

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, **Jennifer S. Wallace**

Reporter's Name, Street, and Mailing Address

**PCNB Corp.**

Name of the Holding Company Director and Official

Legal Title of Holding Company

**President and Director**

**P. O. Box 1666**

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.

**McComb**

**MS**

**39649**

City

State

Zip Code

**350 Rawls Drive**

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:

**Thomas E. Jolly, Jr.**

**CFO**

Name

Title

**601-684-7575**

Area Code / Phone Number / Extension

**601-684-7113**

Area Code / FAX Number

**tjolly@pnb-ms.net**

E-mail Address

*J. S. Wallace*

Signature of Holding Company Director and Official

**02/27/2013**

Date of Signature

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

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.

**3447428**

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

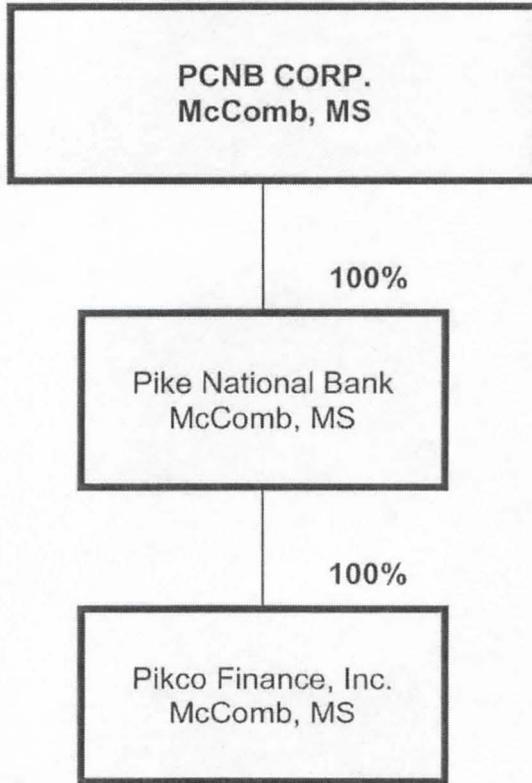
**AMENDED**

**Form FR Y-6**

**PCNB CORP.  
McComb, MS**

2).

a) **Organization Chart: All entities are incorporated in Mississippi.**



b) Domestic Branch Listing: No Changes

**Results:** A list of branches for your depository institution: PIKE NATIONAL BANK (ID\_RSSD: 880332).  
 This depository institution is held by PCNB CORP. (3447428) of MCCOMB, MS.  
 The data are as of 12/31/2012. Data reflects information that was received and processed through 01/06/2013.

**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)	880332	PIKE NATIONAL BANK	350 RAWLS DRIVE	MCCOMB	MS	39648	PIKE	UNITED STATES	32981	0	PIKE NATIONAL BANK	880332	
OK		Full Service	4133027	BROOKHAVEN BRANCH	702 HIGHWAY 51 NORTH	BROOKHAVEN	MS	39601	LINCOLN	UNITED STATES	463397	11	PIKE NATIONAL BANK	880332	
Change	*See Below	Full Service	2518545	MAGNOLIA BRANCH	1006 HIGHWAY 48 East	Magnolia	MS	39652	PIKE	UNITED STATES	259262	8	PIKE NATIONAL BANK	880332	
OK		Full Service	1874954	SOUTH BROADWAY BRANCH	628 SOUTH BROADWAY	MCCOMB	MS	39648	PIKE	UNITED STATES	259256	2	PIKE NATIONAL BANK	880332	
OK		Full Service	4133036	VETERANS BRANCH	1808 PIKES POINT CIRCLE	MCCOMB	MS	39648	PIKE	UNITED STATES	447427	10	PIKE NATIONAL BANK	880332	
OK		Full Service	2963668	WALTHALL COUNTY DIVISION BRANCH	1207 BEULAH AVENUE	TYLERTOWN	MS	39667	WALTHALL	UNITED STATES	358229	9	PIKE NATIONAL BANK	880332	

\* This change was listed on last year's report. This office has always had the address as corrected above. Please correct your records.

