



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, 2012**

Month / Day / Year

I, **Alford M. Cooley**

Reporter's Name, Street, and Mailing Address

**Copiah Bancshares, Inc.**

Name of the Holding Company Director and Official

Legal Title of Holding Company

**Vice President and Secretary**

**P.O. Box 31**

Title of the Holding Company Director and Official

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

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.

**Hazlehurst MS 39083**

City State Zip Code

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.

**101 Caldwell Drive, Hazlehurst, MS, 39083**

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

**Bennett M. Jeansonne CPA**

Name Title

**601-442-7411**

Area Code / Phone Number / Extension

**601-442-8551**

Area Code / FAX Number

**bjeansonne@silassimmons.com**

E-mail Address

**www.copiahbank.com**

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

*Alford M. Cooley VP & Sec.*

Signature of Holding Company Director and Official

**2/15/2013**

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 **3319972**  
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

Revised 4-29-13

FORM FR Y-6

COPIAH BANCSHARES, INC.  
HAZLEHURST, MISSISSIPPI  
FISCAL YEAR ENDING DECEMBER 31, 2012

Report Item

- 1: a. The bank holding company is not required to prepare form 10K with the SEC.
- 1: b. The bank holding company does not prepare an annual report for its shareholders.
- 2: Organization Chart
  - (a) Direct holdings.

Copiah Bancshares, Inc.  
Hazlehurst, Mississippi  
A Mississippi Corporation

100%

Copiah Bank National Association  
Hazlehurst, Mississippi  
A Mississippi Corporation

100%

Calling Panther Insurance Agency, Inc.  
Hazlehurst, Mississippi  
A Mississippi Corporation

- (b) Domestic Branch Listing – See attached.

Supplement to Organization Chart 2:

- a. Bank holding company's investments controlled as a result of debts previously contracted. None
- b. Bank holding company's investments controlled as a result of a fiduciary relationship. None
- c. Subsidiary company's investments controlled as a result of a fiduciary relationship. None
- d. Bank holding company's investments in nonvoting equity which are greater than or equal to 25% of the nonvoting equity of any bank or bank holding company that is not otherwise controlled. None

## FORM F R Y-6

## COPIAH BANCSHARES, INC.

DECEMBER 31, 2012

Branch Service Type	ID_RSSD*	Popular Name	Street Address	City	State	Code	County	Country	UNINUM*	Number*	Head Office	ID_RSSD*
Full Service (Head Office)	398837	COPIAH BANK, NATIONAL ASSOCIATION	101 CALDWELL DRIVE	HAZLEHURST	MS	39083	COPIA H	UNITED STATES	5249	0	COPIAH BANK, NATIONAL ASSOCIATION	398837
Full Service	3183883	BYRAM BRANCH	7384 SIWELL ROAD	BYRAM	MS	39272	HINDS	STATES	419206	7	ASSOCIATION	398837
Full Service	3938869	CLINTON BRANCH	767 CLINTON PARAKWAY	CLINTON	MS	39056	HINDS	STATES	493518	11	ASSOCIATION	398837
Full Service	441989	CRYSTAL SPRINGS BR	AVENUE	SPRINGS	MS	39059	H	STATES	218149	5	ASSOCIATION	398837
Full Service	3291126	FLORENCE BRANCH	150 EARL CLARK DRIVE	FLORENCE	MS	39073	N	STATES	438795	9	ASSOCIATION	398837
Full Service	256133	CALDWELL BRANCH	680 CALDWELL DRIVE	HAZLEHURST	MS	39083	H	STATES	218147	3	ASSOCIATION	398837
Full Service	3913026	RICHLAND BRANCH	129 CENTER STREET	RICHLAND	MS	39218	RANKI N	UNITED STATES	493517	10	COPIAH BANK, NATIONAL ASSOCIATION	398837
Full Service	399339	WESSON BRANCH	2048 HIGHWAY 51	WESSON	MS	39191	H	STATES	218148	4	ASSOCIATION	398837

The information presented above accurately represents the domestic branches operated by Copiah Bank, N.A. which is wholly owned by Copiah Bancshares, Inc.

