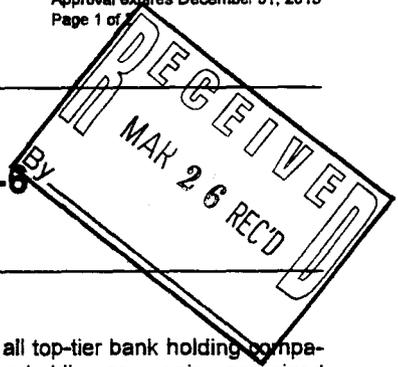


Board of Governors of the Federal Reserve System



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, Royce Cumbest

Reporter's Name, Street, and Mailing Address

Merchants & Marine Bancorp, Inc.

Name of the Holding Company Director and Official

Legal Title of Holding Company

Chairman of the Board, President and CEO

3118 Pascagoula Street

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.

Post Office Box 729 MS 39568  
City State Zip Code

Pascagoula

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:

Barbara B. Bass Corporate Secretary

Name Title

228-934-1231

Area Code / Phone Number / Extension

228-934-1346

Area Code / FAX Number

barbara.bass@mandmbank.com

E-mail Address

MandMbank.com

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

Signature of Holding Company Director and Official

03/21/2013

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 3696093  
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.

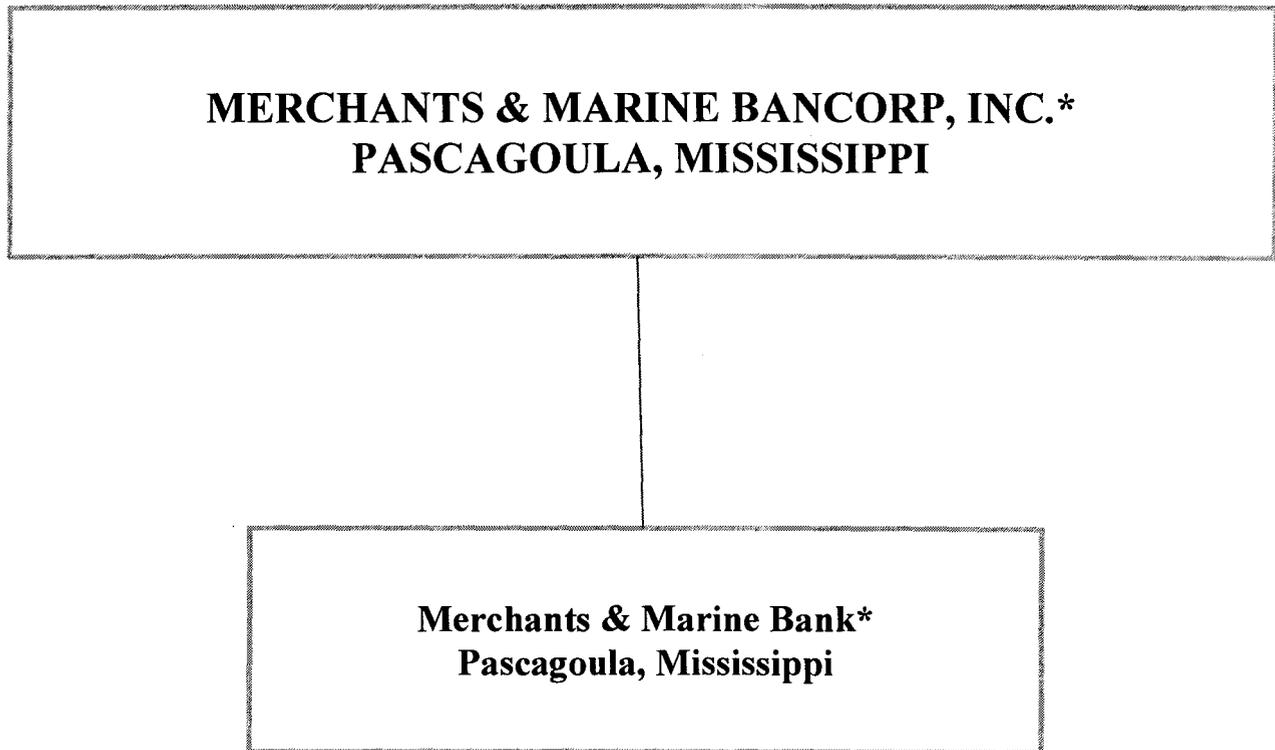
The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

**Form FR Y-6  
Merchants & Marine Bancorp, Inc.  
Pascagoula, Mississippi  
Fiscal Year Ending December 31, 2012**

**Report Item 2: Organizational Chart**

**100%**



\*All Entities are Incorporated in Mississippi.

