



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, **Douglas T. Luce, Jr.**

Reporter's Name, Street, and Mailing Address

Bancorp of Lucedale, Inc.

Legal Title of Holding Company

P.O. Box 647

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

Lucedale

MS

39452

City

State

Zip Code

4282 Main Street

Physical location (if different from mailing address)

Name of the Holding Company Director and Official

President & Director

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:

Jaime M. Stein

CPA

Name

Title

601-351-1135

Area Code / Phone Number / Extension

601-948-6000

Area Code / FAX Number

jstein@bkd.com

E-mail Address

Not Applicable

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

Signature of Holding Company Director and Official

[Signature]
3-24-14

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 **246815.**

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:

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

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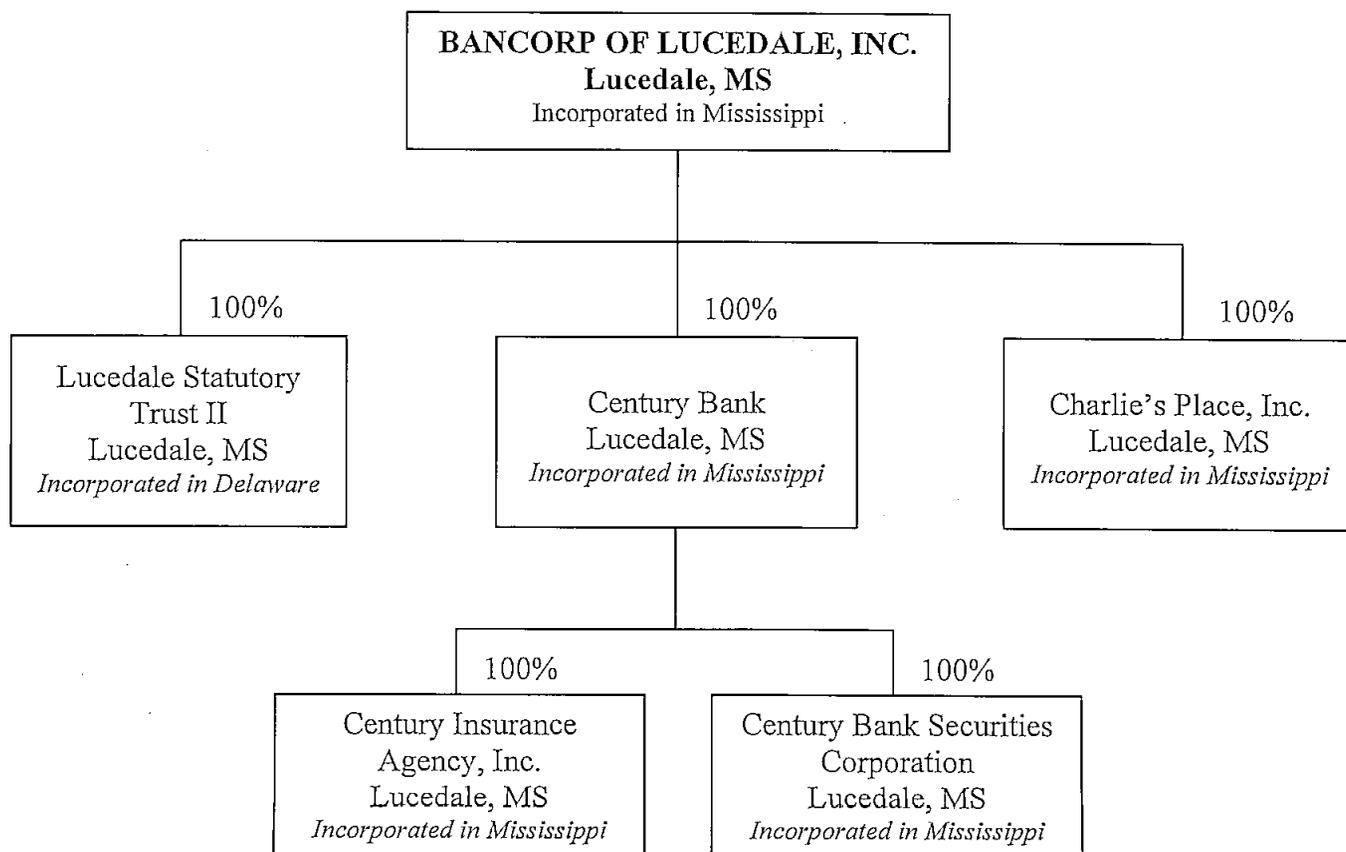
Bancorp of Lucedale, Inc.
Lucedale, Mississippi
Fiscal Year Ending December 31, 2013

