



Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

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

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

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

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

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2012

Month / Day / Year

I, Van Ray

Reporter's Name, Street, and Mailing Address

Yazoo Capital Corporation

Legal Title of Holding Company

Post Office Box 600

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

Yazoo City	MS	39194
City	State	Zip Code

104 North Main Street

Physical location (if different from mailing address)

Name of the Holding Company Director and Official

President

Title of the Holding Company Director and Official

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

Person to whom questions about this report should be directed:

Connie Rush Financial Reporting Officer

Name Title

662-751-1016

Area Code / Phone Number / Extension

662-751-8853

Area Code / FAX Number

crush@bankofyazoo.com

E-mail Address

www.bankofyazoo.com

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

Signature of Holding Company Director and Official

03/18/2013

Date of Signature

For holding companies *not* registered with the SEC—

Indicate status of Annual Report to Shareholders:

- is included with the FR Y-6 report
- will be sent under separate cover
- is not prepared

For Federal Reserve Bank Use Only

RSSD ID
 C.I.

1083402

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: Confidential Volume
- In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.
- The information for which confidential treatment is sought is being submitted separately labeled "Confidential."
- No

For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical location (if different from mailing address)	Physical location (if different from mailing address)
Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
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City State Zip Code	City State Zip Code
Physical location (if different from mailing address)	Physical location (if different from mailing address)

RSSD Tiering for:
YAZOO CAPITAL CORPORATION
 Structure as of 20121231 and going downward

Seq Num	ID RSSD	Legal Name	AddL	City	State/ Country	Dist FR	Ent Type	Actv Code	Basis of Relatnshp	PCT
0001	1083402	YAZOO CAPITAL CORPORATION		YAZOO CITY	MISSISSIPPI	6	BHC	551111		
0002	118736	BANK OF YAZOO CITY		YAZOO CITY	MISSISSIPPI	6	NMB	52211	Vtg Eqty Other	100

Total Number of Entities in the tree 2

Total Number of Unique Entities in the tree 2

Tier Selection Criteria

RSSD Tiering for	1083402 YAZOO CAPITAL CORPORATION
As of Date	20121231
Direction	Down
Selection Rule	All Entities
Branches - Domestic Institutions	No Branches
Branches - Foreign Institutions	No Branches

Explanatory Notes

Entity Type

BHC
 NMB

Description

BANK HOLDING COMPANY
 NON-MEMBER BANK

Primary Activity Code

52211
 551111

Description

COMMERCIAL BANKING
 OFFICES OF BANK HOLDING COMPANIES

Basis of Relationship

Other
 Vtg Eqty

Description

Other Basis of Relationship
 Voting Equity

Two asterisks (**) next to the Seq Num indicates that confidentiality is pending or granted.
 An asterisk (*) next to the Addl Line Num denotes the Seq Num at which the offspring of this entity are listed.
 A dot dot dot notation (...) next to Legal Name denotes a circular relationship.

FORM FRY-6
 YAZOO CAPITAL CORPORATION
 YAZOO CITY, MS
 FISCAL YEAR ENDING DECEMBER 31, 2012

Revised

REPORT ITEM 1(a):	An Annual Report will be forwarded after its preparation later this year.						
REPORT ITEM 2(a):	The Organizational Chart is presented below:						
<table border="1" style="margin: auto; border-collapse: collapse;"> <tr> <td style="padding: 5px;"> <p style="text-align: center;">YAZOO CAPITAL CORPORATION State of Incorporation: Mississippi 104 North Main Street Yazoo City, MS 39194</p> </td> </tr> <tr> <td style="padding: 10px 0 10px 40px;">100% OWNER OF</td> </tr> <tr> <td style="padding: 5px;"> <table border="1" style="margin: auto; border-collapse: collapse;"> <tr> <td style="padding: 5px;"> <p style="text-align: center;">BANK OF YAZOO CITY State of Incorporation: Mississippi 104 North Main Street Yazoo City, MS 39194</p> </td> </tr> </table> </td> </tr> </table>				<p style="text-align: center;">YAZOO CAPITAL CORPORATION State of Incorporation: Mississippi 104 North Main Street Yazoo City, MS 39194</p>	100% OWNER OF	<table border="1" style="margin: auto; border-collapse: collapse;"> <tr> <td style="padding: 5px;"> <p style="text-align: center;">BANK OF YAZOO CITY State of Incorporation: Mississippi 104 North Main Street Yazoo City, MS 39194</p> </td> </tr> </table>	<p style="text-align: center;">BANK OF YAZOO CITY State of Incorporation: Mississippi 104 North Main Street Yazoo City, MS 39194</p>
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<p style="text-align: center;">BANK OF YAZOO CITY State of Incorporation: Mississippi 104 North Main Street Yazoo City, MS 39194</p>							
REPORT ITEM 2 (b):	The Branch Structure List was updated and forwarded to the appropriate contact in March 2013.						
REPORT ITEM 3:	Security holders of record that directly or indirectly own, control or hold with power to vote 5% or more of any class of voting securities.						
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					
REPORT ITEM 3 (2):	Security holders not listed in Section 3(1) that owned or controlled 5% or more of any class of voting securities in the holding company during the fiscal year.						
3(2)(A) Name & Address	3(2)(B) Citizenship	3(2)(C) Number and Percentage					
None							

IO CAPITAL CORPORATION (1083402) of YAZOO CITY, MS.
 t was received and processed through 01/06/2013.

e or more of the actions specified below.

ta Action column.

