

APR 01 REC'D

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, **Jeff McCoy**

Reporter's Name, Street, and Mailing Address

Great Southern Capital Corporation

Name of the Holding Company Director and Official

Legal Title of Holding Company

VP & Director

P O Box 1271

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.

Meridian MS 39302

City State Zip Code

218-22nd Avenue South, Meridian, MS 39301

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:

Dancy D Sykes Secretary/Treasurer

Name Title

601-485-0908

Area Code / Phone Number / Extension

601-693-0921

Area Code / FAX Number

sykesd@gnsnb.com

E-mail Address

N/A

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 **108056B**
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

NA

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.

Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical location (if different from mailing address)	Physical location (if different from mailing address)
Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
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City State Zip Code	City State Zip Code
Physical location (if different from mailing address)	Physical location (if different from mailing address)
Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical location (if different from mailing address)	Physical location (if different from mailing address)

**FORM FR Y-6
GREAT SOUTHERN CAPITAL CORPORATION
MERIDIAN, MS
FOR THE YEAR ENDING DECEMBER 31, 2013**

REPORT ITEM 1

The BHC does not prepare an annual report for its shareholders.

**FORM FR Y-6
GREAT SOUTHERN CAPITAL CORPORATION
FOR THE YEAR ENDING DECEMBER 31, 2013**

REPORT ITEM 2

ORGANIZATION CHART

GREAT SOUTHERN CAPITAL CORPORATION

Meridian, Mississippi

100%

GREAT SOUTHERN NATIONAL BANK

Meridian, Mississippi

100%

CENTRAL FINANCIAL SERVICES, INC.

Meridian, Mississippi

All entities are incorporated in Mississippi

Companies reportable on the FR Y-10 and thus reportable on the FR Y-6

None

Additional companies reportable on the FR Y-6

None

Companies not reportable on the FR Y-6 organization chart

None

**FORM FR Y-6
GREAT SOUTHERN CAPITAL CORPORATION
FOR THE YEAR ENDING DECEMBER 31, 2013**

REPORT ITEM 2b:

Domestic Branch Listing

The information shown on the branch report as of
December 31, 2013 is correct.

Results: A list of branches for your depository institution: GREAT SOUTHERN NATIONAL BANK (ID_RSSD: 101738). This depository institution is held by GREAT SOUTHERN CAPITAL CORPORATION (1080568) of MERIDIAN, MS. The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

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.

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)	101738	GREAT SOUTHERN NATIONAL BANK	218 22ND AVENUE S.	MERIDIAN	MS	39301	LAUDERDALE	UNITED STATES	5458	0	GREAT SOUTHERN NATIONAL BANK	101738	
ok		Full Service	2065946	DECATUR BRANCH	421 BROAD STREET	DECATUR	MS	39327	NEWTON	UNITED STATES	218708	14	GREAT SOUTHERN NATIONAL BANK	101738	
ok		Full Service	103835	ENTERPRISE BRANCH	101 HIGHWAY 11	ENTERPRISE	MS	39330	CLARKE	UNITED STATES	218704	2	GREAT SOUTHERN NATIONAL BANK	101738	
ok		Full Service	430139	HATTIESBURG MAIN BRANCH	1300 HARDY STREET	HATTIESBURG	MS	39401	FORREST	UNITED STATES	15668	11	GREAT SOUTHERN NATIONAL BANK	101738	
ok		Full Service	515335	NORTHSIDE BRANCH	1800 NORTH MAIN STREET	HATTIESBURG	MS	39401	FORREST	UNITED STATES	254662	12	GREAT SOUTHERN NATIONAL BANK	101738	
ok		Full Service	2621061	WEST BRANCH	6232 U. S. HIGHWAY 98	HATTIESBURG	MS	39402	LAMAR	UNITED STATES	218713	19	GREAT SOUTHERN NATIONAL BANK	101738	
ok		Full Service	2732949	BONITA LAKES BRANCH	1245 BONITA LAKES CIRCLE	MERIDIAN	MS	39301	LAUDERDALE	UNITED STATES	218714	20	GREAT SOUTHERN NATIONAL BANK	101738	
ok		Full Service	574930	COLLEGE PARK BRANCH	816 HIGHWAY 19 NORTH	MERIDIAN	MS	39301	LAUDERDALE	UNITED STATES	218707	5	GREAT SOUTHERN NATIONAL BANK	101738	
ok		Full Service	1836004	MEDICAL CENTER BRANCH	2201 13TH STREET	MERIDIAN	MS	39301	LAUDERDALE	UNITED STATES	218711	17	GREAT SOUTHERN NATIONAL BANK	101738	
ok		Full Service	575432	MERIDIAN BRANCH-NORTH	2441 N HILLS STREET	MERIDIAN	MS	39305	LAUDERDALE	UNITED STATES	218706	4	GREAT SOUTHERN NATIONAL BANK	101738	
ok		Full Service	35637	PACHUTA BRANCH	15420 HIGHWAY 11	PACHUTA	MS	39347	CLARKE	UNITED STATES	218703	1	GREAT SOUTHERN NATIONAL BANK	101738	
ok		Full Service	578031	QUITMAN BRANCH	105 S ARCHUSA STREET	QUITMAN	MS	39355	CLARKE	UNITED STATES	16069	7	GREAT SOUTHERN NATIONAL BANK	101738	
ok		Full Service	668736	WAYNESBORO BRANCH	1010 AZALEA DRIVE	WAYNESBORO	MS	39367	WAYNE	UNITED STATES	13421	6	GREAT SOUTHERN NATIONAL BANK	101738	