Report Item

1) The bank holding company is not registered with the Securities and Exchange Commission and an annual report to its shareholders is not prepared.

2)

a) Organization Chart:



b) Domestic Branch Listing:

Submitted via e-mail on February 20, 2014.

Results: A list of branches for your depository institution: CENTURY BANK (ID_RSSD: 58636).
 This depository institution is held by **BANCORP OF LUCEDALE, INC. (2468275) of LUCEDALE, MS.**
 The data are as of 12/31/2010. Data reflects information that was received and processed through 01/05/2011.

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
OK		Full Service (Head Office)	58636	CENTURY BANK	4282 MAIN STREET	LUCEDALE
OK		Full Service	548735	GRAND BAY BRANCH	10225 GRAND BAY-WILMER ROAD	GRAND BAY
OK		Full Service	2627876	OVERLOOK BRANCH	5127 MOFFAT ROAD	MOBILE
OK		Full Service	2814452	TILLMAN'S CORNER BRANCH	5370 HWY 90 WEST	MOBILE
OK		Full Service	3369306	SEMMES BRANCH	7875 MOFFETT ROAD	SEMMES
OK		Full Service	866233	ESCATAWPA BRANCH	7312 HIGHWAY 63	ESCATAWPA
OK		Full Service	867838	EAST CENTRAL BRANCH	21300 HIGHWAY 613	HURLEY
OK		Full Service	1397211	MARKET PLACE BRANCH	12134 HIGHWAY 63 SOUTH	LUCEDALE
OK		Full Service	3797749	WALMART SUPERCENTER BRANCH	11228 HIGHWAY 63 SOUTH	LUCEDALE
OK		Full Service	2866394	VANCLEAVE BRANCH	11621 HIGHWAY 57	VANCLEAVE

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Bancorp of Lucedale, Inc.
Fiscal Year Ending December 31, 2013

Report Item 3: Shareholders

(1)(a)(b)(c) and (2)(a)(b)(c)

Current shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2013

(1)(a) Name & Address (City, State)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and % of Each Class of Voting Securities
Douglas T. Luce, Jr. Lucedale, MS	USA	26,073 shares – 24.00% Common Stock
DTL, Jr. Limited Partnership ¹ Lucedale, MS	USA	9,315 shares – 8.57% Common Stock
Luce Insurance, Inc. ¹ Lucedale, MS	USA	6,997 shares – 6.44% Common Stock
CMB, Limited Partnership ² Lucedale, MS	USA	8,933 shares – 8.22% Common Stock
Charles F. Brown, III Lucedale, MS	USA	9,955 shares – 9.16% Common Stock
JRL Family Limited Partnership ³ Mobile, AL	USA	16,665 shares – 15.34% Common Stock
DTL Sr., Limited Partnership ¹ Lucedale, MS	USA	9,404 shares – 8.66% Common Stock
Jex R. Luce, Jr. Mobile, AL	USA	16,705 shares – 15.38% Common Stock
Laurie Lee VanLingen Lucedale, MS	USA	6,407 shares – 5.90% Common Stock

Shareholders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-2013

(2)(a) Name & Address (City, State)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and % of Each Class of Voting Securities
NONE		

¹ Douglas T. Luce, Jr. holds the voting rights of these shares.

