not currently expect that any such conditions or changes would be imposed, there can be no assurance that they will not be, and such conditions or changes could have the effect of delaying completion of the merger or imposing additional costs on or limiting the revenues of Commerce following the merger, any of which might have a material adverse effect on Commerce following the merger.

South Tulsa Executive Officers and Directors Have Financial Interests in the Merger that Are Different from, or in Addition to, the Interests of South Tulsa Shareholders.

Executive officers of South Tulsa negotiated the terms of the Agreement and Plan of Merger with their counterparts at Commerce, and the South Tulsa Board of Directors approved the Agreement and Plan of Merger and unanimously recommended that South Tulsa shareholders vote to approve the merger. In considering these facts and the other information contained in this document, you should be aware that South Tulsa's executive officers and directors have financial interests in the merger that are different from, or in addition to, the interests of South Tulsa shareholders. For example, certain directors and executive officers have entered into agreements with South Tulsa and Commerce that provide, among other things, the grant by Commerce of Commerce restricted stock and the payment of other benefits following the merger in consideration for such directors' and executive officers' agreements related to non-competition, non-solicitation and non-disclosure. In addition, each of the current directors of South Tulsa has entered into agreements with Commerce that provide, among other things, the election of each director to an advisory board of the Bank, which is a paid position. These and some other additional interests of South Tulsa directors and executive officers may create potential conflicts of interest and cause some of these persons to view the proposed transaction differently than you may view it, as a shareholder. Please see "Financial Interests of Directors and Officers" for information about these financial interests.

Certain shareholders representing approximately 50.61% of the shares of South Tulsa common stock have executed voting agreements to vote in favor of the Agreement and Plan of Merger and the merger.

THE SPECIAL MEETING

General Information

This Proxy Statement/Prospectus is provided to the shareholders of South Tulsa in connection with the solicitation of proxies by the South Tulsa Board of Directors for use at the South Tulsa special meeting to be held on March 30, 2007 at 10:00 a.m., local time, at 6130 East 81st Street, Tulsa, Oklahoma.

Matters to be Considered

At the special meeting, South Tulsa's shareholders will consider and vote upon a proposal to approve the Agreement and Plan of Merger. The Agreement and Plan of Merger provides, among other things, for the merger of South Tulsa with and into CBI-Kansas. CBI-Kansas will be the surviving corporation and the Articles of Incorporation, Bylaws, directors and officers of CBI-Kansas will remain the Articles of Incorporation, Bylaws, directors and officers of

CBI-Kansas. Shareholders of South Tulsa will receive shares of Commerce common stock in the merger.

Record Date; Quorum

The South Tulsa Board of Directors has established the close of business on February 20, 2007 as the date to determine those record holders of South Tulsa common stock entitled to notice of and to vote at the South Tulsa special meeting. On that date, there were 72,189 shares of South Tulsa common stock outstanding held by approximately 110 holders of record. A majority of the shares outstanding and entitled to vote on the record date are required to be represented in person or by proxy in order for a quorum to be present for purposes of approving the merger at the special meeting, and a vote of a majority of the outstanding shares is required for approval of the merger. In the event a quorum is not present at the special meeting, it is expected that the meeting will be adjourned or postponed to solicit additional proxies. Holders of record of South Tulsa common stock on the record date are each entitled to one vote per share on the merger to be considered at the special meeting.

Votes Required

The approval and adoption of the Agreement and Plan of Merger requires the affirmative vote of the holders of a majority of the outstanding shares of South Tulsa common stock outstanding on February 20, 2007. Shares which are present but not voted, either by abstention or non-vote (including broker non-vote) will be counted for purposes of establishing a quorum but will not be counted to determine whether the merger is approved.

In order to induce Commerce and CBI-Kansas to enter into the Agreement and Plan of Merger, holders of approximately 50.61% of the shares of South Tulsa common stock have executed Voting Agreements, pursuant to which each of them has agreed to vote all shares of South Tulsa common stock that each of them owns respectively **FOR** the approval of the Agreement and Plan of Merger and the merger and have given certain employees of Commerce proxies to vote their shares in such manner. Therefore, the Agreement and Plan of Merger and merger will be approved. As of the record date, those shareholders who executed voting agreements owned 36,538 shares of our common stock, representing 50.61% of our outstanding common stock.

Security Ownership of Management

As of March 2, 2007, there were 72,189 shares of South Tulsa common stock outstanding. As of March 2, 2007, the directors and officers of South Tulsa beneficially owned, directly and indirectly, approximately 21.14% of the outstanding shares of South Tulsa common stock. All officers and directors of South Tulsa owning South Tulsa common stock have indicated they intend to vote in favor of the Agreement and Plan of Merger.

Voting and Revocation of Proxies

All shares of South Tulsa common stock represented at the special meeting by properly executed proxies received before or at the special meeting, unless the proxies have been revoked, will be voted at the special meeting, including any postponement or adjournment of the special meeting. If no instructions are indicated, the proxies will be voted **FOR** approval of the Agreement and Plan of Merger. In addition, the persons designated in the proxies will have the discretion to vote upon any adjournment of the special meeting to solicit additional proxies.

A person giving a proxy pursuant to this solicitation may revoke it at any time before the proxy is voted at the special meeting. A proxy may be properly revoked by:

filing with the Corporate Secretary of South Tulsa, at 6130 East 81st Street, Tulsa, Oklahoma 74137-2102, before the voting of the proxy, a written instrument revoking the proxy;

completing a new proxy card and sending it to the address above, in which case the new proxy card will automatically replace any earlier dated proxy card; or

voting in person at the special meeting.

Attendance at the special meeting will not, in and of itself, constitute the revocation of a proxy.

South Tulsa will appoint one or more inspectors, who may be employees of South Tulsa to determine, among other things, the number of shares of South Tulsa common stock represented at the special meeting and the validity

of the proxies submitted for vote at the special meeting. The inspector(s) of election appointed for the special meeting will tabulate votes cast by proxy and in person.

Solicitation of Proxies

This Proxy Statement/Prospectus is being furnished to the shareholders of South Tulsa in connection with the solicitation of proxies by the South Tulsa Board of Directors for use at the special meeting and at any adjournment or adjournments of the special meeting. Except for the cost of preparing this Proxy Statement/Prospectus, the cost of solicitation of proxies for the South Tulsa special meeting will be borne by South Tulsa. In addition to solicitation by mail, South Tulsa may cause proxies to be solicited personally or by telephone or email by South Tulsa's regular employees.

THE COMPANIES

Commerce

Commerce Bancshares, Inc., a bank holding company as defined in the Bank Holding Company Act of 1956, as amended (the 1956 BHC Act), was incorporated under the laws of Missouri on August 4, 1966. Commerce presently owns all of the outstanding capital stock of three national banking associations. One bank is limited in its activities to the issuance of credit cards. The remaining two banking subsidiaries engage in general banking business, providing a broad range of retail, corporate, investment, trust and asset management products and services to individuals and businesses. Commerce also owns, directly, or through its banking subsidiaries, various non-banking subsidiaries. Their activities include owning real estate leased to Commerce's banking subsidiaries, underwriting credit life and credit accident and health insurance, selling property and casualty insurance (relating to consumer loans made by the banking subsidiaries), venture capital investment, securities brokerage, mortgage banking and leasing activities. The total assets of Commerce on a consolidated basis, as of December 31, 2006, were approximately \$15.2 billion and net income for the year ended December 31, 2006, was approximately \$219.8 million.

