



# 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, Alford M. Cooley

Reporter's Name, Street, and Mailing Address

Copiah Bancshares, Inc.

Legal Title of Holding Company

P.O. Box 31

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

Hazlehurst MS 39083

City State Zip Code

101 Caldwell Drive, Hazlehurst, MS 39083

Physical location (if different from mailing address)

Name of the Holding Company Director and Official

Vice President and Secretary

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:

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

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 3319912  
 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

FORM FR Y-6

COPIAH BANCSHARES, INC.  
HAZLEHURST, MISSISSIPPI  
FISCAL YEAR ENDING DECEMBER 31, 2013

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  
Incorporated in Mississippi

100%

Copiah Bank National Association  
Hazlehurst, Mississippi  
Incorporated in Mississippi

100%

Calling Panther Insurance Agency, Inc.  
Hazlehurst, Mississippi  
Incorporated in Mississippi  
(Dissolved June 6, 2013)

(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, 2013

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*
Full Service (Head Office)	398837	COPIAH BANK, NATIONAL ASSOCIATION	101 CALDWELL DRIVE	HAZLEHURST	MS	39083	COPIAH	UNITED STATES	5249	0	COPIAH BANK, NATIONAL ASSOCIATION	398837
Full Service	3183883	BYRAM BRANCH	7384 SIWELL ROAD	BYRAM	MS	39272	HINDS	UNITED STATES	419206	7	COPIAH BANK, NATIONAL ASSOCIATION	398837
Full Service	3938869	CLINTON BRANCH	767 CLINTON PARAKWAY	CLINTON	MS	39056	HINDS	UNITED STATES	493518	11	COPIAH BANK, NATIONAL ASSOCIATION	398837
Full Service	441939	CRYSTAL SPRINGS BRANCH	201 EAST RAILROAD AVENUE	CRYSTAL SPRINGS	MS	39059	COPIAH	UNITED STATES	218149	5	COPIAH BANK, NATIONAL ASSOCIATION	398837
Full Service	3291126	FLORENCE BRANCH	150 EARL CLARK DRIVE	FLORENCE	MS	39073	RANKIN	UNITED STATES	438795	9	COPIAH BANK, NATIONAL ASSOCIATION	398837
Full Service	256133	CALDWELL BRANCH	680 CALDWELL DRIVE	HAZLEHURST	MS	39083	COPIAH	UNITED STATES	218147	3	COPIAH BANK, NATIONAL ASSOCIATION	398837
Full Service	3913026	RICHLAND BRANCH	129 CENTER STREET	RICHLAND	MS	39218	RANKIN	UNITED STATES	493517	10	COPIAH BANK, NATIONAL ASSOCIATION	398837
Full Service	399339	WESSON BRANCH	2048 HIGHWAY 51	WESSON	MS	39191	COPIAH	UNITED STATES	218148	4	COPIAH BANK, NATIONAL 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.

FORM FR Y-6

COPIAH BANCSHARES, INC.

DECEMBER 31, 2013

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 12/31/13			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 12/31/13		
(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 - 12.94% Common Stock	N/A	N/A	N/A

FORM FR Y-6

COPIAH BANCSHARES, INC.

DECEMBER 31, 2013

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	.72%	N/A	N/A
Alford M. Cooley Hazlehurst, Mississippi	N/A	Vice-Pres./ Secretary/ Treasurer/ Director	Exec Vice- Pres./ CFO	Pres. (Modglin Associates, Inc) Partner (Alco Farms)	2.36%	N/A	Modglin Associates Inc. (50%) Alco Farms (50%)
Carl S. Bozeman, Jr. Hazlehurst, Mississippi	Businessman	Director	Director	Pres. (Bozeman Chevron SS Inc.)	1.30%	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)	.93%	N/A	N/A

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DECEMBER 31, 2013

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.)	.66%	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)	.67%	N/A	WGK Leasing Inc. (33%) Williford, Gearhart, & Knight, Inc. (30%)
Victor L. Smith Crystal Springs,	Businessman	Director	Director	Senior Vice-Pres. (Missco Corp.)	.45%	N/A	N/A
Donald R. Thompson Brandon, Mississippi	Businessman	Director	Director	Former Executive Director (MS Dept. of Human Services)	.81%	N/A	N/A
John A. Sullivan Richland, Mississippi	Businessman	Director	Director	Tax Assessor (Rankin County, Mississippi)	.11%	N/A	Galor Properties, LLC (100%)
Guy E. Evans Ridgeland, Mississippi	Businessman	Director	Director	Insurance Executive (Eastover Insurance Agency)	3.77%	N/A	N/A

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COPIAH BANCSHARES, INC.

DECEMBER 31, 2013

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)
Blythe B. & Gwendolyn B. Cragon Madison, Mississippi	Business Consultant	N/A	N/A	N/A	12.94%	N/A	N/A