

FR Y-6
OMB Number 7100-0297
Approval expires December 31, 2014
Page 1 of 2

Board of Governors of the Federal Reserve System



Annual Report of Bank 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)). 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 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). 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 Bank Holding Companies* must be signed by one director of the top-tier bank holding company. This individual should also be a senior official of the top-tier bank holding company. In the event that the top-tier bank 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 bank holding company's fiscal year-end):
DECEMBER 31, 2011
Month / Day / Year

I, **WILMER H. WHITTLE**
Name of the Bank Holding Company Director and Official
Chairman of the Board
Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address
Newton County Bancorporation, Inc.
Employee Stock Ownership Plan #1137556
Legal Title of Bank Holding Company

P. O. Box 120
(Mailing Address of the Bank Holding Company) Street / P.O. Box

attest that the *Annual Report of Bank Holding Companies* (including the supporting attachments) for this report date have 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.

Newton, MS 39345
City State Zip Code
114 East Church Stree, Newton, MS 39345
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:
Wilmer H. Whittle, Chairman
Name Title

(601) 683-3101
Area Code / Phone Number / Extension
(610) 683-6310

Area Code / FAX Number

Wilmer H. Whittle
Signature of Bank Holding Company Director and Official
3-28-12
Date of Signature

E-mail Address

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

For bank 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

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

For Federal Reserve Bank Use Only
RSSD ID **2136456 1137556**
C.I. _____

For Use By Tiered Bank Holding Companies

Top-tiered bank holding companies must list the names, mailing address, and physical locations of each of their subsidiary bank holding companies below.

Newton County Bancorporation, Inc.

Legal Title of Subsidiary Bank Holding Company

P. O. Box 120

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

Newton, MS 39345

City State Zip Code

114 East Church St., Newton, MS 39345

Physical location (if different from mailing address)

Legal Title of Subsidiary Bank Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Bank Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Bank Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Bank Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Bank Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Bank Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Bank Holding Company

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

City State Zip Code

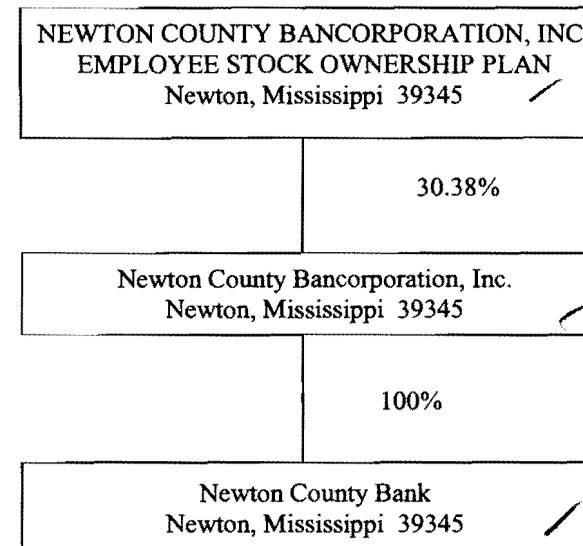
Physical location (if different from mailing address)

Form FR Y-6

Newton County Bancorporation, Inc. ESOP
Newton, MS
Fiscal Year Ending December 31, 2011

Report Item

- 1: We do not publish an annual report or file Form 10-K.
- 2: Organizational Chart



Results: A list of branches for your BHC: **NEWTON COUNTY BANCORPORATION, INC. EMPLOYEE STOCK OWNERSHIP PLAN (1137556) of NEWTON, MS.**

The data are as of **06/30/2012**. Data reflects information that was received and processed through 07/05/2012.

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 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
		Full Service (Head Office)	546432	NEWTON COUNTY BANK	114 EAST CHURCH ST	NEWTON	MS	39345	NEWTON	UNITED STATES	6016	0	NEWTON COUNTY BANK	546432	
		Full Service	24930	HICKORY BRANCH	WASHINGTON STREET	HICKORY	MS	39332	NEWTON	UNITED STATES	219998	1	NEWTON COUNTY BANK	546432	
		Full Service	550336	LAKE BRANCH OFFICE	FRONT STREET	LAKE	MS	39092	SCOTT	UNITED STATES	219999	2	NEWTON COUNTY BANK	546432	
		Full Service	549031	LOUIN BRANCH	HIGHWAY 15	LOUIN	MS	39338	JASPER	UNITED STATES	220000	3	NEWTON COUNTY BANK	546432	
		Full Service	3454293	HIGHWAY 15 BRANCH	292 EASTSIDE DRIVE	NEWTON	MS	39345	NEWTON	UNITED STATES	452039	6	NEWTON COUNTY BANK	546432	
		Full Service	548539	SCANLAN STREET DRIVE-IN BR	SCANLAN STREET	NEWTON	MS	39345	NEWTON	UNITED STATES	220001	4	NEWTON COUNTY BANK	546432	

Form FR Y-6

Newton County Bancorporation, Inc. ESOP
 Newton, MS
 Fiscal Year Ending December 31, 2011

TIERING REPORT WITH STRUCTURE DATA
 NEWTON COUNTY BANCORPORATION, INC. EMPLOYEE STOCK OWNERSHIP PLAN
 STRUCTURE AS OF 20091220
 TOTAL ASSETS AS OF 20111231

