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Approval expires December 31, 2014
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Board of Governors of the Federal Reserve System



Annual Report of Bank Holding Companies—FR Y-6

246 8275

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):
December 31, 2011
Month / Day / Year

I, Douglas T. Luce, Jr.
Name of the Bank Holding Company Director and Official
President & Director
Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address
Bancorp of Lucedale, Inc.
Legal Title of Bank Holding Company
P.O. Box 647
(Mailing Address of the Bank Holding Company) Street / P.O. Box
Lucedale MS 39452
City State Zip Code
4282 Main Street
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:
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 Bank Holding Company's web page

Signature of Bank Holding Company Director and Official
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 _____
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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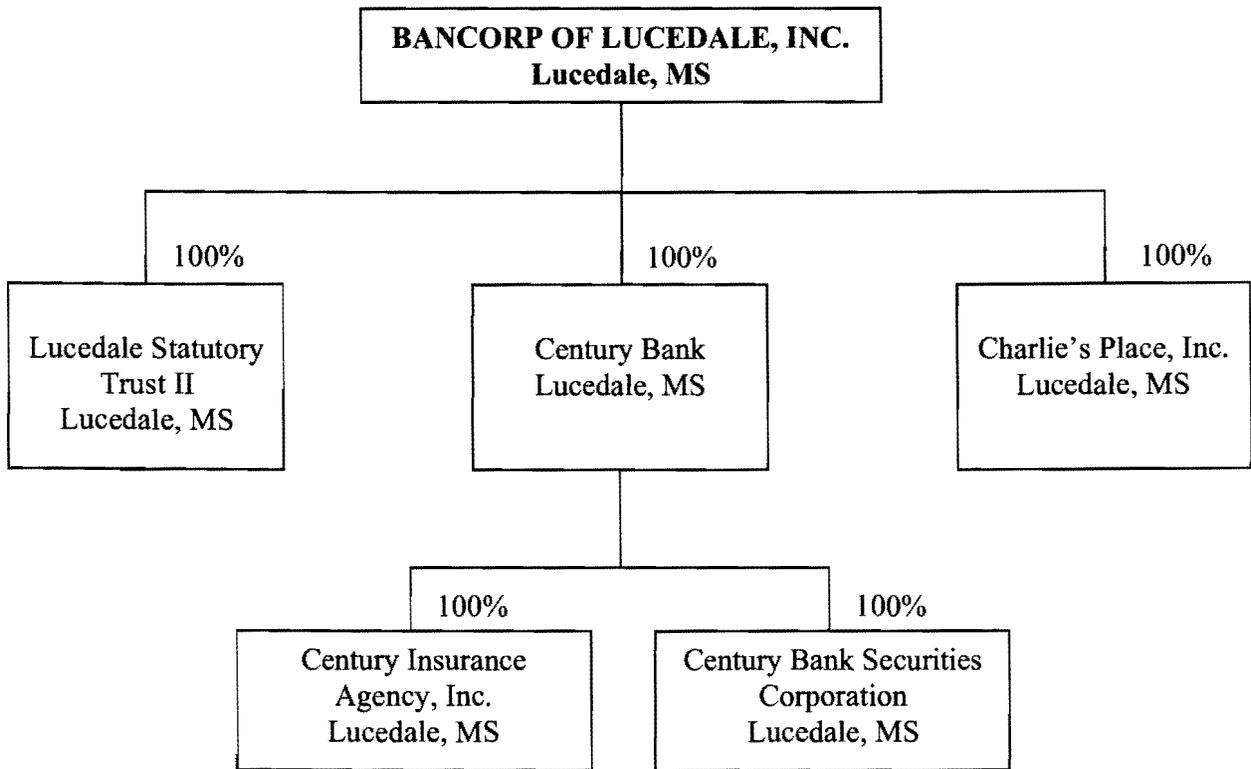
**Bancorp of Lucedale, Inc.
Lucedale, Mississippi
Fiscal Year Ending December 31, 2011**

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 March 5, 2012.

Results: A list of branches for your BHC: **BANCORP OF LUCEDALE, INC. (2468275) of LUCEDALE, MS.**

The data are as of **06/30/2012**. Data reflects information that was received and processed through 07/05/2012.

