

Revised 5-7-13

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, JAMES W COVINGTON

Name of the Holding Company Director and Official

PRESIDENT

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.

Reporter's Name, Street, and Mailing Address

FIRST SOUTHWEST CORPORATION

Legal Title of Holding Company

105 SOUTH BROADWAY P. O. BOX 808

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

MCCOMB

MS

39648

City

State

Zip Code

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:

BRENDA MARSALIS

Name

Title

601 249 4519

Area Code / Phone Number / Extension

6012492738

Area Code / FAX Number

BRENDA MARSALIS

E-mail Address

WWW.FIRSTBANKMS.COM

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

James W. Covington

Signature of Holding Company Director and Official

5/8/13

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 _____

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

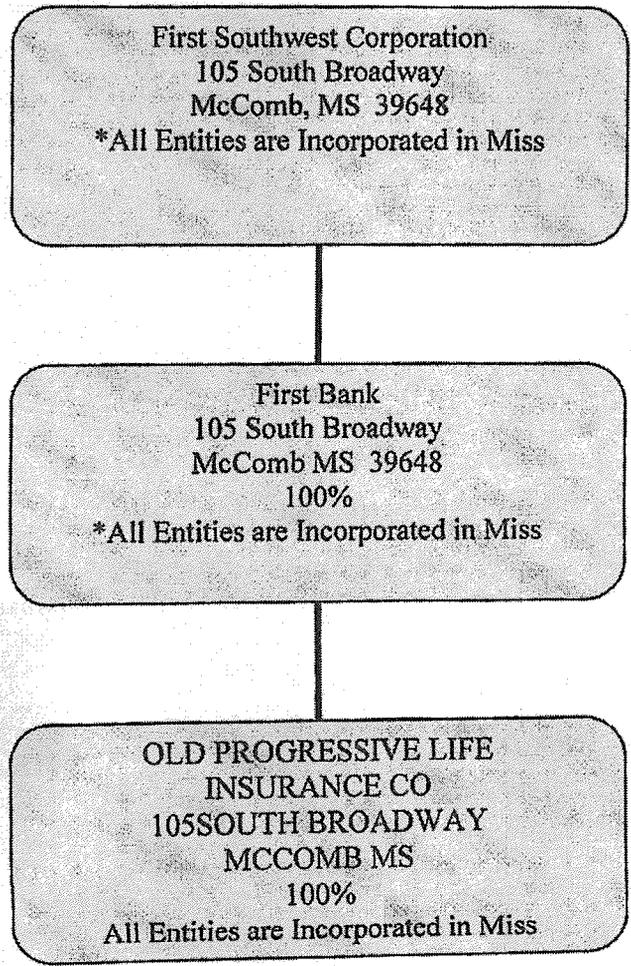
Revised 5-7-13

FORM FR Y - 6
First Southwest Corporation
McComb, Mississippi
Fiscal Year Ending December 31, 2012

Report Item

- 1: a. The BHC is not required to prepare form 10K with the SEC.
- 1: b. The BHC does prepare an annual report for its shareholders.

2: Organizational Chart



Revised 5-7-13

ATION (1082692) of MCCOMB, MS.
rocessed through 04/10/2013.

ons specified below.

ter 'Change' in the **Data Action** column and the date when this information first became valid in the **E**
nn and the sale or closure date in the **Effective Date** column.
Delete' in the **Data Action** column.
ter 'Add' in the **Data Action** column and the opening or acquisition date in the **Effective Date** column.

; landscape orientation, page scaling, and/or legal sized paper.

nstructions on this site for more information.
state in the subject line of the e-mail.

nestic Branch Schedules for each branch with a **Data Action** of Change, Close, Delete, or Add.
line application - <https://y10online.federalreserve.gov>.

erification of these values is not required.

Popular Name	Street Address	City	State	Zip Code
FIRST BANK	S.BROAD & THIRD STREET	MCCOMB	MS	39648
BROOKWAY BRANCH /	HIGHWAY 51 NORTH	BROOKHAVEN	MS	39601
LIBERTY BRANCH /	140 E MAIN STREET	LIBERTY	MS	39645
MAGNOLIA BRANCH /	282 EAST BAY STREET	MAGNOLIA	MS	39652
EDGEWOOD MALL OFFICE /	103 EDGEWOOD DRIVE	MCCOMB	MS	39648
EXPRESS BRANCH /	315 3RD ST	MCCOMB	MS	39648
SOUTHWEST MALL BRANCH /	1490 DELAWARE AVENUE	MCCOMB	MS	39648
MONTICELLO OFFICE /	BROAD STREET	MONTICELLO	MS	39654
OSYKA BRANCH /	535 WEST RAILROAD AVENUE	OSYKA	MS	39657
SUMMIT BRANCH /	304 ROBB STREET	SUMMIT	MS	39666

Effective Date column.