**FORM FR Y-6
 GREAT SOUTHERN CAPITAL CORPORATION
 MERIDIAN, MS
 FOR THE YEAR ENDING 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 12-31-2013			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 12-31-2013		
(1)(a) Name & 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 & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Great Southern Capital Corporation Employee Stock Ownership Trust Trustmark National Bank, Trustee Meridian, MS	USA	29,010 - 20.71% common stock	None		
Celia Speed Boisfontaine Dallas TX	USA	25,572 - 18.26% common stock			
James Thomas Speed, Jr. Oxford MS	USA	24,172 - 17.26% common stock			
Samuel Carter Speed Memphis TN	USA	24,172 - 17.26% common stock			
Margaret Speed Meridian MS	USA	24,172 - 17.26% common stock			

Revised

FORM FR Y-6
 GREAT SOUTHERN CAPITAL CORPORATION
 MERIDIAN, MS
 FOR THE YEAR ENDING DECEMBER 31, 2013

Report Item 4: Directors and Officers
 (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 Company	(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 Shares 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)
Fred H. Blackledge Quitman, MS	Retired-contract trucking business	None	Director GSNB	President - Blackledge, Inc.	0.14%	0% GSNB	Blackledge, Inc. 100%
Celia Boisfontaine Dallas, TX	Homemaker	Director & Vice Chairman	None GSNB	Partner - Pinehaven LLP (partnership) Partner-Speedbo, LLC	18.26%	0% GSNB	Pinehaven, LLP - 20%
Gilbert E. Carmichael Meridian, MS	Real estate investor	None	Director GSNB	Partner - Missouth Properties LP	0.02%	0% GSNB	Missouth Properties LP - 10% Stonewall Mfg.co. 100%
Hal N. Dabbs Quitman, MS	Retired-investor	Director	Director GSNB	Owner - H. N. Dabbs & Company (personal holding company)	1.61%	0% GSNB	H. N. Dabbs & Company - 100%
Raymond Dearman Oxford, MS	Retired-engineer	None	Director GSNB	President - Shows, Dearman, & Waits, Inc.	0.12%	0% GSNB	
Jeff McCoy Meridian, MS	Banker	Director	Director & Chief Executive Officer-GSNB Director - Central Financial Services, Inc.	N/A	0.0714%	0% GSNB	N/A
S. Carter Speed Memphis, TN	Forester & Real Estate Broker	Director & Chairman of the Board	Director GSNB	Broker - Southern Land Company Partner - Pinehaven LLP (partnership) Partner - Speebo LLC	17.26%	0% GSNB	N/A Pinehaven, LLP - 20% Speebo LLC - 25%
James Thomas Speed, Jr. Oxford, MS	Free lance writer	Director	Director GSNB	Partner - Pinehaven LLP (partnership) Partner - Speebo LLC	17.26%	0% GSNB	Pinehaven, LLP - 20% Speebo LLC 25%

Marvin B. Speed Meridian, MS	Attorney	Director	Director GSNB	President-Marvin B Speed PA Partner-Butterfield, Hunter, LLC	0.21%	0% GSNB	Marvin B Speed PA 100% Butterfield Hunter LLC 100%
Wallace Strickland Meridian, MS	Hospital Administrator	None	Director GSNB	President-Rush Health Systems	0.0071%	0% GSNB	N/A
Leslie W. Usher Meridian, MS	Banker	Director & President	Director & Vice Chairman GSNB Director - Central Financial Services, Inc.	N/A	0.0336%	0% GSNB	N/A
Teddy Rigdon Quitman, MS	President - Small Loan Office	N/A	President & Director - Central Financial Services, Inc.	N/A	0%	0% GSNB	N/A
Dancy D. Sykes Meridian, MS	Banker	Secretary/Treasurer	Secretary & Executive Vice President GSNB	N/A	0%	0% GSNB	N/A
Robert F. Longwitz	Retired - Investor	None	Director - Central Financial Services, Inc.	N/A	.0098%	0% GSNB	N/A
Roy Patten	Retired - auto dealership	None	Director - Central Financial Services, Inc.	Manager - Meridian Parking Services	0%	0% GSNB	N/A
Stephanie Dickerson	Secretary	None	Secretary/Treasurer Central Financial Services, Inc.	N/A	0%	0% GSNB	N/A
Great Southern Capital Corporation Employee Stock Ownership Trust, Meridian, MS Trustmark National Bank, Trustee Meridian, MS	N/A	N/A	N/A	N/A	20.71%	0% GSNB	N/A
Margaret Speed Meridian, MS	Homemaker	None	N/A	N/A	17.26%	0% GSNB	N/A