See "Where You Can Find More Information" beginning on page 45 and "Selected Financial Data" on page 6. The principal executive offices of Commerce are at the Commerce Bank Building, 1000 Walnut, Kansas City, Missouri 64141 (telephone number: (816) 234-2000).

South Tulsa

South Tulsa Financial Corporation, which was organized in 1998, is a one-bank holding company that is registered under the 1956 BHC Act. Like other bank holding companies in the United States, South Tulsa is subject to regulation, supervision and periodic examination by the Board of Governors of the Federal Reserve System. South Tulsa owns all of the capital stock of Bank South, an Oklahoma state-chartered bank, which is South Tulsa's sole subsidiary and accounts for substantially all of its consolidated assets, liabilities and operating results.

Bank South, which also commenced business operations in 1998, was originally organized as a national bank, operating under the name Bank South, National Association. In 2000, Bank South converted from a national banking association to an Oklahoma state-chartered bank. The head office of the Bank is located at 6130 E. 81st Street in Tulsa, Oklahoma. In 2001, Bank South established a second banking facility located at 2054 Utica Square in Tulsa to better serve its mid-town customers. These are the only banking offices operated by Bank South.

Bank South offers a variety of traditional loan and deposit products, together with personal service, to its customers who include individuals, professionals, executives, small to medium size businesses, and builders and developers. Bank South emphasizes personalized service, convenience and the ability to customize services to meet the banking

needs of its customers in order to attract business within its market area. Walk-up facilities are available at both of the banking offices, and the 81st Street facility offers drive-through and 24-hour ATM service. Bank South also offers internet banking services to its customers, enabling them to conduct many of their banking transactions online, from their businesses or residences. See [Information About South Tulsa Financial Corporation](#) beginning on page 42.

THE MERGER

General

The Agreement and Plan of Merger and certain related matters are summarized below. This summary does not purport to be a complete statement of the terms and conditions of the merger and is qualified in its entirety by reference to the Agreement and Plan of Merger, which is attached as Appendix A to this Proxy Statement/Prospectus and is incorporated herein by reference.

Conversion of South Tulsa Common Stock

South Tulsa shareholders will receive Commerce common stock with a value of \$340.54, which equates to an exchange ratio within the range of approximately 6.80 and 7.52 shares of Commerce common stock per share of South Tulsa common stock. The value of Commerce common stock that a holder of South Tulsa common stock would receive in an exchange will vary if the price of Commerce common stock falls outside the range of \$45.30 and \$50.06 because the merger consideration is not further adjusted if the Commerce stock price is below \$45.30 or above \$50.06.

For example, if the Commerce stock price is below \$45.30, the value of Commerce stock received will be less than \$340.54, and each shareholder of South Tulsa will receive approximately 7.52 shares of Commerce common stock per share of South Tulsa common stock. On the other hand, if the Commerce stock price is greater than \$50.06, the value of Commerce stock received will be greater than \$340.54, and each shareholder of South Tulsa will receive approximately 6.80 shares of Commerce common stock per share of South Tulsa common stock.

If between the date of the Agreement and Plan of Merger and the Effective Time, the outstanding shares of Commerce common stock shall have been further changed into a different number of shares or a different class, by reason of any issuance of common stock, recapitalization, reclassification, split-up, combination, exchange, readjustment, reorganization, merger, consolidation, distribution, stock split, stock or other dividend, or similar transaction, the Agreement and Plan of Merger shall be adjusted to the extent appropriate to reflect such event.

Stock Options

As of March 2, 2007, options to purchase 7,970 shares of South Tulsa common stock were issued and outstanding to certain officers and directors of South Tulsa and its subsidiary, Bank South. All of these options are fully vested and exercisable. Prior to the merger, South Tulsa expects to amend certain of its option award agreements which will enable the option holders under those agreements to surrender vested stock options to satisfy the option exercise price with respect to other stock options which such persons hold. As a result, although options to purchase 7,970 shares currently are outstanding, fewer than 7,970 shares of South Tulsa common stock may be issued by South Tulsa prior to the merger if option holders surrender vested stock options to satisfy the option exercise price. If any options to purchase shares of South Tulsa stock are outstanding at the closing of the merger, the Agreement and Plan of Merger provides that such options will be cancelled as of the Effective Time.

Conversion and Exchange of Shares and Related Matters

Prior to the completion of the merger, Commerce will appoint Commerce Bank, N.A. or a commercial bank or trust company that is acceptable to South Tulsa, to act as the Exchange Agent. The Exchange Agent will effect the exchange of shares of South Tulsa common stock into shares of Commerce common stock.

Holders of unexchanged South Tulsa shares will not be entitled to receive any dividends or other distributions payable by Commerce until their certificates are surrendered after the merger is completed. Upon surrender, however, subject to applicable laws, the holders will receive accumulated dividends and distributions, without interest, together with cash in lieu of any fractional shares.

Promptly after the completion of the merger, the Exchange Agent will mail to holders of unexchanged South Tulsa stock certificates (other than South Tulsa stock certificates representing dissenting shares) a letter of transmittal and instructions for surrendering South Tulsa stock certificates in exchange for the merger consideration that a holder of shares of South Tulsa common stock is entitled to receive, along with any dividends and other

distributions and any cash in lieu of fractional shares. After a holder of South Tulsa stock certificates sends the South Tulsa stock certificates to the Exchange Agent together with the properly completed letter of transmittal, and any other documents that the Exchange Agent may reasonably require, the holder of South Tulsa stock certificates will be entitled to receive such consideration. No interest will be paid or will accrue on any cash paid to holders of South Tulsa stock certificates.

If there has been a transfer of ownership of South Tulsa common stock that is not registered in the transfer records of South Tulsa, such holder must present to the Exchange Agent the certificate representing such shares of South Tulsa common stock, along with all documents required to evidence and effect the transfer of ownership and to evidence that any applicable stock transfer taxes have been paid prior to receiving any merger consideration.

Fractional Shares

No fractional shares will be issued by Commerce in connection with the merger. If you are a South Tulsa shareholder who would otherwise have been entitled to a fraction of a share of Commerce common stock, you will be paid the cash value of such fraction determined by multiplying such fraction by the average of ten (10) closing sale prices of Commerce common stock as reported by Nasdaq on each of the ten (10) consecutive trading days preceding the fifth trading date prior to the Effective Time.

Background of Negotiations

In February 2004, Nevyle Cable and Carl Hudgins, the President and Vice President of South Tulsa, met with representatives from an Oklahoma based bank significantly larger than Bank South regarding the bank's interest in acquiring South Tulsa and its subsidiary, Bank South. The parties agreed that South Tulsa would entertain an offer of interest based on their discussions. Carl Hudgins had a second meeting with the bank's representatives regarding the bank's continuing interest in South Tulsa. On March 2, 2004, the bank's representatives communicated a verbal offer to purchase South Tulsa and to pay additional consideration for non-compete agreements with three of Bank South's executive officers, Carl Hudgins, Steve Austin and Bruce Humphrey. Ultimately, management of South Tulsa determined that the offer was insufficient and discussions were terminated after the inquiring bank made it clear that it would not increase the amount of its initial offer.

