

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.

I, Rodney Cockerham

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.

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.

[Signature of Rodney Cockerham]

Signature of Holding Company Director and Official

3/25/2013

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 3340024
C.I. _____

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2012

Month / Day / Year

Reporter's Name, Street, and Mailing Address

Jones County Bancshares, Inc.

Legal Title of Holding Company

1808 Highway 84 West

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

Laurel MS 39440
City State Zip Code

Physical location (if different from mailing address)

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

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

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 4-29-13

Form FR Y-6

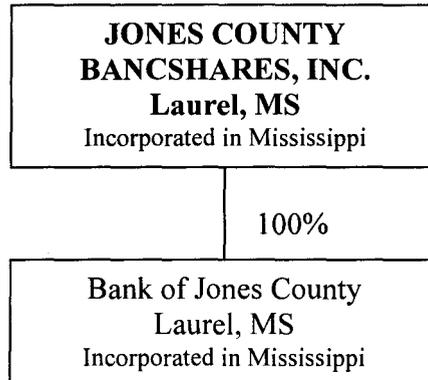
**Jones County Bancshares, Inc.
Laurel, Mississippi
Fiscal Year Ending December 31, 2012**

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 21, 2013.

Results: A list of branches for your depository institution: BANK OF JONES COUNTY (ID_RSSD: 2731876).
 This depository institution is held by JONES COUNTY BANCSHARES INC (3340024) of LAUREL MS.
 The data are as of 12/31/2012. Data reflects information that was received and processed through 02/24/2013.

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.

| 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 | 12/31/2012 | Full Service (Head Office) | 2731876 | BANK OF JONES COUNTY | 1808 HIGHWAY 84 WEST | LAUREL | MS | 39440 | JONES | UNITED STATES | 61960 | 0 | BANK OF JONES COUNTY | 2731876 | |
| OK | 12/31/2012 | Full Service | 3068524 | ELLISVILLE BRANCH | 301 SOUTH COURT STREET | ELLISVILLE | MS | 39437 | JONES | UNITED STATES | 362290 | 2 | BANK OF JONES COUNTY | 2731876 | |

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Jones County 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 |
|---|--|---|
| Rodney Cockerham Laurel, MS | USA | 85,891 shares – 9.75% 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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Jones County 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 Bank of Jones County | (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 Jones County | (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) |
|---|--|--|--|--|---|---|--|
| Rodney Cockerham Laurel, MS | N/A | President | President | N/A | 9.75% | N/A | N/A |
| Lawrence R. Clark Laurel, MS | Business Owner | Chairman of the Board | N/A | President – (Chas. N. Clark, Associates); (Clark Bros. Const) | 2.39% | N/A | Chas. N. Clark, Associates (100%) Clark Bros. Const (100%) |
| Lowell Howell Laurel, MS | Business Owner | Director | N/A | Owner – (Mini Warehouses of Laurel, LLC); (Anchor Properties, LLC); (Canterbury Suites, LLC); (Atlas South, LLC) | 4.49% | N/A | Mini Warehouses of Laurel, LLC (50%); Anchor Properties, LLC (50%); Emerald Properties, LLC (50%); Canterbury Suites, LLC (50%) Atlas South, LLC (50%) |
| Melvin Daniels Laurel, MS | Funeral Home Owner | Director | N/A | Owner – Viv Lee, Inc. | 0.64% | N/A | Viv Lee, Inc. (51%) |
| Bob Sullivan Laurel, MS | Attorney | Director | N/A | Attorney – Sullivan & Sullivan, PLLC | 1.82% | N/A | Sullivan & Sullivan, PLLC (50%) |
| William N. Taylor Laurel, MS | Insurance Agent | Director | N/A | President/Director Terry Insurance Agency | 1.35% | N/A | Terry Insurance Agency (70%) |
| Margaret Wilkerson Laurel, MS | N/A | Secretary | Vice President | N/A | 1.00% | N/A | N/A |