Seq Num	ID RSSD	Legal Name	City	State/ Country	Dist FRS	Entt Type	Actv Code	Basis of Relationship	PCT	Total Assets \$0
0001	1137556	NEWTON COUNTY BANCORPORATION, INC ESOP	NEWTON	MS	6	BHC	551111			
0002	1136456	NEWTON COUNTY BANCORPORATION, INC.	NEWTON	MS	6	BHC	551111	Vtg Eqty	30	
0003	546432	NEWTON COUNTY BANK	NEWTON	MS	6	NMB	52211	Vtg Eqty	100	154,478,554.82
0004	24930	HICKORY BRANCH	HICKORY	MS	6	DBR		Other		
0005	3454293	HIGHWAY 15 BRANCH	NEWTON	MS	6	DBR		Other		
0006	550336	LAKE BRANCH OFFICE	LAKE	MS	6	DBR		Other		
0007	549031	LOUIN BRANCH	LOUIN	MS	6	DBR		Other		
0008	548539	SCANLAN STREET DRIVE-IN BRANCH	NEWTON	MS	6	DBR		Other		

Form FR Y-6
Newton County Bancorporation, Inc. ESOP
Fiscal Year Ending December 31, 2011

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 12-31-2011			Shareholders not listed in 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2011		
(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
William L. Freeman, Jr. Newton, MS	USA	3,046.16 - 20.06% (allotted shares of ESOP's Common Stock) ✓			
James A. Hart Newton, MS	USA	N/A ✓			
Wilmer H. Whittle Newton, MS	USA	N/A ✓			

Form FR Y-6
Newton County Bancorporation, Inc.
Fiscal Year Ending December 31, 2011

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 12-31-2011

Shareholders not listed in 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2011

(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
James A. Hart Newton, MS	USA	4,255 - 8.51% Common Stock			
Mary George W. McMullan Hattiesburg, MS	USA	4,214 - 8.43% Common Stock			
Estate of Paul W. McMullan Hattiesburg, MS	USA	4,164 - 8.33% Common Stock			
Wilmer H. Whittle Newton, MS	USA	9,215 - 18.43% Common Stock			
Newton County Bancorporation, Inc. ESOP Newton, MS Wilmer H. Whittle Trustee Newton, MS James A. Hart Trustee Newton, MS William L. Freeman, Jr. Trustee Newton, MS	USA	15,188 - 30.38% Common Stock			

Form FR Y-6
Newton County Bancorporation, Inc.
Fiscal Year Ending December 31, 2011

Report Item 4: Insiders

(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 and percentage of voting securities held)
Thomas B. Harthcock Newton, MS	Owner Harthcock Graham Insurance & Real Estate	Director	Director (Newton Co. Bank)	Owner Harthcock Graham Insurance & Real Estate	.04%	None	33 1/3% Harthcock Graham Insurance & Real Estate
William L. Freeman, Jr. Newton, MS	Adjutant General	Director	Director, (Newton Co. Bank)	N/A	1.11%	N/A	N/A
Wilmer H. Whittle Newton, MS	Banker	Director Chairman	Director Chairman & CEO (Newton Co. Bank)	N/A	18.43%	N/A	Newton Rental (100%) Newton Leasing Co. (11%)
James A. Hart Newton, MS	Banker	Director President	Director President & COO (Newton Co. Bank)	N/A	8.51%	N/A	N/A
Wyche L. McMullan Hattiesburg, MS	President McMullan Equipment Co.	Director	Director (Newton Co. Bank)	President McMullan Equipment Co.	.67%	N/A	McMullan Equipment Co. (72%) Idealease of Hattiesburg (100% owned by McMullan Equipment Company)
Van A. Lucas Newton, MS	Retired	Director	Director (Newton Co. Bank)	N/A	1.11%	N/A	N/A

Form FR Y-6
Newton County Bancorporation, Inc.
Fiscal Year Ending December 31, 2011

Report Item 4: Insiders

(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)
Douglas S. Whittle Newton, MS	Banker	Director	Director Vice President (Newton Co. Bank)	N/A	1.54%	N/A	Newton Mini Storage (100%)
Mary George W. McMullan Hattiesburg, MS	Housewife	N/A	N/A	N/A	8.43%*	N/A	Georgia W. McMullan & Rex McRaney (50%)
Newton County Bancorporation, Inc. Employee Stock Ownership Plan Newton, MS	N/A	N/A	N/A	N/A	30.38%	N/A	N/A

Form FR Y-6
Newton County Bancorporation, Inc. ESOP
Fiscal Year Ending December 31, 2011

Report Item 4: Insiders

(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)
William L. Freeman, Jr. Newton, MS	Adjutant General	Trustee (ESOP)	Director, (Newton Co. Bank)	N/A	1.11%	15.13% (ESOP)	N/A
Wilmer H. Whittle Newton, MS	Banker	Trustee (ESOP)	Director Chairman & CEO (Newton Co. Bank)	N/A	18.43%	N/A	Newton Rental (100%)
James A. Hart Newton, MS	Banker	Trustee (ESOP)	Director President & COO (Newton Co. Bank)	N/A	8.51%	N/A	N/A