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
		Full Service (Head Office)	58636	CENTURY BANK	4282 MAIN STREET	LUCEDALE	MS	39452	GEORGE	UNITED STATES	7311	0	CENTURY BANK	58636	
		Full Service	548735	GRAND BAY BRANCH	10225 GRAND BAY-WILMER ROAD	GRAND BAY	AL	36541	MOBILE	UNITED STATES	32883	7	CENTURY BANK	58636	
		Full Service	2627876	OVERLOOK BRANCH	5127 MOFFAT ROAD	MOBILE	AL	36618	MOBILE	UNITED STATES	272260	8	CENTURY BANK	58636	
		Full Service	2814452	TILLMAN'S CORNER BRANCH	5370 HWY 90 WEST	MOBILE	AL	36619	MOBILE	UNITED STATES	259133	9	CENTURY BANK	58636	
		Full Service	3369306	SEMMES BRANCH	7875 MOFFETT ROAD	SEMMES	AL	36575	MOBILE	UNITED STATES	442261	11	CENTURY BANK	58636	
		Full Service	866233	ESCATAWPA BRANCH	7312 HIGHWAY 63	ESCATAWPA	MS	39552	JACKSON	UNITED STATES	224650	4	CENTURY BANK	58636	
		Full Service	867838	EAST CENTRAL BRANCH	21300 HIGHWAY 613	HURLEY	MS	39555	JACKSON	UNITED STATES	224648	2	CENTURY BANK	58636	
		Full Service	1397211	MARKET PLACE BRANCH	12134 HIGHWAY 63 SOUTH	LUCEDALE	MS	39452	GEORGE	UNITED STATES	224651	5	CENTURY BANK	58636	
		Full Service	3797749	WALMART SUPERCENTER BRANCH	11228 HIGHWAY 63 SOUTH	LUCEDALE	MS	39452	GEORGE	UNITED STATES	422400	10	CENTURY BANK	58636	
		Full Service	2866394	VANCLEAVE BRANCH	11621 HIGHWAY 57	VANCLEAVE	MS	39565	JACKSON	UNITED STATES	357581	6	CENTURY BANK	58636	

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Bancorp of Lucedale, Inc.
Fiscal Year Ending December 31, 2011

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 12-31-2011

(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	31,770 shares – 29.24% Common Stock
DTL, Jr. Limited Partnership ¹ Lucedale, MS	USA	9,315 shares – 8.58% 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	10,175 shares – 9.37% 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

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 12-31-2011

(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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Fiscal Year Ending December 31, 2011

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
David Paul Cowart Lucedale, MS	Real Estate Rental	Director	Director (Century Bank)	N/A	0.09%	N/A	N/A
Douglas T. Luce, Jr. Lucedale, MS	N/A	Director/President/ Chairman of the Board	Director/President/ Chairman of the Board (Century Bank) President (Century Insurance)	<i>See Attached List</i>	29.24%	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>
Frankie Massey Lucedale, MS	Merchant	Director	Director (Century Bank)	N/A	0.10%	N/A	N/A
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	Vice-President/ Director	Exec.VP Operations (Century Bank) VP/Treasurer/Director (Century Insurance)	<i>See Attached List</i>	9.37%	N/A	<i>See Attached List</i>
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]

(continued)

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Bancorp of Lucedale, Inc.
Fiscal Year Ending December 31, 2011

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
David Ogborn Pascagoula, MS	Retired	Director	Director (Century Bank)	N/A	0.14%	N/A	N/A
Robert Platt Lucedale, MS	N/A	Director	Vice-President (Century Bank)	N/A	0.06%	N/A	N/A
Brenda Yonge Lucedale, MS	Retired	Director	N/A	N/A	0.13%	N/A	N/A
Austin Rainwaters Mobile, AL	Real Estate	Director	Director (Century Bank)	N/A	0.41%	N/A	N/A
William H. Sutley Mobile, AL	N/A	Director	Vice-President (Century Bank)	N/A	0.05%	N/A	N/A
William Bert Driskell Grand Bay, AL	Farmer	Director	Director (Century Bank)	N/A	0.05%	N/A	N/A
JRL Family Limited Partnership Mobile, AL	N/A	N/A	N/A	N/A	15.34%	N/A	N/A
Lee Hedegaard Lucedale, MS	Singing River EPA	Director	Director (Century Bank)	N/A	0.04%	N/A	N/A
Roscoe E. Sigler, II Lucedale, MS	Funeral Home Owner	Director	Director (Century Bank)	N/A	0.16%	N/A	N/A
Laurie L VanLingen Lucedale, MS	Real Estate	Director	Director (Century Bank)	N/A	3.29%	N/A	N/A

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Bancorp of Lucedale, Inc.
Fiscal Year Ending December 31, 2011**

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

(3)(c)
Title & position with other businesses (include names of other businesses)

(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)

Douglas T. Luce, Jr.

General Partner –
DTL, Jr. Limited Partnership
DTL, Sr. Limited Partnership

Senior Property Management, Inc. (100%)
Douglas T. Luce, Sr. Irrevocable Trust (50%)
Luce Insurance, Inc. (25%)

President/Director –
Horizon Investments, Inc.
Luce Insurance, Inc.
Lucedale Insurance Agency, Inc.
Senior Property Management, Inc.
Trusme Properties, Inc.

Trustee –
Douglas T. Luce, Sr. Irrevocable Trust

Charles F. Brown, III

Secretary/Treasurer/Director –
Trusme Properties, Inc.

N/A

General Partner –
CMB, L.P.

Jex R. Luce, Jr.

President/Secretary
JRL Holdings, Inc.

Hawkins-Israel III Interiors (51%)

Partner
JRL Family Limited Partnership

Vice-President
Hawkins-Israel III Interiors