For the next several months and during 2005, South Tulsa received several inquiries regarding its possible interest in being acquired. Carl Hudgins met with representatives of several different Oklahoma banks, spending considerable time with each bank's representatives. Additionally, in October 2005, South Tulsa received an inquiry from a financial holding company in Missouri. Carl Hudgins subsequently met with the attorneys representing that company. However, following this initial meeting, the company failed to respond to additional questions asked by South Tulsa, and South Tulsa did not receive further communication from the representatives or the company.

In January 2006, Carl Hudgins met again with representatives of the Oklahoma bank that had approached South Tulsa in 2004, and that bank again expressed an interest in proceeding with a transaction. Shortly thereafter, however, the bank contacted South Tulsa and advised that it had elected to pursue an alternative transaction.

As South Tulsa continued to receive inquiries and overtures regarding its interest in a possible sale, South Tulsa contacted Hovde in early March 2006 and requested Hovde provide a valuation of South Tulsa in order to assist management in considering its options in a sale. Based on projected financials through March 31, 2006, representatives of Hovde provided an initial valuation of South Tulsa. The Board of Directors of South Tulsa agreed to take the Hovde valuation under consideration while contemplating its desired course of action. Within approximately two weeks following receipt of this valuation, Hovde advised management of South Tulsa that a financial institution had indicated to Hovde its interest in making an offer to acquire South Tulsa. The Board of

Directors of South Tulsa then requested Hovde to assist South Tulsa in its negotiations with this potential acquiror. On April 17, 2006, South Tulsa received a non-binding letter of interest from this Oklahoma City-based bank, expressing the bank's interest in acquiring South Tulsa and its willingness to pay additional consideration for non-compete agreements from Messrs. Hudgins, Austin and Humphrey. After a meeting of the joint Boards of South Tulsa and Bank South on April 18, 2006, South Tulsa made a counter-offer which proposed a higher purchase price. Upon receiving South Tulsa's counter-offer, the Oklahoma City-based bank determined that it did not wish to pursue further discussions regarding the proposed acquisition.

At a May 11, 2006 meeting of the executive committee of South Tulsa's Board of Directors, the executive committee formally agreed to recommend to South Tulsa and Bank South's Boards of Directors that Hovde be hired to assist in marketing South Tulsa to potential purchasers. Nevyle Cable and Carl Hudgins were appointed as representatives to negotiate the terms of South Tulsa's arrangement with Hovde. Upon finalizing that arrangement in early June 2006, Hovde began preparing offering materials with respect to South Tulsa and its subsidiary, Bank South, with the intention that these offering materials would be distributed to prospective purchasers as the initial step in soliciting bids from parties interested in acquiring South Tulsa. However, in early July 2006 and before the offering materials could be completed and distributed, Hovde advised South Tulsa that Commerce had indicated to Hovde its interest in acquiring South Tulsa.

On August 2, 2006, representatives of Commerce attended a joint meeting of the Boards of Directors of South Tulsa and Bank South to discuss matters relevant to a possible transaction between Commerce and South Tulsa, including the manner in which Bank South would be operated if a transaction were to occur. Following this meeting, representatives of South Tulsa authorized Hovde to provide a variety of both public and non-public information with respect to South Tulsa and Bank South to Commerce. Following execution of a Confidentiality Agreement by Commerce on August 7, 2006, this information was provided.

On September 8, 2006, Commerce provided to Hovde a formal written proposal with respect to Commerce's possible acquisition of South Tulsa. This proposal contemplated an initial total purchase price of \$25 million which would be paid half in Commerce's common stock and half in cash. Following additional negotiation between representatives of South Tulsa and Commerce, Commerce modified its original proposal in a letter dated September 25, 2006. Included among the changes to its proposal was an increase in the total consideration for South Tulsa to \$26.25 million, all of which would be paid in the form of Commerce common stock.

A joint meeting of South Tulsa and Bank South's Boards was held on September 25, 2006, to review Commerce's modified proposal and to discuss the potential transaction with Commerce. A representative of Hovde participated in this meeting by telephone and discussed the Commerce offer as well as the possibility of any other acquisition proposals which might arise. At this meeting, South Tulsa's Board of Directors decided to proceed with negotiations with Commerce, subject to completion of Commerce's final due diligence which was completed during the week of October 9, 2006.

Shortly following completion of its due diligence, Commerce provided to South Tulsa a proposed form of acquisition agreement, as well as related agreements to be entered into between South Tulsa, Commerce and Bank South's directors and certain executive officers in conjunction with entering into a definitive acquisition agreement. Negotiations with respect to the terms of these agreements continued through November, 2006. At a special joint meeting of the Boards of Directors of South Tulsa and Bank South held November 20, 2006, South Tulsa and Bank South's Boards of Directors considered the Agreement and Plan of Merger and the related agreements to which South Tulsa would be a party. At that meeting, counsel for South Tulsa reviewed the terms and conditions of each of these agreements, and responded to questions from the directors. The Company's financial advisor, Hovde, also delivered an oral opinion at that meeting, subsequently confirmed in writing, that, as of the date of its opinion, and based upon and subject to the considerations described in its opinion, the consideration to be received by holders of shares of South Tulsa common stock in the merger pursuant to the Agreement and Plan of Merger was fair to the holders of South Tulsa's common stock from a financial point of view. In support of its opinion, representatives of Hovde provided a presentation to South Tulsa and Bank South's Boards of Directors summarizing its analysis and responding to questions from the directors. Following these presentations and after further discussions by the directors, South Tulsa's Board of Directors unanimously approved the Agreement and Plan of Merger as well as the related agreements to which South Tulsa would be a party and submitted the Agreement and Plan of Merger for approval to South Tulsa's shareholders with its recommendation that the Agreement and Plan of Merger be approved.

On December 4, 2006, Commerce and South Tulsa executed the Agreement and Plan of Merger and related agreements to which South Tulsa was a party. In conjunction with entering into the Agreement and Plan of Merger, shareholders of South Tulsa owning a majority of South Tulsa's common stock entered into the Voting Agreements pursuant to which they agreed to vote in favor of the Agreement and Plan of Merger.

Reasons for the Merger

South Tulsa. South Tulsa's Board of Directors has determined that the merger is advisable and in the best interests of South Tulsa and its shareholders. The South Tulsa Board of Directors believes that the merger presents an opportunity to merge with a similar financial institution and create a combined company that will have significantly greater financial strength and earnings power than South Tulsa would have on its own. Accordingly, the South Tulsa Board of Directors has approved the merger. In reaching its decision to approve the Agreement and Plan of Merger and recommend its approval by South Tulsa's shareholders, the South Tulsa Board of Directors consulted with South Tulsa's management, as well as South Tulsa's legal and financial advisors, and considered a number of factors, including, but not limited to, those discussed below.

Financial Considerations. The South Tulsa Board of Directors considered the financial terms of the merger based on, among other things, the following factors:

The belief that the value of the consideration to be received by South Tulsa represents a fair multiple of South Tulsa per share book value and earnings, based on historical and anticipated trading ranges for Commerce common stock;

The potential for stock price appreciation to South Tulsa shareholders;

The current and prospective competitive regulatory environments in which South Tulsa operates;

The quality and history of Commerce's earnings and the ability to maintain those earnings given the management quality and depth, diversification of risk, representation in growing market areas and ability to grow internally;

The belief that the merger will result in significant dividend income, as compared to other alternatives, based on the assumption that Commerce would continue to pay cash and stock dividends at its current rate and with the understanding that current dividends are not necessarily indicative of future dividends;

The advantages of combining with a larger financial institution, thereby enabling the South Tulsa shareholders to become shareholders of a larger combined entity having greater resources to compete in the banking industry;

The expected financial strength of the combined company following the merger and the ability of the combined company to realize cost savings and to take advantage of various business opportunities with greater financial resources;

The written opinion of Hovde dated December 4, 2006, which stated that the merger consideration was fair from a financial point of view to holders of South Tulsa common stock; and

The expected treatment of the merger as a tax-free reorganization under the Code.

