



Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

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

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

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

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

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2013
Month / Day / Year

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

Reporter's Name, Street, and Mailing Address
Yazoo Capital Corporation
Legal Title of Holding Company
P O 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)

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 CFO
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

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

[Signature]
Signature of Holding Company Director and Official
03/25/2014
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 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: 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

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

PUBLIC VOLUME

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

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="text-align: center;"> YAZOO CAPITAL CORPORATION State of Incorporation: Mississippi 104 North Main Street Yazoo City, MS 39194 </td> </tr> <tr> <td style="text-align: center; padding: 10px;">100% Owner Of</td> </tr> <tr> <td style="text-align: center;"> BANK OF YAZOO CITY State of Incorporation: Mississippi 104 North Main Street Yazoo City, MS 39194 </td> </tr> </table>				YAZOO CAPITAL CORPORATION State of Incorporation: Mississippi 104 North Main Street Yazoo City, MS 39194	100% Owner Of	BANK OF YAZOO CITY State of Incorporation: Mississippi 104 North Main Street Yazoo City, MS 39194
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100% Owner Of						
BANK OF YAZOO CITY State of Incorporation: Mississippi 104 North Main Street Yazoo City, MS 39194						
REPORT ITEM 2 (b):	The Branch Structure List was updated and forwarded to the appropriate contact in March 2014.					
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	USA	See Confidential Volume				
John Sharp Howie Yazoo City, MS	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						

Results: A list of branches for your holding company: YAZOO CAPITAL CORPORATION (1083402) of YAZOO CITY, MS. The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

Reconciliation and Verification Steps

1. In the **Data Action** column of each branch row, enter one or more of the actions specified below.
2. If required, enter the date in the **Effective Date** column.

Actions

OK: If the branch information is correct, enter 'OK' in the **Data Action** column.
 Change: If the branch information is incorrect or incomplete, revise the data, enter 'Change' in the **Data Action** column and the date when this information first became valid in the **Effective Date** column.
 Close: If a branch listed was sold or closed, enter 'Close' in the **Data Action** column and the sale or closure date in the **Effective Date** column.
 Delete: If a branch listed was never owned by this depository institution, enter 'Delete' in the **Data Action** column.
 Add: If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the **Data Action** column and the opening or acquisition date in the **Effective Date** column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

Submission Procedure

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information. If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

Note:

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

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

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	118736	BANK OF YAZOO CITY	104 N. MAIN STREET	YAZOO CITY	MS	39194	YAZOO	UNITED STATES	7300	0	BANK OF YAZOO CITY	118736	
Change		Limited Service	3102099	BENTON ROAD BRANCH	1291 OLD HIGHWAY 16	BENTON	MS	39039	YAZOO	UNITED STATES	361121	3	BANK OF YAZOO CITY	118736	We sent this change in 2013, but the list was not updated.
OK		Full Service	3363407	FLORA BRANCH	686 HIGHWAY 49	FLORA	MS	39071	MADISON	UNITED STATES	441450	7	BANK OF YAZOO CITY	118736	
OK		Full Service	3641084	FLOWOOD BRANCH	1717 OLD FANNIN ROAD	FLOWOOD	MS	39232	RANKIN	UNITED STATES	468429	8	BANK OF YAZOO CITY	118736	
OK		Full Service	3224898	CROSSGATE WEST BRANCH	5650 HIGHWAY 80 EAST	PEARL	MS	39208	RANKIN	UNITED STATES	424217	6	BANK OF YAZOO CITY	118736	
Change		Limited Service	3102080	HIGHWAY 49 BRANCH	1405 JERRY CLOWER BLVD	YAZOO CITY	MS	39194	YAZOO	UNITED STATES	362626	4	BANK OF YAZOO CITY	118736	We sent this change in 2013, but the list was not updated.
Change		Limited Service	733232	LINTONIA BRANCH	838 GRAND AVENUE	YAZOO CITY	MS	39194	YAZOO	UNITED STATES	224623	1	BANK OF YAZOO CITY	118736	We sent this change in 2013, but the list was not updated.

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Form FR Y-6
 Yazoo Capital Corporation
 Fiscal Year Ending December 31, 2013

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 securities 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 Subsidiarie (include names of subsidiaries)	(3)(c.) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Compan	(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, Yazoo City, MS USA	Attorney	Director	Director-Bank of Yazoo City	Bridgforth Management LLC	See Confidential Volume	None	Mitchell Place LP (33.3%) Linden Plt LP (33.33%) Bridgforth Management LLC (50%) Sonja D. Morton (as guarantor)
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	N/A
Hugh M. Love, Jr. Yazoo City, MS USA	Attorney	Director	Director-Bank of Yazoo City	Rokeby Plantation Inc.	See Confidential Volume	None	N/A
Thomas W. Mullen Brandon, MS USA	Retired	Director	Director-Bank of Yazoo City	N/A	See Confidential Volume	None	N/A
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% control as Trustee) R. D. Hines, Inc. (25% control as Trustee)
Van K. Ray Yazoo City, MS USA	N/A	President, CEO & Director	President, CEO & Director	N/A	See Confidential Volume	None	N/A
Joe I. Ross Brandon, MS USA	N/A	Shareholder	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% ownership)
Livvi Ziegler Benton, MS USA	N/A	Secretary	Secretary & Compliance Officer - Bank of Yazoo City	N/A	See Confidential Volume	None	N/A