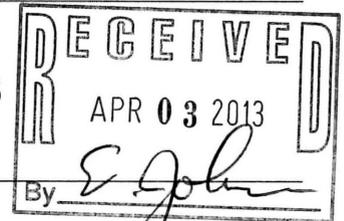


Board of Governors of the Federal Reserve System



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, Alan Walters

Reporter's Name, Street, and Mailing Address

First Commercial Bancshares, Inc.

Name of the Holding Company Director and Official

President & CEO

Legal Title of Holding Company

P.O. Box 12868

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.

Jackson	MS	39236
City	State	Zip Code

1300 Meadowbrook Rd.

Physical location (if different from mailing 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.

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

Signature of Holding Company Director and Official

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

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 3374935
 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

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

Form FR Y-6

**First Commercial Bancshares, Inc.
Jackson, Mississippi
Fiscal Year Ending December 31, 2012**

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 28, 2013.

Results: A list of branches for your depository institution: FIRST COMMERCIAL BANK (ID_RSSD: 2948058).
 This depository institution is held by FIRST COMMERCIAL BANCSHARES, INC. (3374935) of JACKSON, MS.
 The data are as of 12/31/2012. Data reflects information that was received and processed through 01/06/2013.

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.

OK

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
OK		Full Service (Head Office)	2948058	FIRST COMMERCIAL BANK	1300 MEADOWBROOK ROAD, SUITE 100	JACKSON	MS	39211	HINDS	UNITED STATES	356788	0	FIRST COMMERCIAL BANK	2948058	
OK		Full Service	4460581	HIGHLAND COLONY BRANCH	1076 HIGHLAND COLONY PARKWAY, SUITE 150	RIDGELAND	MS	39157	MADISON	UNITED STATES	Not Required	Not Required	FIRST COMMERCIAL BANK	2948058	

Form FR Y-6
First Commercial Bancshares, Inc.
Fiscal Year Ending December 31, 2012

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 12-31-2012

(1)(a) Name & Address (City, State)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and % of Each Class of Voting Securities
William R. James Jackson, MS	USA	42,011 shares – 5.32% 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 12-31-2012

(2)(a) Name & Address (City, State)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and % of Each Class of Voting Securities
		NONE

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First Commercial Bancshares, Inc.
Fiscal Year Ending December 31, 2012

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 First Commercial Bank	(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 First Commercial Bank	(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)
Alan H. Walters Jackson, MS	N/A	President/CEO/ Director	President/CEO/ Director	N/A	2.67%	N/A	N/A
Robert Halford Ridgeland, MS	N/A	Secretary/Treasurer	Sr. Vice-President Finance & Operations	N/A	0.17%	N/A	N/A
Mark S. Bounds Madison, MS	Real Estate Broker	Director	Director	Member (Sabaco, LLC); Member (Shiloh Land, LLC) President (Madison Capital Partners, LLC)	0.55%	N/A	N/A
Charles T. Cannada Jackson, MS	Investor	Director	Director	Partner (1245 Old Alpharetta Partners, LLC) Chairman (Nanoventions, Inc.)	2.86%	N/A	1245 Old Alpharetta Partners, LLC (43.5%)
M. Ray Grubbs Ridgeland, MS	Professor	Director	Director	Partner (Voice Signature, LLC)	2.18%	N/A	N/A
C. Delbert Hosemann, Jr. Jackson, MS	Attorney	Director	Director	Partner (Phelps Dunbar, LLP) Partner (Hosemann Investments, LLC)	1.01%	N/A	Hosemann Investments, LLC (75%)
William R. James Jackson, MS	Oil & Gas	Director	Director	See Attached Listing	5.32%	N/A	See Attached Listing
J. David Marsh, III Jackson, MS	Construction	Director	Director	Owner (Benchmark Construction Corporation)	0.58%	N/A	N/A

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First Commercial Bancshares, Inc.
Fiscal Year Ending December 31, 2012