Strategic Considerations. The South Tulsa Board of Directors also considered a number of strategic advantages of the merger in comparison to a stand-alone strategy, including, but not limited to, the following factors:

The creation of significant synergies and a stronger competitor in the changing banking industry following the merger;

The complementary nature of South Tulsa's and Commerce's geographic markets for consumer financial service products; and

The creation of a stronger banking franchise by combining South Tulsa's strong banking presence in Tulsa, Oklahoma with Commerce's strong banking presence in the Kansas, Missouri and Illinois areas.

Social Considerations. The South Tulsa Board of Directors considered the social and economic effect on the South Tulsa shareholders, employees, customers and community, including, but not limited to, the following factors:

The improbability that there would be customer and employee disruption from the merger, based on the merger record of Commerce;

The favorable position of Commerce among South Tulsa's and Commerce's peer group of national and regional financial institutions in terms of profitability, capital adequacy and asset quality;

Commerce's large menu of banking and banking related products and services;

Commerce's strong management record;

Commerce's acquisition experience and history of operating acquired banking locations as community banks; and

The opportunity for South Tulsa shareholders to participate in the future growth of a larger and more diversified bank holding company having greater financial resources, competitive strengths and business opportunities than would be possible for South Tulsa as a stand alone entity.

While the South Tulsa Board of Directors considered the foregoing and other factors individually, the South Tulsa Board of Directors did not collectively assign any specific or relative weight to the factors considered and did not make any determination with respect to any individual factor. The South Tulsa Board of Directors collectively made its determination with respect to the Agreement and Plan of Merger based on the unanimous conclusion reached by its members, in light of the factors that each of them considered appropriate, that the Agreement and Plan of Merger is fair and in the best interests of the South Tulsa shareholders.

Commerce. In reaching its decision to approve the Agreement and Plan of Merger, the Board of Directors of Commerce considered a variety of factors, including the following:

The merger will allow Commerce to increase its market share in the demographically attractive market of Tulsa, Oklahoma;

Commerce's belief that the merger will provide an opportunity for Commerce to improve South Tulsa's operating performance and funding mix, and to expand South Tulsa's product offering;

Commerce's familiarity with and review of South Tulsa's business, operations, management, markets, competitors, financial condition, earnings and prospects;

South Tulsa's financial strength, stable credit quality and concentration in the attractive metropolitan area of Tulsa, Oklahoma;

Commerce's belief that after the merger the combined company will be able to continue to generate high revenue and growth rates; and

The merger will allow Commerce to continue its strategy of geographically diversifying its revenues and earnings.

The foregoing discussion of the information and factors considered by Commerce is not intended to be exhaustive. In reaching its determination to enter into the Agreement and Plan of Merger, Commerce did not assign any relative or specific weights to the foregoing factors.

Opinion of South Tulsa Financial Advisor

In early June 2006, South Tulsa formalized its retention of Hovde to provide its financial services to South Tulsa, including a potential sale of South Tulsa. Hovde has delivered to the Board of Directors of South Tulsa its opinion that, based upon and subject to the various considerations set forth in its written opinion dated December 4, 2006, the merger consideration to be paid to the shareholders of South Tulsa is fair from a financial point of view as of such date. In requesting Hovde's advice and opinion, no limitations were imposed by South Tulsa upon Hovde with respect to the investigations made or procedures followed by it in rendering its opinion. *The full text of the*

opinion of Hovde, which describes the procedures followed, assumptions made, matters considered and limitations on the review undertaken, is attached as Appendix C to this Proxy Statement/Prospectus and is incorporated herein by reference. South Tulsa's shareholders should read this opinion in its entirety. The following summary of the opinion of Hovde is qualified in its entirety by reference to the full text of the opinion.

Hovde is a nationally recognized investment banking firm and, as part of its investment banking business, is continually engaged in the valuation of financial institutions in connection with mergers and acquisitions, private placements and valuations for other purposes. As a specialist in securities of financial institutions, Hovde has experience in, and knowledge of, banks, thrifts and bank and thrift holding companies. The Board of Directors of South Tulsa selected Hovde to act as its financial advisor in connection with the merger on the basis of the firm's reputation and expertise in transactions such as the merger.

Hovde received a fee from South Tulsa for performing a financial analysis of the merger and rendering a written opinion to the Board of Directors of South Tulsa as to the fairness, from a financial point of view, of the merger to the shareholders of South Tulsa. South Tulsa has agreed to pay Hovde fees upon the consummation of the merger equal to one and one-half percent of the final value of the transaction with certain adjustments for its services as financial advisor in connection with the merger. If the merger is consummated Hovde will receive approximately \$467,500 for its services. In addition to its fees and regardless of whether the merger is consummated, Hovde will be reimbursed for its reasonable out-of-pocket expenses. South Tulsa has also agreed to indemnify Hovde against any claims, losses and expenses arising out of the merger or Hovde's engagement that did not arise from Hovde's gross negligence or willful misconduct.

Hovde's opinion is directed only to the fairness, from a financial point of view, of the merger consideration, and, as such, does not constitute a recommendation to any shareholder of South Tulsa as to how the shareholder should vote at the Special Meeting. The summary of the opinion of Hovde set forth in this Proxy Statement/Prospectus is qualified in its entirety by reference to the full text of the opinion.

The following is a summary of the analyses performed by Hovde in connection with its fairness opinion. Certain of these analyses were discussed in a presentation to the Board of Directors of South Tulsa by Hovde made on November 20, 2006. The summary set forth below does not purport to be a complete description of either the analyses performed by Hovde in rendering its opinion or the presentation delivered by Hovde to the Board of Directors of South Tulsa, but it does summarize all of the material analyses performed and presented by Hovde.

The preparation of a fairness opinion involves various determinations as to the most appropriate and relevant methods of financial analyses and the application of those methods to the particular circumstances. In arriving at its opinion, Hovde did not attribute any particular weight to any analysis or factor considered by it, but rather made qualitative judgments as to the significance and relevance of each analysis and factor. Accordingly, Hovde believes that its analyses and the following summary must be considered as a whole and that selecting portions of its analyses, without considering all factors and analyses, could create an incomplete view of the process underlying the analyses set forth in its report to the Board of Directors of South Tulsa and its fairness opinion.

In performing its analyses, Hovde made numerous assumptions with respect to industry performance, general business and economic conditions and other matters, many of which are beyond the control of South Tulsa and Commerce. The analyses performed by Hovde are not necessarily indicative of actual value or actual future results, which may be significantly more or less favorable than suggested by such analyses. Such analyses were prepared solely as part of Hovde's analysis of the fairness of the merger consideration, from a financial point of view, to the shareholders of South Tulsa. The analyses do not purport to be an appraisal or to reflect the prices at which a company might actually be sold or the prices at which any securities may trade at the present time or at any time in the future. Hovde's opinion does not address the relative merits of the merger as compared to any other business combination in which South

Tulsa might engage. In addition, as described above, Hovde's opinion to the Board of Directors of South Tulsa was one of many factors taken into consideration by the Board of Directors of South Tulsa in making its determination to approve the merger agreement.

