

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, William D. Sones

Reporter's Name, Street, and Mailing Address

Haven Capital Corporation

Legal Title of Holding Company

411 Brookway Boulevard

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

Brookhaven

MS

39601

City

State

Zip Code

Name of the Holding Company Director and Official

Chairman, 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.

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

3-24-14

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 4361923
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

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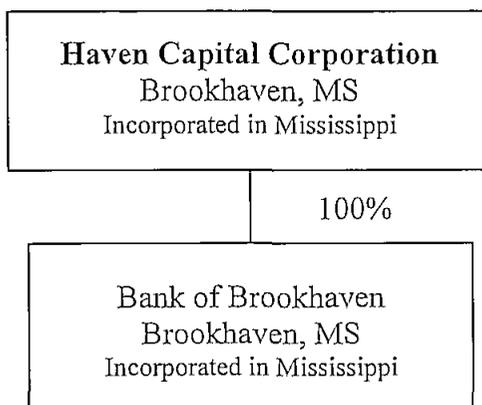
Haven Capital Corporation
Jackson, Mississippi
Fiscal Year Ending December 31, 2013

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 February 13, 2014.

Results: A list of branches for your depository institution: BANK OF BROOKHAVEN (ID_RSSD: 2877831).
 This depository institution is held by HAVEN CAPITAL CORPORATION (4361923) of BROOKHAVEN, 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)	2877831		BANK OF BROOKHAVEN	411 BROOKWAY BOULEVARD	BROOKHAVEN	MS	39601	LINCOLN	UNITED STATES	80038		0 BANK OF BROOKHAVEN		2877831	

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Haven Capital Corporation
Fiscal Year Ending December 31, 2013

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 12-31-2013

(1)(a) Name & Address (City, State)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and % of Each Class of Voting Securities
William D. Sones Brookhaven, MS	USA	30,459 shares – 7.14% Common Stock 20,000 shares – 4.69% Options on Common Stock
Carl Aycock Brookhaven, MS	USA	24,000 shares – 5.63% Common Stock
Linda P. Ebbers Brookhaven, MS	USA	39,850 shares – 9.34% Common Stock
G. Dale Smith Brookhaven, MS	USA	40,750 shares – 9.55% Common Stock
Verna Smith Brookhaven, MS	USA	27,000 shares – 6.33% 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 12-31-2013

(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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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 Bank of Brookhaven	(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 Bank of Brookhaven	(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)
William D. Sones Brookhaven, MS	N/A	Chairman/President/CEO/ Director	President/CEO/ Director	N/A	7.14%	N/A	N/A
Shannon E. Aker Brookhaven, MS	N/A	Director	Vice-President	N/A	0.62%	N/A	N/A
Robert C. Massengill, II Brookhaven, MS	N/A	Secretary	Sr. Vice-President	<i>President/Director – Scrub-A-Dub, Inc.</i>	0.29%	N/A	Scrub-A-Dub, Inc. (50%)
Carl Aycock Brookhaven, MS	Investor	Director	Director	<i>Partner – Pathway Planning</i>	5.63%	N/A	Pathway Planning (50%)
Danny M. Dunnaway Brookhaven, MS	Investor	Director	Director	<i>Secr/Tres/Dir – Covenant Resources Member – Ample Properties, LLC Danny Dunnaway, LLC Brookhaven Coin, LLC</i>	0.12%	N/A	Covenant Resources (50%) Ample Properties, LLC (33 1/3%) Danny Dunnaway, LLC (90%) Brookhaven Coin, LLC (100%)
Linda P. Ebbers Brookhaven, MS	Investor	Director	Director	N/A	9.34%	N/A	N/A
George P. Hennington Brookhaven, MS	Retired Retail	Director	Director	N/A	0.23%	N/A	N/A

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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 Bank of Brookhaven	(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 Bank of Brookhaven	(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)
G. Dale Smith Brookhaven, MS	Construction	Director	Director	<i>President</i> – Greenbriar Digging Services, Inc.	9.55%	N/A	Greenbriar Digging Services, Inc. (54%)
J. Ronny Smith Brookhaven, MS	Construction	Director	Director	<i>Partner</i> – Oddee Smith Construction, Oddee Smith & Sons, Inc., <i>Member</i> – PRJ, Investments, LLC	1.25%	N/A	Oddee Smith Construction (33 ^{1/3} %), Oddee Smith & Sons, Inc. (33 ^{1/3} %), PRJ, Investments, LLC (33 ^{1/3} %)
Dan T. Keel Point Clear, AL	Retired Physician	Director	Director	N/A	2.06%	N/A	N/A
Robert V. Massengill Brookhaven, MS	Consultant	Vice-Chairman/Director	Director	<i>President</i> – Consulting Solutions, Inc	3.08%	N/A	Consulting Solutions, Inc. (100%)
Steve Mills Bogue Chitto, MS	Physician	Director	Director	<i>Physician</i> – Brookhaven OBGYN	1.99%	N/A	Brookhaven OB/GYN Associates, P.A. (25%), Gloster Creek Village, LLC (25%), J&J Productions, LLC (48%), MSRG Properties, LLC (25%), Mississippi Staff Healing, LLC (100%),