² Charles F. Brown, III holds the voting rights of these shares.

³ Jex R. Luce, Jr. holds the voting rights of these shares.

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Bancorp of Lucedale, Inc.
Fiscal Year Ending December 31, 2013

Report Item 4: Insiders

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

(1) Names & addresses (City, State)	(2) Principal occupation if other than with Bank Holding Company	(3)(a) Title & position with Bank 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 Bank 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 shares are held (list names of companies and percentage of voting shares held)
Wayne H. Brown Lucedale, MS	Retired	Director	Director (Century Bank)	N/A	1.66%	N/A	N/A
Douglas T. Luce, Jr. Lucedale, MS	N/A	Director/President/ CEO/Chairman of the Board	Director/President/ Chairman of the Board (Century Bank) President (Century Insurance)	<i>See Attached List</i>	24.00%	N/A	<i>See Attached List</i>
Jex R. Luce, Jr. Mobile, AL	Appraiser	Director	Director (Century Bank)	<i>See Attached List</i>	15.38%	N/A	<i>See Attached List</i>
T.A. Wilder, Jr. Lucedale, MS	Retired	Director	Director (Century Bank)	N/A	0.84%	N/A	N/A
Charles F. Brown, III Lucedale, MS	N/A	Exec Vice-President/ COO/Director	Exec.VP Operations (Century Bank) VP/Treasurer/Director (Century Insurance)	<i>See Attached List</i>	9.16%	N/A	<i>See Attached List</i>
JRL Family Limited Partnership Mobile, AL	N/A	N/A	N/A	N/A	15.34%	N/A	N/A

(continued)

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Bancorp of Lucedale, Inc.
Fiscal Year Ending December 31, 2013

Report Item 4: Insiders - continued

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

(1) Names & addresses (City, State)	(2) Principal occupation if other than with Bank Holding Company	(3)(a) Title & position with Bank 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 Bank 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 shares are held (list names of companies and percentage of voting shares held)
Carla Lowery Lucedale, MS	N/A	Secretary/Treasurer	Vice-President (Century Bank) Secretary/Director (Charlie's Place)	N/A	0.01%	N/A	N/A
Laurie L. VanLingen Lucedale, MS	Real Estate	Director	Director (Century Bank)	N/A	5.90%	N/A	N/A

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Bancorp of Lucedale, Inc.
Fiscal Year Ending December 31, 2013

Report Item 4: Insiders
3(c) & 4 (c)

<p>(3)(c) Title & position with other businesses (include names of other businesses)</p>	<p>(4)(c) List names of other companies (includes partnerships) if 25% or more of voting shares are held (list names of companies and percentage of voting shares held)</p>
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Douglas T. Luce, Jr.

<p>General Partner – DTL, Jr. Limited Partnership DTL, Jr. Properties, LLC DTL, Sr. Limited Partnership DTL, Sr. Properties, LLC</p> <p>President/Director – Horizon Investments, Inc. Luce Insurance, Inc. Lucedale Insurance Agency, Inc. Senior Property Management, Inc. Trusme Properties, Inc.</p> <p>Trustee – Douglas T. Luce, Sr. Irrevocable Trust</p>	<p>Senior Property Management, Inc. (100%) Douglas T. Luce, Sr. Irrevocable Trust (50%) Luce Insurance, Inc. (25%)</p>
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Charles F. Brown, III

<p>Secretary/Treasurer/Director – Trusme Properties, Inc.</p> <p>General Partner – CMB, L.P. Brown Farms</p>	<p>Brown Farms (50%)</p>
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Jex R. Luce, Jr.

<p>President/Secretary JRL Holdings, Inc.</p> <p>Partner JRL Family Limited Partnership</p> <p>Vice-President Hawkins-Israel III Interiors</p>	<p>Hawkins-Israel III Interiors (51%)</p>
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