The Commerce average closing price amounts described below under the caption "Trading Price Analysis" have not been adjusted for the 5% common stock dividend announced by Commerce on October 20, 2006 and paid on December 13, 2006 to shareholders of record as of November 29, 2006. Because the Agreement and Plan of

Merger was entered into after the record date of the stock dividend, the terms of the acquisition, as originally proposed by Commerce, with respect to the price range in which the number of shares of Commerce common stock to be issued would be increased or decreased in order to equal the \$340.54 per share in merger consideration were modified in the final terms of the Agreement and Plan of Merger to proportionately lower the price range in order to reflect the effect of the Commerce stock dividend. Accordingly the Commerce common stock dividend has no effect on Hovde's analysis of the Commerce common stock trading price or any of the other analyses performed by Hovde which are described herein.

The opinion expressed by Hovde was based on market, economic and other relevant considerations as they existed and could be evaluated as of the date of the opinion. Events occurring after the date of issuance of the opinion, including changes affecting the securities markets, the results of operations or material changes in the financial condition of either South Tulsa or Commerce could materially affect the assumptions used in preparing this opinion.

During the course of its engagement, and as a basis for arriving at its opinion, Hovde reviewed and analyzed material bearing upon the financial and operating conditions of South Tulsa and Commerce and material prepared in connection with the merger, including, among other things, the following:

the Agreement and Plan of Merger and all attachments thereto;

certain historical publicly available information concerning the South Tulsa and Commerce;

certain internal financial statements and other financial and operating data concerning South Tulsa;

certain financial projections prepared by the management of South Tulsa;

certain other information provided to Hovde by members of the senior management of South Tulsa and Commerce for the purpose of reviewing the future prospects of South Tulsa and Commerce, including financial forecasts related to its business, earnings, assets and liabilities;

the historical market prices and trading volumes of Commerce common stock;

the nature and terms of recent merger and acquisition transactions to the extent publicly available, involving banks, thrifts and bank and thrift holding companies that Hovde considered relevant; and

the pro forma ownership of Commerce common stock by the holders of South Tulsa common stock relative to the pro forma contribution of the South Tulsa's assets, liabilities, equity and earnings.

In addition, Hovde:

analyzed the pro forma impact of the merger on the combined company's earnings, consolidated equity capitalization and financial ratios;

took into account its assessment of general economic, market and financial conditions and its experience in other transactions, as well as its knowledge of the commercial banking industry and its general experience in securities valuations; and

performed such other analyses and considered other factors as it deemed appropriate.

In rendering its opinion, Hovde assumed, without independent verification, the accuracy and completeness of the financial and other information provided to it and relied upon the accuracy of the representations of the parties contained in the merger agreement. Hovde also assumed the financial forecasts furnished to or discussed with Hovde by South Tulsa and Commerce were reasonably prepared and reflected the best currently available estimates and judgments of senior management of South Tulsa and Commerce as to the future financial performance of South Tulsa, Commerce or the combined company, as the case may be. Hovde has not made any independent evaluation or appraisal of any properties, assets or liabilities of South Tulsa.

Contribution Analysis. Hovde prepared a contribution analysis showing percentages of assets, net loans, deposits, equity and tangible equity at September 30, 2006 for South Tulsa and Commerce, and the trailing twelve months and estimated calendar-year 2006 net income that would be contributed to the combined company on a pro-

forma basis. These contribution percentages were compared to the approximately 0.77% of the pro forma common shares outstanding that holders of South Tulsa common stock would own.

	South Tulsa (%)	Commerce (%)
Assets	0.81	99.19
Net Loans	1.08	98.92
Deposits	0.86	99.14
Equity	0.83	99.17
Tangible Equity	0.90	99.10
LTM Net Income	0.66	99.34
2006 Estimated Net Income	0.72	99.28

Trading Price Analysis. Hovde reviewed the average trading prices for Commerce common stock at different intervals during the period commencing November 16, 2006, using the 5-day, 10-day, 20-day, 30-day, 45-day, 60-day and 90-day average closing price of Commerce common stock during such period. As noted above, the Commerce average closing prices set forth below have not been adjusted for the 5% Commerce common stock dividend which was paid to Commerce shareholders on December 13, 2006.

	Commerce Average Closing Price
Last trading day	\$ 50.96
Last 5 Trading Days	\$ 50.51
Last 10 Trading Days	\$ 50.20
Last 20 Trading Days	\$ 49.58
Last 30 Trading Days	\$ 49.56
Last 45 Trading Days	\$ 49.83
Last 60 Trading Days	\$ 49.87
Last 90 Trading Days	\$ 49.93

Stock Trading History Analysis. Hovde reviewed the relationship between the movements in the prices of Commerce common stock to movements in certain stock indices, including the SNL Bank Index, the Standard & Poor's 500 Index and the Russell 2000 Index. Hovde noted that during the one year period ended November 16, 2006, Commerce common stock underperformed each of the indices.

	Beginning Index Value on November 16, 2005	Ending Index Value on November 16, 2006
Commerce	100.00%	98.96%
SNL Bank Index	100.00%	112.10%

S&P 500 Index	100.00%	113.69%
Russell 2000 Index	100.00%	120.98%

Hovde also noted that during the three year period ended November 16, 2006, Commerce common stock underperformed the SNL Bank Index, the Standard & Poor's 500 Index and the Russell 2000 Index.

	Beginning Index Value on November 16, 2003	Ending Index Value on November 16, 2006
Commerce	100.00%	121.04%
SNL Bank Index	100.00%	122.84%
S&P 500 Index	100.00%	133.27%
Russell 2000 Index	100.00%	148.60%

Analysis of Selected Transactions. As part of its analysis, Hovde reviewed two groups of comparable transactions. The first peer group included transactions, which have occurred since January 1, 2001, that involved target banks headquartered in the four-state Arkansas, Kansas, Missouri and Oklahoma areas, in which the total assets of the seller were between \$50 million and \$500 million (the Four-State Merger Group). This Four-State Merger Group consisted of the following 26 transactions:

Buyer

Emprise Financial Corp.
 First Fidelity Bancorp Inc.
 Commerce Bancshares Inc.
 Enterprise Financial Services
 Brooke Corp.
 First Muskogee Financial Corp.
 RCB Holding Company
 Truman Bancorp Inc.
 CCB Corporation
 Landmark Bancorp Inc.
 Ever Glades Financial
 Exchange National Bancshares
 Progress Acquisition Inc.
 Central Bancompany
 Landmark Bancorp Inc.
 BancFirst Corp.
 NS&L Acquisition Corp.
 Dickinson Financial Corp. II
 Nodaway Valley Bancshares Inc.
 NASB Financial Inc.
 Private Investor
 First Federal Bancshares Inc.
 GN Bankshares Inc.
 Valley View Bancshares, Inc.
 Landmark Bancshares Inc.
 Bannister Bank & Trust

Seller

Prairie Capital Inc.
 Apex Mortgage Company
 Boone National S&LA
 NorthStar Bancshares Inc.
 Generations Bank
 First Financial Bancshares
 Pioneer Bancshares Inc.
 FFC Financial Corp.
 Acquisition Corporation
 First Manhattan Bancorp Inc.
 Garden City Bancshares Inc.
 Bank 10
 Progress Bancshares Inc.
 Community Bancs of Oklahoma
 First Kansas Financial Corp.
 Lincoln National Bancorp
 NS&L Bancorp Inc.
 Founders Bancshares, Inc.
 Buchanan County Bancshares Inc.
 CBES Bancorp Inc.
 First Bancorp of Oklahoma Inc.
 PFSB Bancorp Inc.
 Kansas State Bank
 Guaranty Bancshares Corp.
 MNB Bancshares Inc.
 Pembroke Bancshares Inc.

