



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, 2011

Month / Day / Year

I, William L. Freeman, Jr.

Name of the Holding Company Director and Official

President and 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.

Reporter's Name, Street, and Mailing Address

Newton County Bancorporation, Inc.

Employee Stock Ownership Plan #1137556

Legal Title of Holding Company

P. O. Box 120

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

Newton

MS

39345

City

State

Zip Code

114 East Church Street, 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:

William L. Freeman, Jr., President & CEO

Name

Title

601-683-3101

Area Code / Phone Number / Extension

601-683-6310

Area Code / FAX Number

wlfreema256@aol.com

E-mail Address

wlfreema256@aol.com

Signature of Holding Company Director and Official

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

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

1137556

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

For Use By Tiered Holding Companies

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

Newton County Bancorporation, Inc.
Legal Title of Subsidiary Holding Company

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

Newton, MS 39345
City State Zip Code

114 East Church Street, Newton, MS 39345
Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

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City State Zip Code

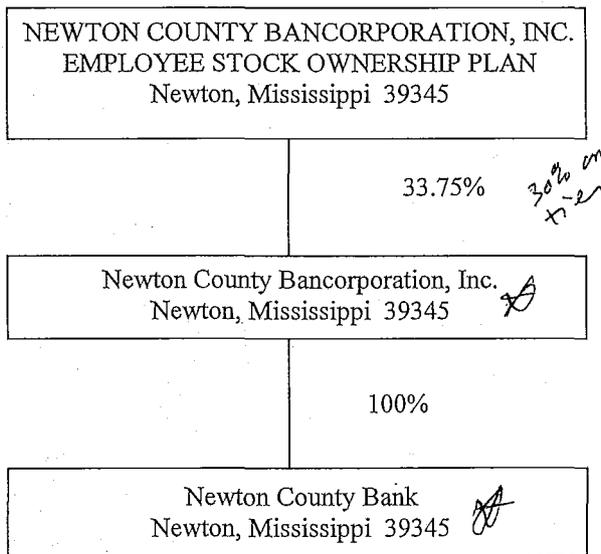
Physical location (if different from mailing address)

Form FR Y-6

Newton County Bancorporation, Inc. ESOP
Newton, MS
Fiscal Year Ending December 31, 2012

Report Item

- 1: We do not publish an annual report or file Form 10-K.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



* Incorporated in MS (source attached)

Form FR Y-6

Newton County Bancorporation, Inc. ESOP

Newton, MS

Fiscal Year Ending December 31, 2012

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		

REVISED

Form FR Y-6
Newton County Bancorporation, 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

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 12-31-2012

(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	4,539 - 10.09% Common Stock	N/A		
Wilmer H. Whittle Newton, MS	USA	9,875 - 21.94% Common Stock	N/A		
Newton County Bancorporation, Inc. ESOP Newton, MS	USA	15,188 - 33.75% Common Stock	N/A		
Wilmer H. Whittle Trustee Newton, MS	USA				
James A. Hart Trustee Newton, MS	USA				
William L. Freeman, Jr. Trustee Newton, MS					

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Newton County Bancorporation, Inc. ESOP
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

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 12-31-2012

(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	3,264.10 - 21.49% (allotted shares of ESOP's Common Stock)	N/A		
James A. Hart Newton, MS	USA	N/A	N/A		
Wilmer H. Whittle Newton, MS	USA	N/A	N/A		

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Newton County Bancorporation, Inc.
Fiscal Year Ending December 31, 2012

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)
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	Banker	Director President	Director, President (Newton Co. Bank)	N/A	2.9%	N/A	Newton Leasing Co. (11%)
Wilmer H. Whittle Newton, MS	Banker	Director Chairman	Director Chairman of Board (Newton Co. Bank)	N/A	21.94%	N/A	Newton Rental (100%) Newton Leasing Co. (11%)
James A. Hart Newton, MS	Banker	Director Vice Chairman	Director Vice Chairman of Board (Newton Co. Bank)	N/A	10.09%	N/A	N/A
Wyche L. McMullan Hattiesburg, MS	President McMullan Equipment Co.	Director	Director (Newton Co. Bank)	President McMullan Equipment Co.	.74%	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	1.23%	N/A	N/A

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Newton County Bancorporation, Inc.
Fiscal Year Ending December 31, 2012

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 Secretary	Director Ex. Vice President (Newton Co. Bank)	N/A	1.78%	N/A	Newton Mini Storage (100%)
W. Holt McMullan Hattiesburg, MS	Banker	Director	Director	Trustmark President Hattiesburg Metro	.84%	N/A	Oil Mill Square (35%)
Newton County Bancorporation, Inc. Employee Stock Ownership Plan Newton, MS	N/A	N/A	N/A	N/A	33.75%	N/A	N/A

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Newton County Bancorporation, Inc. ESOP
Fiscal Year Ending December 31, 2012

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	Banker	Trustee (ESOP)	Director, (Newton Co. Bank)	N/A	2.9%	21.49% (ESOP)	N/A
Wilmer H. Whittle Newton, MS	Banker	Trustee (ESOP)	Director Chairman & CEO (Newton Co. Bank)	N/A	21.94%	N/A	Newton Rental (100%)
James A. Hart Newton, MS	Banker	Trustee (ESOP)	Director President & COO (Newton Co. Bank)	N/A	10.09%	N/A	N/A