Revised 5-7-13

FORM FR Y-6

COPIAH BANCSHARES, INC.

DECEMBER 31, 2012

REPORT ITEM 3: SHAREHOLDERS

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

Current shareholders with ownership, control or holdings of 5% or more with power to vote as of 12/31/12			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 12/31/12		
(1)(a) Name and address (City, State, Country)	(1)(b) Country of Citizenship or incorporation	(1)(c) Number and percentage of each class of voting securities	(2)(a) Name and address (City, State, Country)	(2)(b) Country of Citizenship or incorporation	(2)(c) Number & percentage of each class of voting securities
Blythe B. & Gwendolyn B. Cragon Madison, Mississippi	United States of America	48,508 shares - 13.06% Common Stock	N/A	N/A	N/A

FORM FR Y-6

COPIAH BANCSHARES, INC.

DECEMBER 31, 2012

Report Item 4: Insiders

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

(1) Names & Address (City, State, Country)	(2) Principal Occupation, if other than with Bank Holding Co.	(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 Share 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 securities are held (List names of companies and percentage of voting securities held)
George R. Marx Hazlehurst, Mississippi	N/A	Chairman/ Pres./CEO	President (Copiah Bank)	N/A	.70%	N/A	N/A
Alford M. Cooley Hazlehurst, Mississippi	N/A	Vice-Pres./ Secretary/ Treasurer/ Director	Exec Vice- Pres./ CFO	Pres. (Modglin Associates, Inc) Pres. (Alford & Miller Co., Inc.) Partner (Alco Farms)	2.38%	N/A	Modglin Associates Inc. (50%) Alco Farms (50%)
Carl S. Bozeman, Jr. Hazlehurst, Mississippi	Businessman	Director	Director	Pres. (Bozeman Chevron SS Inc.)	1.22%	N/A	Bozeman Chevro n SS, Inc. (100%) Superior Body Sh op (50%)
Robert C. Cragon Jackson, Mississippi	Banker	Director	Director	Sr. Vice-Pres. (First Commercial Bank)	.11%	N/A	N/A
James W. Henley Hazlehurst, Mississippi	Attorney	Director	Director	Attorney (Henley, Lotterhos & Henley)	.81%	N/A	N/A

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DECEMBER 31, 2012

Report Item 4: Insiders

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(1) Names & Address (City, State, Country)	(2) Principal Occupation, if other than with Bank Holding Co.	(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 Share 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 securities are held (List names of companies and percentage of voting securities held)
Carolyn C. Loftin Orlando, Florida	Businesswoman	Director	Director	Executive (Follow One International, Inc.)	.67%	N/A	N/A
Jeffery T. Knight Wesson, Mississippi	Engineer	Director	Director	Principle (Williford Gearhart & Knight Inc.); Partner (WGK Leasing, Inc.); Partner (Wolf Hollow Development); Partner (Community Property Development)	.68%	N/A	WGK Leasing Inc. (33%) Williford, Gearhart, & Knight, Inc. (30%)
Victor L. Smith Crsytal Springs, Mississippi	Businessman	Director	Director	Pres. & Director (Missco Contract Sales)	.45%	N/A	N/A
Donald R. Thompson Brandon, Mississippi	Businessman	Director	Director	Former Executive Director (MS Dept. of Human Services)	.71%	N/A	N/A
John A. Sullivan Richland, Mississippi	Businessman	Director	Director	Tax Assessor (Rankin County, Mississippi)	.10%	N/A	Galor Properties, LLC (100%)
Guy E. Evans Ridgeland, Mississippi	Businessman	Director	Director	Insurance Executive (Eastover Insurance Agency)	3.81%	N/A	N/A

Revised 5-17-13

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COPIAH BANCSHARES, INC.

DECEMBER 31, 2012

Report Item 4: Insiders

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

(1) Names & Address (City, State, Country)	(2) Principal Occupation, if other than with Bank Holding Co.	(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 Share 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 securities are held (List names of companies and percentage of voting securities held)
Blythe B. & Gwendolyn B. Cragon Madison, Mississippi	Business Consultant	N/A	N/A	N/A	13.06%	N/A	N/A