Hovde then reviewed comparable transactions involving banks headquartered in the metropolitan areas Nationwide excluding California, Colorado, Florida, Georgia and Texas announced since January 1, 2005, in which

the total assets of the seller were between \$50 million and \$150 million and the sellers' ROA was greater than 1.00% (the Nationwide Merger Group). This Nationwide Merger Group consisted of the following 28 transactions:

Buyer	Seller
Community Banks Inc.	East Prospect State Bank
Park National Corp.	Anderson Bank Corp.
SouthCrest Financial Group Inc.	Maplesville Bancorp
BlackRidge Financial Inc.	Carlos Bancshares Inc.
Baldwin Bancshares Inc.	Gavic Services Inc.
ShoreBank Corp.	Greater Chicago Bank
Glacier Bancorp Inc.	First national Bank of Morgan
Sterling Financial Corp.	Bay Net Financial Inc.
Private Investor	Wilburton State Bancshares Inc.
Kentucky Bancshares Inc.	Peoples Bancorp Sandy Hook Bancshares Inc.
Community Bank Shares of IN	Mansfield Bancorp Inc.
First Mid-Illinois Bancshares	Progressive State Bank
New Century Bancorp Inc.	Western Washington Bancorp
Heritage Financial Corp.	Citizens Inc.
Cornerstone Holding Co. Inc.	Farwell State Savings Bank
IBT Bancorp Inc.	First National Bank Holding Co.
United Bancorp of WY	First National Bank of Newport
Orrstown Financial Services	Valley Bank & Trust
Beulah Bancorporation Inc.	Prosperity B&TC
Union Bankshares Corp.	Acquisition Corporation
CCB Corporation	Bank of Las Vegas
Capitol Bancorp LTD	R & J Financial Corp.
Investor Group	New Mexico Financial Corp.
First State Bancorp	NWB Financial Corp.
Pacific Continental Corp.	Town Bankv
Community partners Bancorp	West Alabama Bancshares Inc.
West Alabama Capital Corp.	Franklin Bank
Interchange Financial Services	

Hovde calculated the medians of the following relevant transaction ratios in the Four-State Merger Group and the Nationwide Merger Group: the multiple of the offer value to the acquired company's tangible book value; the multiple of the offer value to the acquired company's core 6.5% adjusted tangible book value; the multiple of the offer value to the acquired company's earnings for the twelve months preceding the announcement date of the transaction; and the tangible book value premium to core deposits. Hovde compared these multiples with the corresponding multiples for the merger, valuing the per share consideration that would be received pursuant to the merger agreement at \$340.54 per diluted share of South Tulsa. In calculating the multiples for the merger, Hovde used South Tulsa's earnings for the twelve months ended September 30, 2006 and South Tulsa's tangible book value, core 6.5% adjusted tangible book value and core deposits as of September 30, 2006. The results of this analysis are as follows:

Offer Value to:	Ratio of Tangible
Core 6.5%	

	Tangible Book Value (x)	Adjusted Tangible Book Value (x)	12 Months Preceding Earnings (x)	Book Value Premium to Core Deposits (%)
Commerce	2.14	2.74	18.0	19.2
Four-State Merger Group median	1.95	2.08	19.5	10.8
Nationwide Merger Group median	1.97	2.70	18.3	17.1

Discounted Cash Flow Analysis. Hovde estimated the present value of all shares of the South Tulsa common stock by utilizing South Tulsa's estimated future earnings stream. Reflecting South Tulsa's internal projections and historical averages, we assumed a 10.0% annual asset growth and 2006-2010 net income of \$1.6 million, \$1.7 million, \$1.9 million, \$2.1 million, and \$2.3 million, respectively. No dividends were projected to be paid.

In all cases, the present value of these cash flows was calculated based on a range of discount rates of 13.0%, 14.0%, and 15.0%. These rates and values were chosen to reflect different assumptions regarding the required rates of return of holders or prospective buyers of South Tulsa common stock.

Hovde derived the take-out value of South Tulsa common stock using both the terminal value earnings multiple and book value approaches. In arriving at the terminal value of South Tulsa's earnings stream in 2010, Hovde assumed a terminal earnings value multiple at a range of 19.0x, 20.0x and 21.0x. Similarly, in arriving at the terminal value of South Tulsa's book value in 2010, Hovde assumed a terminal book value multiple at a range of 175.0%, 200.0% and 225.0%. The terminal values were then discounted, along with annual cash flows, to arrive at the present value for South Tulsa common stock. These analyses and its underlying assumptions yielded a per share range of value for South Tulsa common stock of approximately \$286.87 to \$343.44 with a midpoint of \$314.14 based on the earnings approach and \$238.59 to \$329.61 with a midpoint of \$282.31 based on the book value approach.

Comparable Company Analysis. Using publicly available information, Hovde compared the stock market valuation and operating characteristics of Commerce on standalone basis with other Midwestern banks with assets between \$5.0 billion and \$25.0 billion (the Comparable Group). The Comparable Group consisted of the following 14 publicly traded institutions:

Company Name	Headquarters	Ticker
AMCORE Financial, Inc.	Rockford, IL	AMFI
Associated Banc-Corp.	Green Bay, WI	ASBC
Citizens Banking Corp.	Flint, MI	CBCF
Corus Bankshares, inc.	Chicago, IL	CORS
First Midwest Bancorp, Inc.	Itasca, IL	FMBI
FirstMerit Corp.	Akron, OH	FMER
Irwin Financial Corp.	Columbus, OH	IFC
MB Financial, Inc.	Chicago, IL	MBFI
Old National Bancorp	Evansville, IN	ONB
Park National Corp.	Newark, OH	PRK
Sky Financial Group, Inc.	Bowling Green, OH	SKYF
TCF Financial Corp.	Wayzata, MN	TCB
UMB Financial Corp.	Kansas City, MO	UMBF
Wintrust Financial Corp.	Lake Forest, IL	WTFC

Indications of such financial performance and stock market valuation included the calculation of price-to-book value, price-to-tangible book value, price-to-2006 estimated GAAP earnings and price-to-2007 estimated GAAP earnings.

	Book Value (x)	Price to:		
		Tangible Book Value (x)	2006 Estimated Earnings (x)	2007 Estimated Earnings (%)
Commerce	2.36	2.56	15.9	15.2
Comparable Group median	1.91	2.56	16.1	14.6

Based upon the foregoing analyses and other investigations and assumptions set forth in its opinion, without giving specific weightings to any one factor or comparison, Hovde determined that the merger consideration was fair from a financial point of view to the shareholders of South Tulsa.