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 First Commercial Bank	(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 First Commercial Bank	(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)
James W. Hood Jackson, MS	Investor	Director	Director	Chairman (Hood Cable Co.); Manager (HFC-Oxford, LLC); Treasurer (Hood Farms of MS, Inc.); Manager (Hood Asset Mgt, LLC); Owner (MOCA, LLC); Manager (Regatta Development, LLC)	1.73%	N/A	Hood Cable Co. (100%) HFC-Oxford, LLC (100%) Hood Farms of MS, LLC (50%) Hood Asset Mgt, LLC (50%) MOCA, LLC (49%) Regatta Development, LLC (25%)
Gerry Ann Houston Jackson, MS	Physician	Director	Director	Partner (Jackson Oncology Associates)	0.64%	N/A	N/A
Paul G. Moak, Jr. Jackson, MS	Auto Sales	Director	Director	President (Paul Moak Pontiac, Inc.); President (Paul Moak of Ridgeland, Inc.); President (Topisaw, LLC)	0.84%	N/A	N/A
Robert L. Gibbs Jackson, MS	Attorney	Director	Director	Partner (Brunini, Grantham, Grower & Hewes)	0.04%	N/A	N/A

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First Commercial Bancshares, Inc.
Fiscal Year Ending December 31, 2012

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 First Commercial Bank	(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 First Commercial Bank	(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)
Steven G. Rogers Jackson, MS	Commercial Real Estate	Director	Director	CEO, President & Director (Parkway Properties)	0.62%	N/A	Parkway Properties (1.8%)
T. Calvin Wells Jackson, MS	Attorney	Director	Director	Partner (Wells, Moore, Simmons & Hubbard, PLLC)	2.60%	N/A	N/A
William J. VanDevender Jackson, MS	Timber Investor	Director	Director	President (CLAW Forestry Services); President (Van Farms); Partner (Martha's Vineyard Golf Partners); Manager (Southern Timber Venture)	0.83%	N/A	CLAW Forestry Services (100%); Van Farms (85%); Martha's Vineyard Golf Partners (39.33%)

WILLIAM R JAMES
Schedule Of Related Interests
As Of July 31, 2010

Business Name	Location	Position Relationship	Percentage Ownership
Eljack Investments LLC	Eldorado Arkansas	Member	50.0%
James Resources	Eldorado Arkansas	Vice President	50.0%
Ranrich LLC	Eldorado Arkansas	Partner	50.0%
Kenwill Realty	Eldorado Arkansas	Limited Partner	50.0%
William R James LLC	Jackson Mississippi	Manager	100.0%
James Brothers Energy LLC	Jackson Mississippi	Manager	20.0%
Jamestown LLC	Jackson Mississippi	Manager	30.0%
James Brothers Investments LLC	Jackson Mississippi	Manager	20.0%
Pruet Oil Co. LLC	Jackson Mississippi	A Manager	15.0%
PPI Inc	Jackson Mississippi	President	15.0%
RAPAD Drilling & Well Services Inc	Jackson Mississippi	President	15.0%
El Dorado Capital LLC	Jackson Mississippi	A Manager	4.8%
Laurel Properties Inc.	Jackson Mississippi	President	15.0%
Rapad Petroleum Distributors Inc.	Jackson Mississippi	President	9.9%
Pruet Energy Corporation	Jackson Mississippi	Vice President/Sec	0.0%
Pruet Offshore Company	Jackson Mississippi	Director	15.0%
Paula & Ann Company	Jackson Mississippi	Attorney-in-Fact	0.0%
Paula & Ann Energy LLC	Jackson Mississippi	Manager	0.0%
Pruet Ranch LLC	Ashdown Arkansas	Manager	0.0%
Pruet Family Management LLC	Jackson Mississippi	Manager	0.0%
Irrevocable Trust FBO Matthew R James	Jackson Mississippi	Trustee	0.0%
Irrevocable Trust FBO Chesley R James	Jackson Mississippi	Trustee	0.0%
Irrevocable Trust FBO Benjamin D James	Jackson Mississippi	Trustee	0.0%
Chesley & Elizabeth J Pruet Family Trust			
FBO Matthew R James	Jackson Mississippi	Trustee	0.0%
FBO Chesley R James	Jackson Mississippi	Trustee	0.0%
FBO Benjamin D James	Jackson Mississippi	Trustee	0.0%