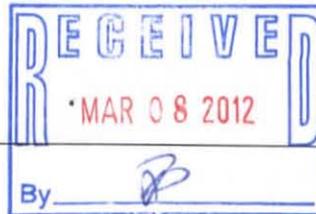


Board of Governors of the Federal Reserve System



Annual Report of Bank Holding Companies—FR Y-6

Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11 (a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)). Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under section 211.23 of Regulation K (12 C.F.R. § 211.23). The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

NOTE: The *Annual Report of Bank Holding Companies* must be signed by one director of the top-tier bank holding company. This individual should also be a senior official of the top-tier bank holding company. In the event that the top-tier bank holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

Date of Report (top-tier bank holding company's fiscal year-end):
12/31/2011
 Month / Day / Year

I, Van Ray
 Name of the Bank Holding Company Director and Official
President
 Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address:
Yazoo Capital Corporation
 Legal Title of Bank Holding Company
P.O. Box 600
 (Mailing Address of the Bank Holding Company) Street / P.O. Box
Yazoo City MS 39194
 City State Zip Code
104 N Main Street Yazoo City, MS 39194
 Physical location (if different from mailing address)

attest that the *Annual Report of Bank Holding Companies* (including the supporting attachments) for this report date have been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Person to whom questions about this report should be directed:
Emily Doe Auditor/Comptroller
 Name Title
662-751-1043
 Area Code / Phone Number / Extension
662-751-8853
 Area Code / FAX Number
epoe@bankofyazoo.com
 E-mail Address
www.bankofyazoo.com
 Address (URL) for the Bank Holding Company's web page

Van Ray
 Signature of Bank Holding Company Director and Official
3-5-12
 Date of Signature

For bank holding companies **not** registered with the SEC—
 Indicate status of Annual Report to Shareholders:
 is included with the FR Y-6 report
 will be sent under separate cover
 is not prepared

For Federal Reserve Bank Use Only
 RSSD ID 1083402
 C.I. _____

Does the reporter request confidential treatment for any portion of this submission?
 Yes Please identify the report items to which this request applies:
See attachment, Schedule Request for Confidential Treatment
 In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.
 The information for which confidential treatment is sought is being submitted separately labeled "Confidential."
 No

PUBLIC VOLUME

FORM FRY-6
YAZOO CAPITAL CORP
YAZOO CITY, MS
FISCAL YEAR ENDING DECEMBER 31, 2011

REPORT ITEM 1 (a): YAZOO CAPITAL CORP IS NOT REQUIRED TO PREPARE FORM 10K WITH THE SEC.

REPORT ITEM 1 (b):

REPORT ITEM 2:

YAZOO CAPITAL CORPORATION
104 NORTH MAIN ST.
YAZOO CITY, MS 39194

100% OWNER OF

BANK OF YAZOO CITY
104 NORTH MAIN ST.
YAZOO CITY, MS 39194

REPORT ITEM 2 (a): NONE

REPORT ITEM 2 (b): NONE

REPORT ITEM 2 (c): NONE

REPORT ITEM 2 (d): NONE

REPORT ITEM 3: CURRENT SHAREHOLDERS WITH OWNERSHIP, CONTROL OR HOLDINGS OF 5% OR MORE

3(1)(A) Name & Address	3(1)(B) Citizenship	3(1)(C) Number and Percentage
PHILIP C WILLIAMS YAZOO CITY, MS 39194	USA	See Confidential Volume
JOHN SHARP HOWIE YAZOO CITY, MS 39194	USA	See Confidential Volume

FORM FRY-6
YAZOO CAPITAL CORP
YAZOO CITY, MS
FISCAL YEAR ENDING DECEMBER 31, 2011

REPORT ITEM 3 - PART 2: SHAREHOLDERS NOT LISTED IN 3(1)(A) THAT HAD
OWNERSHIP, CONTROL OR HOLDINGS OF 5% DURING THE
YEAR ENDED 12/31/08.