Operations and Management After the Merger

At the Effective Time the separate corporate existence of South Tulsa will terminate as it merges with and into CBI-Kansas. The Articles of Incorporation and Bylaws of CBI-Kansas as in effect immediately prior to the effective

time will remain the Articles of Incorporation and Bylaws of CBI-Kansas from and after the effective time until amended as provided by law. The officers and directors of CBI-Kansas will remain the officers and directors of CBI-Kansas from and after the Effective Time. It is expected that existing management of the surviving corporation will be supplemented with personnel from Commerce who will assist in bringing new methods and systems to the surviving corporation which have been developed by Commerce. Commerce also expects to enhance the net interest margin and non-interest income of the surviving corporation by expanding the products and services offered. Commerce will also analyze the surviving corporation's operations for potential efficiencies and anticipates achieving operating cost savings through the proposed consolidation and the elimination of redundant costs. While there can be no assurances that operating cost savings will be realized or in what fiscal period the savings will actually be recorded, plans are currently being developed to realize operating cost savings. It is expected that the annualized level of operating cost savings achieved will be realized unevenly throughout the period of consolidation, with the majority of any savings realized in the latter part of the period. The extent to which the operating cost savings will be achieved depends, among other things, on the regulatory environment and economic conditions, and may be affected by unanticipated changes in business activities, inflation and operating costs.

Conditions to the Merger

The merger is conditioned on the fulfillment prior to the closing of certain conditions set forth in the Agreement and Plan of Merger, including, among other things, the following:

The approval of the Agreement and Plan of Merger by the holders of a majority of all of the outstanding shares of South Tulsa common stock;

The accuracy of representations of Commerce, CBI-Kansas and South Tulsa made in the Agreement and Plan of Merger and the performance of their respective obligations thereunder;

The absence of a material adverse event since December 4, 2006 affecting the financial condition, properties, assets, liabilities, rights or business of South Tulsa;

The absence of a material adverse event since December 4, 2006 affecting the financial condition, properties, assets, liabilities, rights or business of Commerce or CBI-Kansas;

The receipt by Commerce and South Tulsa of an opinion from Blackwell Sanders Peper Martin LLP relating to certain tax matters;

The receipt by Commerce of an opinion from McAfee & Taft, A Professional Corporation, as to certain corporate matters regarding South Tulsa;

The receipt by South Tulsa of an opinion from Blackwell Sanders Peper Martin LLP as to certain corporate matters regarding Commerce;

The receipt of necessary regulatory approvals;

A minimum amount of equity and minimum loan loss reserve of South Tulsa;

The delivery to Commerce of a letter by each person who is an affiliate (as defined in Rules 145 and 405 adopted under the Securities Act of 1933) of South Tulsa at the time the Agreement and Plan of Merger is submitted to approval of the shareholders of South Tulsa;

The removal of certain loans from the Bank's loan portfolio;

Dissenters' rights shall not have been exercised with respect to more than 10% of the outstanding shares of South Tulsa common stock on the Closing Date;

The absence of any temporary restraining order, preliminary or permanent injunction or other order or legal restraint that would prevent the consummation of the merger;

The cancellation of all outstanding unexercised options for South Tulsa common stock under South Tulsa's stock option plans; and

The execution of non-competition agreements between Commerce and certain directors and officers of South Tulsa.

Conduct of Business Pending the Merger

Pursuant to the Agreement and Plan of Merger, South Tulsa has agreed to carry on its business and cause the Bank and its other subsidiaries to carry on their respective businesses in the usual, regular and ordinary course in substantially the same manner as conducted prior to the execution of the Agreement and Plan of Merger. South Tulsa has agreed to certain limitations on its ability to engage in material transactions.

No Solicitation

The Agreement and Plan of Merger provides that unless and until the Agreement and Plan of Merger has been terminated, neither South Tulsa nor any of its subsidiaries will solicit or encourage or, subject to the fiduciary duties of their directors as advised by counsel, hold discussions or negotiations with, or provide information to, any person in connection with any proposal from any person relating to the acquisition of all or a substantial portion of the business, assets or stock of South Tulsa, the Bank, or any other subsidiary of South Tulsa. South Tulsa is required to promptly advise Commerce of its receipt of, and the substance of, any such proposal or inquiry.

Waiver and Amendment

Prior to or at the Effective Time, any provision of the Agreement and Plan of Merger, including, without limitation, the conditions to consummation of the merger, may be (i) waived, to the extent permitted under law, in writing by the party which is entitled to the benefits thereof; or (ii) amended at any time by written agreement of the parties, whether before or after approval of the Agreement and Plan of Merger by the shareholders of South Tulsa; provided, however, that after any such approval, no such amendment shall alter the amount or change the form of the consideration or alter or change any of the terms of the Agreement and Plan of Merger if such alteration or change would adversely affect the holders of South Tulsa common stock or would legally require further approval of such holders. It is anticipated that a condition to consummate the merger would be waived only in those circumstances where the Board of Directors of Commerce, CBI-Kansas or South Tulsa, as the case may be, deems such waiver to be in the best interests of such company and its shareholders.

Termination of the Agreement and Plan of Merger

The Agreement and Plan of Merger and the merger may be terminated at any time prior to the closing date, provided that the terminating party is not then in material breach of the Agreement and Plan of Merger, by:

The mutual consent of Commerce, CBI-Kansas and South Tulsa;

Commerce, CBI-Kansas or South Tulsa if the merger has not been consummated by June 30, 2007 unless extended up to 60 days thereafter by Commerce or South Tulsa under certain circumstances;

Commerce, CBI-Kansas or South Tulsa if regulatory approval has been denied or the merger has been enjoined or if any regulator has issued an order with respect to the merger which imposes a non-customary restriction or condition on South Tulsa that would materially and adversely affect the Bank's operations;

Commerce or CBI-Kansas, on the one hand, or South Tulsa, on the other hand, if the other party has materially breached the Agreement and Plan of Merger and has not cured such breach within 45 days of notice of the

breach;

Commerce or CBI-Kansas if the South Tulsa Board of Directors fails to recommend adoption of the Agreement and Plan of Merger by the South Tulsa shareholders or amends or modifies the recommendation in a manner materially adverse to Commerce or CBI-Kansas or withdraws such recommendation;

South Tulsa prior to the vote of the shareholders if South Tulsa desires to enter into a definitive agreement with respect to a superior proposal

Commerce, CBI-Kansas or South Tulsa if the South Tulsa shareholders do not approve the merger at a duly held meeting of the South Tulsa shareholders; or

Commerce, or CBI-Kansas, on the one hand, or South Tulsa on the other hand, if there has been a material adverse change or event with respect to the other party's business, financial condition, results of operations or prospects and such change or effect has not been cured within 45 days or the closing date, whichever is earlier.

Effect of Termination. If the Agreement and Plan of Merger is terminated, it will become void, and there will be no liability on the part of Commerce or South Tulsa, except that (1) both Commerce and South Tulsa will remain liable for any willful breach of the Agreement and Plan of Merger and (2) designated provisions of the Agreement and Plan of Merger, including the payment of fees and expenses, the confidential treatment of information and publicity restrictions, will survive the termination.

Termination Fee. If the Agreement and Plan of Merger is terminated because South Tulsa desires to enter into an acquisition agreement with another party that it considers to be a superior proposal, South Tulsa must pay Commerce a termination fee of \$1.25 million (the Termination Fee). The Termination Fee is also payable if the Agreement and Plan of Merger is terminated and, within 12 months, South Tulsa enters into an agreement to be acquired by another party, if the Agreement and Plan of Merger was terminated because (i) the South Tulsa board of directors did not recommend approval of the Agreement and Plan of Merger to the stockholders, (ii) the stockholders of South Tulsa failed to approve the Agreement and Plan of Merger, (iii) there was a voluntary breach of a material representation of warranty by South Tulsa or (iv) required regulatory approvals have not been obtained by June 30, 2007 or the relevant later date, as applicable.