Results: A list of branches for your holding company: MERCHANTS & MARINE BANCORP, INC. (3696093) of PASCAGOULA, 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		Full Service (Head Office)	94139	MERCHANTS & MARINE BANK	3118 PASCAGOULA STREET	PASCAGOULA	MS	39567	JACKSON	UNITED STATES	7751		0	MERCHANTS & MARINE BANK	94139
OK		Full Service	3601136	CROSSVILLE BRANCH	8331 ALABAMA HIGHWAY 227	CROSSVILLE	AL	35962	DEKALB	UNITED STATES	463488		14	MERCHANTS & MARINE BANK	94139
OK		Full Service	420934	GULF SHORES BRANCH	1820 SOUTH GULF SHORES	GULF SHORES	AL	36547	BALDWIN	UNITED STATES	12863		13	MERCHANTS & MARINE BANK	94139
OK		Full Service	559236	ESCATAWPA BRANCH	7616 HIGHWAY 613	ESCATAWPA	MS	39552	JACKSON	UNITED STATES	226661		5	MERCHANTS & MARINE BANK	94139
OK		Full Service	560531	GAUTIER BRANCH	2235 HIGHWAY 90	GAUTIER	MS	39553	JACKSON	UNITED STATES	226660		4	MERCHANTS & MARINE BANK	94139
OK		Full Service	2627782	LUCEDALE BRANCH OFFICE	11283 OLD 63 SOUTH	LUCEDALE	MS	39452	GEORGE	UNITED STATES	272420		11	MERCHANTS & MARINE BANK	94139
OK		Full Service	2866442	HURLEY BRANCH	21520 HIGHWAY 613	MOSS POINT	MS	39562	JACKSON	UNITED STATES	334335		8	MERCHANTS & MARINE BANK	94139
OK		Full Service	556637	MOSS POINT BRANCH	4619 MAIN STREET	MOSS POINT	MS	39563	JACKSON	UNITED STATES	226657		1	MERCHANTS & MARINE BANK	94139
OK		Full Service	2235936	OCEAN SPRINGS BRANCH	2702 BIENVILLE BOULEVARD	OCEAN SPRINGS	MS	39564	JACKSON	UNITED STATES	226663		7	MERCHANTS & MARINE BANK	94139
OK		Full Service	2909611	ST. MARTIN BRANCH	6416 NORTH WASHINGTON AVENUE	OCEAN SPRINGS	MS	39564	JACKSON	UNITED STATES	357582		9	MERCHANTS & MARINE BANK	94139
OK		Limited Service	27539	BEL-AIRE BRANCH	2700 OLD MOBILE HIGHWAY	PASCAGOULA	MS	39567	JACKSON	UNITED STATES	226659		3	MERCHANTS & MARINE BANK	94139
OK		Limited Service	28031	MARKET STREET BRANCH	1807 MARKET STREET	PASCAGOULA	MS	39567	JACKSON	UNITED STATES	493860		12	MERCHANTS & MARINE BANK	94139
OK		Limited Service	558734	WADE BRANCH	16831 HIGHWAY 63	WADE	MS	39581	JACKSON	UNITED STATES	226662		6	MERCHANTS & MARINE BANK	94139

BranchesForID36960931

**Form FR Y-6  
Merchants & Marine Bancorp, Inc.  
Fiscal Year Ending December 31, 2012**

**Report Item 3: Security Holders  
(1)(a)(b)(c) and (2)(a)(b)(c)**

**Current securities holders with ownership, control or holdings of 5% or more  
with power to vote as of fiscal year ending 12-31-2012**

<b>(1)(a) Name City, State, County</b>	<b>(1)(b) Country of Citizenship or Incorporation</b>	<b>(1)(c) Number and Percentage of Each Class of Voting Securities</b>
<b>Thomas B. Van Antwerp, Bay Minette, Alabama</b>	<b>USA</b>	<b>88,851 – 6.68% Common Stock</b>