3, revise the data, enter 'Change' in the **Data Action** column and the date when this information first became valid in the **Effective Date** column.

4 the **Data Action** column and the sale or closure date in the **Effective Date** column.

5 ry institution, enter 'Delete' in the **Data Action** column.

6 branch data, and enter 'Add' in the **Data Action** column and the opening or acquisition date in the **Effective Date** column.

7 MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

8 act. See the detailed instructions on this site for more information.

9 tion name, city and state in the subject line of the e-mail.

also submit FR Y-10 Domestic Branch Schedules for each branch with a **Data Action** of Change, Close, Delete, or Add.

or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

for reference only. Verification of these values is not required.

Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
118736	BANK OF YAZOO CITY	104 N. MAIN STREET	YAZOO CITY	MS	39194	YAZOO	UNITED STATES	7300	0	BANK OF YAZOO CITY	118736	
3102099	BENTON ROAD BRANCH	1291 OLD BENTON ROAD	BENTON	MS	39039	BENTON	UNITED STATES	361121	3	BANK OF YAZOO CITY	118736	Limited Svc
3363407	FLORA BRANCH	686 HIGHWAY 49	FLORA	MS	39071	MADISON	UNITED STATES	441450	7	BANK OF YAZOO CITY	118736	
3641084	FLOWOOD BRANCH	1717 OLD FANNIN ROAD	FLOWOOD	MS	39232	RANKIN	UNITED STATES	468429	8	BANK OF YAZOO CITY	118736	
3224896	CROSSGATE WEST BRANCH	5650 HIGHWAY 80 EAST	PEARL	MS	39208	RANKIN	UNITED STATES	424217	6	BANK OF YAZOO CITY	118736	
3102080	HIGHWAY 49 BRANCH	1405 JERRY CLOWER BLVD	YAZOO CITY	MS	39194	YAZOO	UNITED STATES	362626	4	BANK OF YAZOO CITY	118736	Limited Svc
733232	LINTONIA BRANCH	838 GRAND AVENUE	YAZOO CITY	MS	39194	YAZOO	UNITED STATES	224623	1	BANK OF YAZOO CITY	118736	Limited Svc

?
 reprint

* All OK ✓

Form FR Y-6
Yazoo Capital Corporation
Fiscal Year Ending December 31, 2012

Report Item 4: Insiders

(1), (2), (3)(a)(b)(c.), and (4)(a)(b)(c.)

(4)(c.)
List names of
other companies
(includes
partnerships)
if 25% or more of
voting securi-
ties are held (List
names of
companies and
percentage of
voting securities
held)

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c.) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting shares in Subsidiaries (include names of subsidiaries)	(4)(c.) List names of other companies (includes partnerships) if 25% or more of voting securi- ties are held (List names of companies and percentage of voting securities held)
Allen C. Bridgforth, I. Yazoo City, MS USA	Attorney	Director	Director-Bank of Yazoo City	Bridgforth Management LLC	See Confidential Volume	None	Mitchell Place L.P (33.08%) Linden Pt L.P (33.33%) Bridgforth Management LLC (50%) Louise M. Gwin, Trust (33.33%)
Michael J. Curran Yazoo City, MS USA	Planter	Director	Director-Bank of Yazoo City	N/A	See Confidential Volume	None	N/A
John Sharp Howie Yazoo City, MS USA	Planter	Director	Director-Bank of Yazoo City	Chesterfield Land Co. LLC	See Confidential Volume	None	Chesterfield Land Co. LLC (99%)
Hugh M. Love, Jr. Yazoo City, MS USA	Attorney	Director	Director-Bank of Yazoo City	Rokeby Plantation Inc.	See Confidential Volume	None	Rokeby Plantation Inc. (25%)
Thomas W. Mullen Brandon, MS USA	Retired	Director	Director-Bank of Yazoo City	N/A	See Confidential Volume	None	Ruth E. Jones Trust (50%)
S. G. Norquist, Jr. Yazoo City, MS USA	Retired	Director	Director-Bank of Yazoo City	N/A	See Confidential Volume	None	R.D. Hines Family Trust (100%) Thomas R. Stricklin Trust (100%) Philip Williams Family Trust (100%) Carrie Taylor Family Trust (100%) Robert E. Jones Trust (100%) G. T. McClintock Trust (100%) Irma Newell Hart Trust (100%)

Van K. Ray Yazoo City, MS USA	N/A	President, CEO & Director	President, CEO & Director	N/A	See Confidential Volume	None	N/A
Joel C. Ross Brandon, MS USA	N/A	Director	President-Metro Region, Bank of Yazoo City	Bass Plus	See Confidential Volume	None	Bass Plus (100%)
Philip C. Williams Yazoo City, MS USA	N/A	Chairman & Director	Chairman, CFO, Trust Officer & Director	Williams Partners, LP	See Confidential Volume	None	Williams Partners, LP (99%)
Livvi Ziegler Benton, MS USA	N/A	Secretary	Secretary & Compliance Officer - Bank of Yazoo City	N/A	See Confidential Volume	None	N/A