Effective Time

It is presently anticipated that the Effective Time will occur in the second quarter of 2007, but no assurance can be given to that effect.

Federal Securities Laws Consequences and Resales of Commerce Stock by Affiliates

The shares of Commerce to be issued pursuant to the merger have been registered under the Securities Act of 1933, as amended. The provisions of Rule 145 under the Securities Act allow such shares to be sold without restriction by shareholders of South Tulsa who are not deemed to be affiliates (as that term is defined in the rules under the Securities Act) of South Tulsa. An affiliate of South Tulsa is a person who directly, or indirectly through one or more intermediaries, controls, is controlled by, or is under common control with, South Tulsa. These restrictions are expected to apply to the directors and executive officers of South Tulsa and the holders of 10% or more of the outstanding South Tulsa common stock. The same restrictions apply to the spouses and certain relatives of those persons and any trusts, estates, corporations or other entities in which those persons have a 10% or greater beneficial or equity interest. Shareholders not falling into the category of affiliate have no restrictions on when they may sell the Commerce stock received in the merger.

If you are considered an affiliate of South Tulsa or become an affiliate of Commerce after the merger, you may resell the shares of Commerce common stock acquired in connection with the merger only pursuant to an effective registration statement under the securities laws, pursuant to Rule 145 under the Securities Act of 1933, or in transactions otherwise exempt from registration under the securities laws. Under Rule 145, during the first calendar year after the merger becomes effective, affiliates of South Tulsa at the time of the special meeting who are not affiliates of Commerce at or following the effective time of the merger may publicly resell the Commerce common stock they receive in the merger but only within certain limitations as to the number of shares of Commerce common

stock they can sell in any three-month period and as to the manner of sale. After the one-year period, affiliates of South Tulsa who are not affiliates of Commerce may resell their shares without restriction. Commerce must continue to satisfy its reporting requirements under the Securities Exchange Act of 1934 in order for affiliates to resell, under Rule 145, shares of Commerce common stock received in the merger. Commerce is not obligated and does not intend to register for resale the shares issued to affiliates of South Tulsa. Pursuant to the Agreement and Plan of Merger, each affiliate of South Tulsa has signed a written agreement to the effect that he will not offer or sell

or otherwise dispose of any of the shares of Commerce common stock issued to him in the merger in violation of the Securities Act of 1933.

Rights of Dissenting Shareholders

Under Oklahoma law, the relevant provisions of which are attached to this document as Appendix D (Section 1091 of the OGCA), each South Tulsa shareholder who dissents from the merger and who complies with various procedural requirements of Section 1091 of the OGCA is entitled to appraisal rights, pursuant to which the shareholder will receive the fair value of his or her shares of South Tulsa common stock in cash, with accrued interest. Specifically, a South Tulsa shareholder may dissent from the merger, and CBI-Kansas, as the merger's surviving corporation, must pay to the shareholder, upon the surrender of certificates representing his or her shares, the fair value of the shares as of the day prior to South Tulsa's special meeting, with accrued interest. If CBI-Kansas and you cannot agree on the fair value of your shares, then the OGCA provides for a judicial determination of these amounts. The value as determined by an Oklahoma court may be more or less than the value you are entitled to under the Agreement and Plan of Merger. If you desire to dissent and exercise your appraisal rights, you should refer to the Section 1091 of the OGCA in its entirety and should consult with legal counsel prior to taking any action to ensure that you comply strictly with the applicable statutory provisions.

To dissent and exercise your appraisal rights, you must do all of the following:

deliver to South Tulsa a written demand for appraisal of your shares before the March 30, 2007 meeting of South Tulsa shareholders to vote on the merger;

not vote in favor of the merger (note that a vote, in person or by proxy, against the merger will not satisfy the statutory requirements that you make a written demand for an appraisal of your shares); and

continue to hold your shares of South Tulsa common stock through the Effective Time.

If you do not vote against the merger, it will not constitute a waiver of your appraisal rights under the OGCA if you make written demand for payment before the vote is taken at the March 30, 2007 shareholders' meeting. Conversely, voting against the merger will not, by itself, be sufficient to satisfy your obligations if you dissent and want to exercise your appraisal rights. You must follow the procedures set forth in Section 1091 of the OGCA to exercise your appraisal rights.

Each outstanding share of South Tulsa common stock as to which a legally sufficient demand in accordance with Section 1091 of the OGCA has been made and that did not vote in favor of approval of the merger retains all other rights of a shareholder until those rights are cancelled by consummation of the merger. However, after the Effective Time, no dissenting shareholder who has demanded appraisal rights shall be entitled to vote the stock for any purpose or to receive payment of dividends (except dividends payable to shareholders of records prior to the Effective Time).

Within 10 days after the effective date of the merger, CBI-Kansas will notify the dissenting shareholders who have complied with the provisions of Section 1091 that the merger has become effective. Within 120 days after the effective date of the merger, CBI-Kansas will send to such dissenting shareholders, upon written request, a statement setting forth the aggregate number of shares not voted in favor of the merger and with respect to which demands for appraisal have been received and the aggregate number of holders of the shares. The written statement will be mailed to the dissenting shareholders within 10 days after the written request is received by CBI-Kansas or within 10 days after expiration of the period for delivery of demands for appraisal, whichever is later.

Also within 120 days after the effective date of the merger, any dissenting shareholder who has complied with the provisions of Section 1091 or CBI-Kansas may file a petition in district court demanding a determination of the value of the stock of the dissenting shareholders; however, at any time within 60 days after the effective date of the merger, each of the dissenting shareholders has the right to withdraw the shareholder's demand for appraisal and to accept the terms offered in the Agreement and Plan of Merger. The court shall provide notice to CBI-Kansas of any such petition filed by a shareholder, and upon receipt of that notice, CBI-Kansas shall provide to the court a list of all shareholders who have demanded payment for their shares and with whom agreements regarding the value of their shares have not been reached by CBI-Kansas. After providing proper notice of the proceeding, the court will

determine the shareholders who are entitled to appraisal rights and will direct CBI-Kansas to pay the fair value of the shares, together with interest, to the shareholders entitled to such payment. The court will determine the costs of the proceeding and may tax the parties as it deems appropriate. Upon request by a dissenting shareholder, the court may order all or a portion of the expenses incurred by any shareholder, including attorneys' fees and expenses of experts, be charged pro rata against the value of all of the shares entitled to an appraisal.

The shares for which a dissenting shareholder has properly exercised appraisal rights and followed the required procedures in the OGCA will not be converted into, or represent, the right to receive Commerce common stock as provided under the Agreement and Plan of Merger. None of these shares will, after the Effective Time, be entitled to vote for any purpose or receive any dividends or other distributions. If, however, the holder of such shares fails to properly perfect, effectively withdraw, waive or lose, or otherwise become ineligible to exercise dissenting shareholder's rights of appraisal under the OGCA, then at that time shares held by you will be converted into Commerce common stock as provided in the Agreement and Plan of Merger.

Regulatory Approvals Required for the Merger

The regulatory approvals required to complete the transactions