County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*
PIKE	UNITED STATES	4026	0	FIRST BANK	875936
LINCOLN	UNITED STATES	208392	14	FIRST BANK	875936
AMITE	UNITED STATES	208391	13	FIRST BANK	875936
PIKE	UNITED STATES	208390	4	FIRST BANK	875936
PIKE	UNITED STATES	433286	16	FIRST BANK	875936
PIKE	UNITED STATES	218172	8	FIRST BANK	875936
PIKE	UNITED STATES	218171	7	FIRST BANK	875936
LAWRENCE	UNITED STATES	218715	10	FIRST BANK	875936
PIKE	UNITED STATES	208388	1	FIRST BANK	875936
PIKE	UNITED STATES	218170	6	FIRST BANK	875936

Results: A list of branches for your holding company: FIRST SOUTHWEST CORPOF
 The data are as of 12/31/2012. Data reflects information that was received and p

Reconciliation and Verification Steps

1. In the **Data Action** column of each branch row, enter one or more of the actio
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, en

Close: If a branch listed was sold or closed, enter 'Close' in the **Data Action** colou

Delete: If a branch listed was never owned by this depository institution, enter 'l

Add: If a reportable branch is missing, insert a row, add the branch data, and ent

If printing this list, you may need to adjust your page setup in MS Excel. Try using

Submission Procedure

When you are finished, send a saved copy to your FRB contact. See the detailed i
 If you are e-mailing this to your FRB contact, put your institution name, city and s

Note:

To satisfy the **FR Y-10 reporting requirements**, you must also submit FR Y-10 Dor
 The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Onl

* FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Ve

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*
OK		Full Service (Head Office)	875936
OK		Full Service	876438
OK		Full Service	1931
OK		Full Service	878535
OK		Full Service	3314025
OK		Full Service	954831
OK		Full Service	63032
OK		Full Service	584032
OK		Full Service	66734
OK		Full Service	955333

Revised 5-16-13

First Southwest Corporation
Form FRY6
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 date shown above			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 date shown above		
(1)(a) Name and Address (City, State Country)	(1)(b) Country	(1)(c) Number and % of Voting Shares	(2)(a) Name and Address (City, State Country)	(2)(b) Country	(2)(c) Number and % of Voting Shares
James W. Covington McComb, MS 39648	USA	98,487 32.5%	None	USA	
First Bank ESOP McComb, MS 39648	USA	50,497 16.6%	None	USA	

First Southwest Corporation
Form FRY6
December 31, 2012

Report Item 4: Directors and Officers

(1) Name	(2) Prinipal Occupation	(3)(a) Title & Position of Holding Co	(3)(b) Title & Position with Subs	(3)(C) Title & Position with other Bus	(4)(a) % of voting shares Holding Co	(4)(b) % of voting shares in Subs	(4)(c) % of voting shares of Other
James W. Covington McComb, MS	Banker	Chairman & President	Chairman & Pres of First Bank; Director First Bank	Member Covington Family, LLC Partner E.D. Covington L.P. Member Ybrake Farms, LLC	32.5%	None	20.00% 27.50% 25.00%
E. G. Covington, III Summit, MS	Owner Hydr	Director	Director First Bank	Member Covington Family, LLC	1.0%	None	20.00%
Victor H. Morrish Summit, MS	Business Owner	Director	Director First Bank	President TreeMart, Inc Equipment Company	0.1%	None	TreeMart, Inc. 100%
Mr. Harrell E. Holloway, Summit, MS	Accountant	Director	Director First Bank	Partner, Alford Holloway & Smith, CPA's	2.5%	None	40.00%
Lucius Lampton, MD Magnolia, MS	Physican	Director	Director First Bank	Physican Magnolia Clinic	1.8%	None	Not Applicable
Clifton Van Cleave Summit, MS	Business Manager	Director	Director First Bank	President Buffalo Serivces Inc.	0.3%	None	0.00% 0.00%
Johnny H. Nance McComb, MS	Business Owner	Director	Director First Bank	Office Manager Copeland, Taylor & Bush, Attys	0.1%	None	Not Applicable
J. P. Doyle McComb, MS	Business Owner	Director	Director First Bank	President D & M Equipment Company	0.1%	None	D & M Equipment Company 100%
First Bank Employee Stock Ownership Plan	N/A	N/A	N/A	N/A	16.6%	None	N/A
James W. McElwee Magnolia, MS	Retired	Director	Director First Bank		0.1%	None	