3(2)(A)	3(2)(B)	3(2)(C)
Name & Address	Citizenship	Number and Percentage

NONE		
------	--	--

REPORT ITEM 4: DIRECTORS AND OFFICERS

(1)	(2)	(3)	(4)		
<p>Allen C. Bridgforth, II Yazoo City, Mississippi, U.S.A.</p>	<p>Attorney</p>	(a)	Director	(a)	See Confidential Volume
		(b)	Director - Bank of Yazoo City	(b)	None
		(c)	Bridgforth Management LLC	(c)	50%
		Mitchell Place LP	33%		
Louise M Gwin, Trust	33%				
<p>Michael J. Curran Yazoo City, Mississippi, U.S.A.</p>	<p>Planter</p>	(a)	Director	(a)	See Confidential Volume
		(b)	Director - Bank of Yazoo City	(b)	None
		(c)	Gloria N Curran Irrevocable, Trust	(c)	50%
<p>John Sharp Howie Yazoo City, Mississippi, U.S.A.</p>	<p>Planter</p>	(a)	Director	(a)	See Confidential Volume
		(b)	Director - Bank of Yazoo City	(b)	None
		(c)		(c)	
<p>Hugh M. Love, Jr. Yazoo City, Mississippi, U.S.A.</p>	<p>Attorney - Bridgforth, Love, Norquist & Rohman</p>	(a)	Director	(a)	See Confidential Volume
		(b)	Director - Bank of Yazoo City	(b)	None
		(c)	Rokeby Plantation, Inc.	(c)	25%
Secretary-Treasurer					
<p>S. G. Norquist, Jr. Yazoo City, Mississippi, U.S.A.</p>	<p>President, CEO & Director - Bank of Yazoo City</p>	(a)	Director & President	(a)	See Confidential Volume
		(b)	President, CEO	(b)	None
		(c)	& Director - Bank of Yazoo City	(c)	
<p>Van K. Ray Yazoo City, Mississippi, U.S.A.</p>	<p>Executive Vice Pres & Director - Bank of Yazoo City</p>	(a)	Director & Secretary	(a)	See Confidential Volume
		(b)	Executive Vice President	(b)	None
		(c)	& Director - Bank of Yazoo City	(c)	
Bank of Yazoo City					

Philip C. Williams Yazoo City, Mississippi, U.S.A.	Executive Vice Pres (a)	Director (a)	See Confidential Volume
	& Director - Bank (b)	Executive Vice President (b)	None
	of Yazoo City (c)	& Director - Bank of Yazoo City Williams Properties, LP (c)	99%
Thomas W. Mullen Clinton, Mississippi, U.S.A.	Senior Vice Pres (a)	Director (a)	See Confidential Volume
	& Director-Advisor (b)	Executive Vice President (b)	None
	(c)	& Director - Bank of Yazoo City N/A (c)	N/A
Total Outstanding Shares			35120

Results: A list of branches for your depository institution: BANK OF YAZOO CITY (ID_RSSD: 118736).
 This depository institution is held by YAZOO CAPITAL CORPORATION (1083402) of YAZOO CITY, MS.
 The data are as of 12/31/2011. Data reflects information that was received and processed through 04/04/2012.

Note:

To satisfy the **FR Y-10 reporting requirements**, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a **Data Action** of The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

* FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County
		Full Service (Head Office)	118736	BANK OF YAZOO CITY	104 N. MAIN STREET	YAZOO CITY	MS	39194	YAZOO
		Full Service	3E+06	BENTON ROAD BRANCH	1291 OLD BENTON ROAD	BENTON	MS	39039	BENTON
		Full Service	3E+06	FLORA BRANCH	686 HIGHWAY 49	FLORA	MS	39071	MADISON
		Full Service	4E+06	FLOWOOD BRANCH	1717 OLD FANNIN ROAD	FLOWOOD	MS	39232	RANKIN
		Full Service	3E+06	CROSSGATE WEST BRANCH	5650 HIGHWAY 80 EAST	PEARL	MS	39208	RANKIN
		Full Service	3E+06	HIGHWAY 49 BRANCH	1405 JERRY CLOWER BLVD	YAZOO CITY	MS	39194	YAZOO
		Full Service	733232	LINTONIA BRANCH	838 GRAND AVENUE	YAZOO CITY	MS	39194	YAZOO