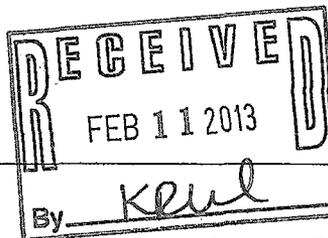


Board of Governors of the Federal Reserve System



# 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, Tito Echiburú

Reporter's Name, Street, and Mailing Address

Morton Bancorp, Inc.

Name of the Holding Company Director and Official

Legal Title of Holding Company

Secretary/Treasurer

P. O. Box 229

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.

Morton

MS

39117

City

State

Zip Code

366 South Fourth St.

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:

Tito Echiburú

Secretary/Treasurer

Name

Title

601-732-8944

Area Code / Phone Number / Extension

601-732-8599

Area Code / FAX Number

tito@bankofmorton.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  
C.I.

3073911

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

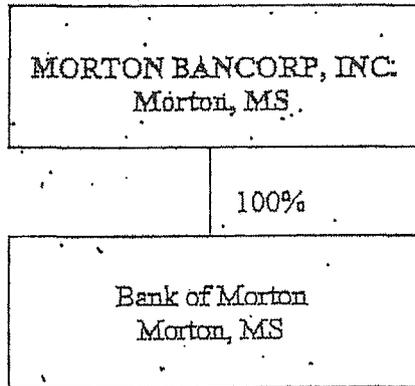
Revised 5-6-13

Form FR Y-6

Morton Bancorp, Inc.  
Morton, 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 early via e-mail on February 6, 2012

All Entities are Incorporated in Mississippi.

**Results:** A list of branches for your depository institution: BANK OF MORTON (ID\_RSSD: 897330).  
 This depository institution is held by MORTON BANCORP, INC. (3073911) of MORTON, MS.  
 The data are as of 12/31/2011. Data reflects information that was received and processed through 01/05/2012.

**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 inform  
**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 da

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 C!  
 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.

OK

<b>Data Action</b>	<b>Effective Date</b>	<b>Branch Service Type</b>	<b>Branch ID_RSSD*</b>	<b>Popular Name</b>	<b>Street Address</b>	<b>City</b>	<b>State</b>
OK		Full Service (Head Office)	897330	BANK OF MORTON	366 SOUTH 4TH STREET	MORTON	MS

ation first became valid in the **Effective Date** column.

ite in the **Effective Date** column.

range, Close, Delete, or Add.

Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
39117	SCOTT	UNITED STATES	5462	0	BANK OF MORTON	897330	

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

Report Item 3: Shareholders  
 (1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

Current shareholders with ownership, control or holdings of 5% or more with power of vote as of fiscal year year ending 12-31-2012.

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.

(1)(a) Names & addresses (City, State)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and % of Each Class of Voting Securities	(2)(a) Names & addresses (City, State)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and % of Each Class of Voting Securities
Bennie C. Rogers, Jr. Morton, MS	USA	5,158 shares-- 14.28% Common Stock			<b>NONE</b>
John M. Rogers, Sr. Brandon, MS	USA	9,027.1 shares-- 25.00% Common Stock			
Martha J. Rogers Jackson, MS	USA	7,560.3 shares-- 20.94% Common Stock			

**Form FR Y-6**  
**Morton Bancorp, 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 Morton	(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 Morton	(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)
Kathleen Bruno Jackson, MS	Curriculum Development Manager	Director	Director	Curr Dvlpmt Mgr- Viking Culinary Arts Center, Memphis, TN	3.54%	N/A	N/A
Tito Echiburu Morton, MS	N/A	Secretary/Treasurer Director	Sr. VP Finance	CFO- Gingerbread House, Morton, MS	1.99%	N/A	Gingerbread House
Charles Latham Lena, MS	Farmer	Director	Director	N/A	0.06%	N/A	N/A
Martha J. Rogers Jackson, MS	N/A	President/Director	Chairman of the Board, CEO & President	Secretary- B.C. Rogers Oil Co., Inc., Morton, MS; Rogers Farms Partnership, Morton MS; B.C. Rogers and Sons, Morton, MS	20.94%	N/A	B.C. Rogers Oil Co., Inc. (33.1/3%); Rogers Farms Partnership (331/3%) B.C. Rogers and Sons (331/3 %)
Kenneth Gordon Jr. Morton, MS	N/A	Vice President/ Director	N/A	N/A	0.03%	N/A	N/A
Bennie C. Rogers, Jr. Morton, MS	Owner, Manager Foresquare, LLC	N/A	N/A	President B.C. Rogers Oil Co., Inc., Morton, MS; Rogers Farms Partnership, Morton MS; B.C. Rogers and Sons, Morton, MS	14.28%	N/A	B.C. Rogers Oil Co., Inc. (331/3%) Persnickety Persnickety Kitchen

**Form FR Y-6**  
**Morton Bancorp, 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 Morton	(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 Morton	(4)(c) List names of other companies (includes partnerships) If 25% or more of votings shares are held (list names of companies and percentage of voting shares held)
Beth Rogers Brandon, MS	Nurse	Director	Director	N/A	0.06%	N/A	N/A
John M. Rogers, Sr. Brandon, MS	Investor	N/A	N/A	Owner- Rogers Dabbs, Brandon, MS; R.U., LLC, Brandon, MS; Facilities, Inc., Brandon, MS; B.C. Rogers Oil Co., Inc., Morton, MS; Rogers Farms Partnership, Morton MS; B.C. Rogers and Sons, Morton, MS	25.00%	N/A	Rogers Dabbs (40%); R.U., LLC (50%); Facilities, Inc. (20%)