

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, 2015

Month / Day / Year

N/A

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

I, John B. Pope, Jr.

Name of the Holding Company Director and Official

Chairman of the Board

Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

Covington Capital Corporation

Legal Title of Holding Company

P O Drawer 1599

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

Collins

MS

39428

City

State

Zip Code

102 South Dogwood Avenue

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:

Dianne Ambrosier

Asst. Vice President

Name

Title

601-765-6551

Area Code / Phone Number / Extension

601-765-0312

Area Code / FAX Number

dambrosier@covcobank.com

E-mail 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.

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

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

Signature of Holding Company Director and Official

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 2228590
C.I.

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.

Covington County Bank

Legal Title of Subsidiary Holding Company

P O Drawer 1599

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

Collins MS 39428
City State Zip Code

102 South Dogwood Avenue

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

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Physical Location (if different from mailing address)

Form FR Y-6

Covington Capital Corporation
Collins, Mississippi
Fiscal Year Ending December 31, 2015



Report Item

- 1: The BHC does not prepare an annual report for its shareholders.
2. Organizational Chart

COVINGTON CAPITAL CORPORATION
COLLINS, MS
Do not have Legal Entity Identifier

COVINGTON COUNTY BANK
COLLINS, MS
225 Shares Common Stock
100%
Do not have Legal Entity Identifier

- **All Entities are Incorporated in Mississippi**

- 2b. Name of Branch(s) and Address

Covington County Bank
102 South Dogwood Ave.
Collins, MS 39428

Results: A list of branches for your depository institution: COVINGTON COUNTY BANK (ID: RSSD: 697035).
 This depository institution is held by COVINGTON CAPITAL CORPORATION (2228550) of COLLINS, MS.
 The data are as of 03/31/2016. Data reflects information that was received and processed through 03/05/2016.

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 UNIFORM, 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 UNIFORM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	697035	COVINGTON COUNTY BANK	302 SOUTH DOGWOOD AVENUE	COLLINS	MS	39428	COVINGTON	UNITED STATES	15257	0	COVINGTON COUNTY BANK	697035	

Form FR Y-6
Covington Capital Corporation
Fiscal Year Ending December 31, 2016

 **REVISED**
Rec'd 5-17-16

Report Item 3: Securities Holders

(1)(a)(b)© and (2)(a)(b)©

Current securities holders with ownerships, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2015

(1)(a) Name City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)© Number and Percentage of Each Class of Voting Securities
Daniel K. Broadfoot Meridian, MS, USA	USA	2583 - 5.05% Common Stock
Deirdre Broadfoot Bowers Snellville, GA, USA	USA	2582 - 5.05% Common Stock
Deborah M. Broadfoot Madison, MS, USA	USA	2583 - 5.05% Common Stock
Mary Frances Buffington Collins, MS, USA	USA	3586 - 7.02% Common Stock
Jack R. Gibson Jackson, MS, USA	USA	3336 - 6.53% Common Stock
John B. Pope, Jr. Collins, MS, USA	USA	10157 - 19.88% Common Stock
Bobby T. Sullivan Magee, MS, USA	USA	9767 - 19.11% Common Stock

REVISED
 Rec'd 5-17-11

Report Item 4: Directors and Officers

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

COVINGTON CAPITAL CORPORATION
 DIRECTORS and OFFICERS

(1) Name & Address	(2)Principal Occupation if other than With Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b)Title & Positions with Subsidiaries (include names of subsidiaries)	(3)(c)Title or Position with other Businesses (include names of business)	(4)(a)Percentage of Voting shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (Include Ironic of Subsidiaries)	MO List names of other companies (include partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Deirdre Broadfoot Bowers Snellville, GA, USA	Investments	Director	Covington County Bank Director	None	2582 or 5.05%	None	None
John B. Pope, Jr. Collins, MS, USA	Merchant	Director	Covington County Bank Director	President, Pope Co. Inc,	10157 or 19.88%	None	100% Pope Co., Inc.
Bobby T. Sullivan Magee, MS, USA	Owner Sullivan Ready Mix	Director	Covington County Bank Director	Owner Sullivan Ready Mix	9767 or 19.11%	None	100% Sullivan Ready Mix
Jack R. Gibson Jackson, MS, USA	Retired	Director	Covington County Bank Director	None	3336 or 6.53%	None	None
W. B. Todd, Jr. Collins, MS, USA	Retired	Director	Covington County Bank Director	None	1244 or 2.43%	None	None
John B. Pope, III Collins, MS, USA	Firechief Collins, MS	Director	Covington County Bank Director	None	22 or .0004%	None	None