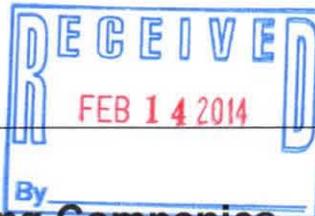


Board of Governors of the Federal Reserve System



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, **Chris J. Hull**

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)

Name of the Holding Company Director and Official

President & CEO

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:

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

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 **222,8590**
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

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

_____ _____ _____
City State Zip Code

Physical location (if different from mailing address)

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_____ _____ _____
City State Zip Code

Physical location (if different from mailing address)

FEB 14 REC'D

Covington Capital Corporation
Collins, Mississippi
Fiscal Year Ending December 31, 2013

Report Item

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

COVINGTON CAPITAL CORPORATION
COLLINS, MS

COVINGTON COUNTY BANK
COLLINS, MS
225 Shares Common Stock
100%

- **All Entities are Incorporated in Mississippi**

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

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

Form FR Y-6

Report Item 3: Shareholders

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

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12/31/2013

(1)(a) NAME & ADDRESS	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities
Deirdre Broadfoot Bowers Snellville, GA	U. S. Citizen	7396 - 14.46% Common Stock
Mary Frances Buffington Collins, MS	U. S. Citizen	3586 - 7.01% Common Stock
Jack R. Gibson or Elizabeth Ford Gibson Collins, MS	U. S. Citizen	3336 - 6.52% Common Stock
John B. Pope, Jr. Collins, MS	U. S. Citizen	10179 - 19.89% Common Stock
Bobby T. Sullivan or Jeanelle Sullivan Magee MS	U. S. Citizen	9767 - 19.09% Common Stock

ITEM - 3 (2) None

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	Investments	Director	Covington County Bank Director	None	7396 or 14.46%	None	None
John B. Pope, Jr. Collins, MS	Merchant	Director	Covington County Bank Director	President, Pope Co. Inc.	10179 or 19.89%	None	100% Pope Co., Inc.
Bobby T. Sullivan Magee, MS	Owner Sullivan Ready Mix	Director	Covington County Bank Director	Owner Sullivan Ready Mix	9767 or 19.09%	None	100% Sullivan Ready Mix
Jack R. Gibson Jackson, MS	Retired	Director	Covington County Bank Director	None	3336 or 6.52%	None	None
W. B. Todd, Jr. P O Box 653 Collins, MS	Retired	Director	Covington County Bank Director	None	1244 or 2.43%	None	None