

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, **Kevin R. Kirkland**

Reporter's Name, Street, and Mailing Address

BancSouth Corporation

Name of the Holding Company Director and Official

President and Director

Legal Title of Holding Company

P.O. Box 1967

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.

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

Dothan AL 36302-1967

City State Zip Code

3251 Ross Clark Circle NW, Dothan, Alabama 36303

Physical location (if different from mailing address)

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:

Kevin R. Kirkland President

Name Title

334-340-2102

Area Code / Phone Number / Extension

334-792-2565

Area Code / FAX Number

kirkland@banksouth.net

E-mail Address

Signature of Holding Company Director and Official

03/19/2013

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

Date of Signature

For holding companies not registered with the SEC—

Indicate status of Annual Report to Shareholders:

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

For Federal Reserve Bank Use Only

RSSD ID
C.I.

108406

Does the reporter request confidential treatment for any portion of this submission?

Yes Please identify the report items to which this request applies:

- In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.
- The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

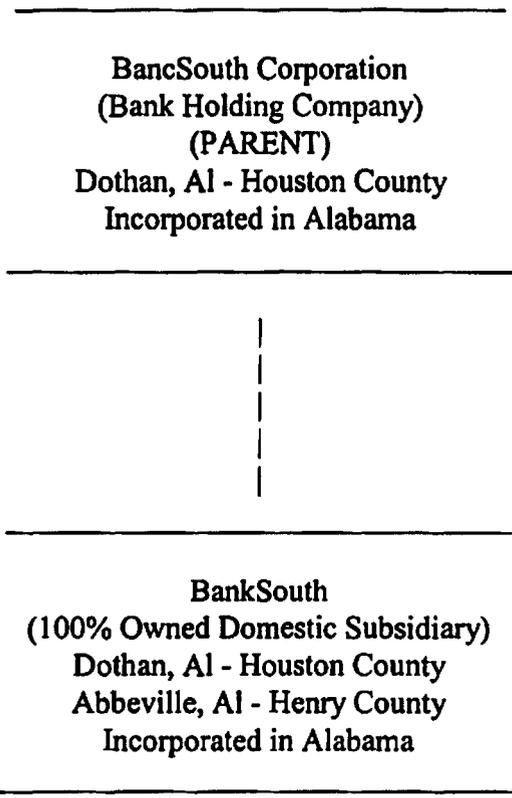
Revised
4-10-13

BancSouth Corporation
December 31, 2012

Report Item 1: Annual Report to Shareholders

None, the bank holding company does not prepare annual reports.

Report Item 2a: Organizational Chart



Report Item 2b: Domestic Branch Listing

See Attached FR Y-6 Depository Institution Branch Data Verification Report (filed electronically).

Results: A list of branches for your depository institution: BANKSOUTH (ID_RSSD: 194936).
 This depository institution is held by BANCOSOUTH CORPORATION (1084061) of DOTHAN, AL.
 The data are as of 12/31/2012. Data reflects information that was received and processed through 02/24/2013.

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)	194936	BANKSOUTH	3251 ROSS CLARK CIRCLE	DOTHAN	AL	36303	HOUSTON	UNITED STATES	57	0	BANKSOUTH	194936	
OK		Full Service	859637	ABBEVILLE BRANCH	17 NORTH COURT SQUARE	ABBEVILLE	AL	36310	HENRY	UNITED STATES	18	2	BANKSOUTH	194936	

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Report Item 3(1): Shareholders

	(a)	(b)	(c)	
	Name & Address	Citizenship	Shares	%
1.	Noel M Dowling Family Trust f/b/o N. Mitchell Dowling, Jr. N. Mitchell Dowling, Jr. and Shirley D. McCrary, Co-Trustees N. Mitchell Dowling, Jr., Voting Rights Agreement (06/12/02) Dothan, Alabama	USA	9,380	27.93%
2.	Noel M Dowling Family Trust f/b/o Shirley D. McCrary N. Mitchell Dowling, Jr. and Shirley D. McCrary, Co-Trustees N. Mitchell Dowling, Jr., Voting Rights Agreement (06/12/02) Dothan, Alabama	USA	9,380	27.93%
3.	N. Mitchell Dowling, Jr. Dothan, Alabama	USA	8,690	25.87%
4.	George Laurence McCrary, III Mooresville, Alabama	USA	2,700	8.04%
5.	Margaret Ann McCrary Crumlish Mooresville, Alabama	USA	1,700	5.06%
6.	14 other shareholders owning 5% or less each	USA	<u>1,740</u>	<u>5.17%</u>
	Total		<u>33,590</u>	<u>100.00%</u>

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Report Item 3(2): Shareholders

None, all shareholders that owned or controlled five percent or more of any class of voting securities in the bank holding company during the fiscal year covered in this report were listed in report item 3(1).

Report Item 4: Insiders

- A.
1. N. Mitchell Dowling, Jr.
Dothan, Alabama, USA
 2. Banker
 3. (a) Chairman and Director - BancSouth Corporation
(b) Chief Executive Officer and Director - BankSouth
(c) None
 4. (a) 27,450 shares (81.17%)
(b) None
(c) None
- B.
1. Terry N. Harris
Dothan, Alabama, USA
 2. Banker
 3. (a) None
(b) Chairman and Director - BankSouth
(c) None
 4. (a) 20 shares (0.06%)
(b) None
(c) None

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Report Item 4: Insiders (continued)

- C.
1. Kevin R. Kirkland
 Dothan, Alabama, USA

 2. Banker

 3. (a) President and Director - BancSouth Corporation
 (b) Executive Vice President, Chief Financial Officer, Director - BankSouth
 (c) None

 4. (a) 20 shares (0.06%)
 (b) None
 (c) None
- D.
1. Henry W. Ivey, III
 Dothan, Alabama, USA

 2. Banker

 3. (a) None
 (b) President and Director - BankSouth
 (c) None

 4. (a) 20 shares (.06%)
 (b) None
 (c) None

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Report Item 4: Insiders (continued)

- E. 1. Gary D. Kirkland
 Dothan, Alabama, USA
2. Banker
3. (a) None
 (b) Executive Vice President and Director - BankSouth
 (c) None
4. (a) 20 shares (.06%)
 (b) None
 (c) None

- F. 1. Robert W. Bass, III
 Dothan, Alabama, USA
2. Banker
3. (a) Secretary - BancSouth Corporation
 (b) President of Private Banking - BankSouth
 (c) None
4. (a) None
 (b) None
 (c) None

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Report Item 4: Insiders (continued)

- G. 1. George Laurence McCrary, III
 Mooresville, Alabama, USA
2. Financial Analyst
3. (a) Director - BancSouth Corporation
 (b) Financial Analyst - BankSouth
 (c) None
4. (a) 2,700 shares (8.03%)
 (b) None
 (c) None