**Securities holders 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**

**None.**

**Form FR Y-6**  
**Merchants & Marine Bancorp, Inc.**  
**Fiscal Year Ending December 31, 2012**

**Report Item 4: Insiders**

**(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)**

<b>(1) Name, City, State, Country</b>	<b>(2) Principal Occupation if other than with Bank Holding Company</b>	<b>(3) Title &amp; Position with Bank Holding Company</b>	<b>(3)(b) Title &amp; Position with Subsidiaries</b>	<b>(3)(c) Title &amp; Position with Other Businesses</b>	<b>(4)(a) Percentage of Voting Shares in Bank Holding Company</b>	<b>(4)(b) Percentage of Voting Shares in Subsidiaries</b>	<b>(4)(c) List names of other companies if 25% or more of voting securities are held</b>
Thomas B. Van Antwerp, Bay Minette, AL	Executive Director, Providence Hospital Foundation	Director	Director (Merchants & Marine Bank)	N/A	6.68%	None	N/A
Gerald J. St. Pe, Gautier, MS	President, St. Pe & Associates	Director	Director (Merchants & Marine Bank)	N/A	3.65%	None	N/A
Paul H. Moore, Jr., M.D., Pascagoula, MS	Radiologist	Director	Director (Merchants & Marine Bank)	N/A	1.10%	None	N/A
Lynda J. Gautier, Pascagoula, MS	Retired Certified Public Accountant	Director	Director (Merchants & Marine Bank)	N/A	1.00%	None	N/A
Royce Cumbest, Moss Point, MS	N/A	Chairman of Board, President and Chief Executive Officer	Director, President, and Chief Executive Officer (Merchants & Marine Bank)	Director – First National Bankers' Bancshares, Inc., Baton Rouge, LA; Director – Mississippi Export Railroad	1.43%	None	N/A

				<b>Company, Moss Point, MS Director – Mississippi Power Company</b>			
<b>Frank J. Hammond, III, Pearl, MS</b>	<b>Attorney</b>	<b>Director</b>	<b>Director (Merchants &amp; Marine Bank)</b>	<b>N/A</b>	<b>0.89%</b>	<b>None</b>	<b>N/A</b>
<b>Julius A. Willis, Jr., D.M.D., Pascagoula, MS</b>	<b>Dentist</b>	<b>Director</b>	<b>Director (Merchants &amp; Marine Bank)</b>	<b>N/A</b>	<b>0.47%</b>	<b>None</b>	<b>N/A</b>
<b>John F. Grafe, Moss Point, MS</b>	<b>Retired Businessman</b>	<b>Director</b>	<b>Director (Merchants &amp; Marine Bank)</b>	<b>N/A</b>	<b>0.35%</b>	<b>None</b>	<b>N/A</b>
<b>Scott B. Lemon, Ocean Springs, MS</b>	<b>Insurance Agent, Lemon-Mohler Insurance Agency</b>	<b>Director</b>	<b>Director (Merchants &amp; Marine Bank)</b>	<b>N/A</b>	<b>0.04%</b>	<b>None</b>	<b>N/A</b>
<b>Diann M. Payne, Gautier, MS</b>	<b>Executive Director, Jackson County Civic Action</b>	<b>Director</b>	<b>Director (Merchants &amp; Marine Bank)</b>	<b>N/A</b>	<b>0.03%</b>	<b>None</b>	<b>N/A</b>
<b>Herman E. Smith, Pascagoula, MS</b>	<b>Executive Vice President –Chief Credit Officer Merchants &amp; Marine Bank</b>	<b>Executive Vice President</b>	<b>Executive Vice President – Chief Credit Officer</b>	<b>N/A</b>	<b>0.42%</b>	<b>None</b>	<b>N/A</b>
<b>C. Henry Fox Pascagoula, MS</b>	<b>Executive Vice President , Chief Operating Officer Merchants &amp; Marine Bank</b>	<b>Executive Vice President – Chief Operating Officer</b>	<b>Executive Vice President – Chief Operating Officer</b>	<b>N/A</b>	<b>0.01%</b>	<b>None</b>	<b>N/A</b>
<b>Elise Bourgeois Ocean Springs, MS</b>	<b>Senior Vice President, Cashier and CFO Merchants &amp; Marine Bank</b>	<b>Senior Vice President and CFO</b>	<b>Senior Vice President. Cashier, and CFO (Merchants &amp; Marine Bank)</b>	<b>N/A</b>	<b>0.00%</b>	<b>None</b>	<b>N/A</b>

<b>Martin J. Regan Vanceleave, MS</b>	<b>Senior Vice President/Operations Merchants &amp; Marine Bank</b>	<b>N/A</b>	<b>Senior Vice President/ Operations (Merchants &amp; Marine Bank)</b>	<b>N/A</b>	<b>0.00%</b>	<b>None</b>	<b>N/A</b>
<b>James M. Wheat Moss Point, MS</b>	<b>Senior Vice President/Investments/ Security Merchants &amp; Marine Bank</b>	<b>N/A</b>	<b>Senior Vice President/ Investments/ Security (Merchants &amp; Marine Bank)</b>	<b>N/A</b>	<b>0.08%</b>	<b>None</b>	<b>N/A</b>
<b>Todd Trenchard Ocean Springs, MS</b>	<b>Senior Vice President/ Marketing and Business Development Merchants &amp; Marine Bank</b>	<b>N/A</b>	<b>Senior Vice President/ Marketing/ Bs. Dev. (Merchants &amp; Marine Bank)</b>	<b>N/A</b>	<b>0.19%</b>	<b>None</b>	<b>N/A</b>