Revised 5-13-13

AMENDED  
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PCNB CORP.  
FISCAL YEAR ENDING 12/31/12

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)(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 & address (City, State)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and % of each class of voting securities	(2)(a) Names & address (City, State)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and % of each class of voting securities
Jennifer S. Wallace Summit, MS	USA	58,920 shares- 10.92% Common Stock	None		
John Ellis Solomon, Sr. Brandon, MS	USA	44,429 shares - 8.22% Common Stock			

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PCNB. CORP  
FISCAL YEAR ENDING 12/31/12

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

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Names & address (City, State)	Principal occupation if other than with Bank Holding Company	Title & position with Bank Holding Company	Title & position with Subsidiaries (include names of subsidiaries)	Title & position with other businesses (include names and other businesses)	Percentage of voting shares in Bank Holding Company	Percentage of voting shares in Subsidiaries (include names of subsidiaries)	List names or other companies (includes partnerships) if 25% or more of voting shares are held (list names of companies and percentage of voting shares held?)
Jennifer S. Wallace Summit, MS	N/A	President	Director (Pike National Bank)	Sones3 Enterprises, LLC - Managing member	10.92%	N/A	Sones3 (37.543%)
John Ellis Solomon Brandon, MS	Fast Food Services	Director/Secretary & Treasurer	Director (Pike National Bank)	Life's A Beach, LLC- Member Winner, LLC - Member Beasley Rd, LLC - Member Chimneyville Station, LLC - Member Property Investments, LLC - Member Mccoullough Plaza, LLC - Member C Core, LLC - Member Live Oak Properties, LLC - Partner Ellis Holdings, LLC - President Byram Parkway, LLC - Member JBJ, LLC - Member Capital Towers, LLC - Member Dyersburg Mall, LLC - Member  Power Watch, LLC - Member  Ellis Entergy, LLC - Member Ellis Mgt, LLC Big Italian, LLC Front Street Restoration, LLC - Member PCB Partnership - Partner C-VGWS, LLC - Member Clab Watch, LLC	8.22%	N/A	Life's A Beach, LLC (50%) Winner, LLC (33%) Beasley Rd, LLC (33%)  Chimneyville Station, LLC (50%)  Property Investments, LLC (33%)  Mccoullough Plaza, LLC (50%) C Core, LLC (36.7%)  Live Oak Properties, LLC (25%)  Ellis Holdings, LLC (100%)  Byram Parkway, LLC (37.5%) JBJ, LLC (33.3%)  Capital Towers, LLC (50%)  Dyersburg Mall, LLC (50%)  Power Watch, LLC (50%)  Ellis Entergy, LLC (100%) Ellis Mgt, LLC (100%) Big Italian, LLC (100%)  Front Street Restoration, LLC (25%)  C-VGWS, LLC (25%) Clab Watch, LLC (12.5%)

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(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Names & address (City, State)	Principal occupation if other than with Bank Holding Company	Title & position with Bank Holding Company	Title & position with Subsidiaries (include names of subsidiaries)	Title & position with other businesses (include names and other businesses)	Percentage of voting shares in Bank Holding Company	Percentage of voting shares in Subsidiaries (include names of subsidiaries)	List names or other companies (includes partnerships) if 25% or more of voting shares are held (list names of companies and percentage of voting shares held?)
James L. Alford McComb, MS	Real Estate/ Oil & Gas Exploration	Director	Director (Pike National Bank)	Alford Properties, LLC - Member Barat Properties, LLC - Member Bellco, LLC - Member PCB Partnership - Partner JEKE, Inc - President Wilson Exploration - President Pearl River Properties, LLC - Member Front Street Restoration, LLC - Member South Carlton, LLC - Member	3.21%	N/A	Alford Properties, LLC (50%)  Barat Properties, LLC (50%) Bellco, LLC (50%)  JEKE, Inc (25%)  Wilson Exploration (1%)  Pearl River Properties, LLC (50%)  Front Street Restoration, LLC (25%)  South Carlton, LLC (14%)
Barry Hart Summit, MS	Plastics Manufacturer	Director	Director (Pike National Bank)	Dixie Packaging, Inc - President/CEO PCB Partnership - Partner Front Street Restoration, LLC - Member	1.95%	N/A	Dixie Packaging, Inc (46%)  Front Street Restoration, LLC (25%)
E. James Wicker McComb, MS	N/A	CEO	Director (Pike National Bank)	Live Oak Properties, LLC - Managing partner Front Street Restoration - Member	2.89%	N/A	Live Oak Properties (25%)  Front Street Restoration, LLC(25%)

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(1) Names & address (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 Subsidiaries (include names of subsidiaries)	(3)(c) Title & position with other businesses (include names and 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 or other companies (includes partnerships) if 25% or more of voting shares are held (list names of companies and percentage of voting shares held?)
Diane H. Cothorn McComb, MS	N/A	Executive Vice President	Director (Pike National Bank)	Live Oak Properties, LLC - Member PCB Partnerhip - Partner	2.89%	N/A	Live Oak Properties, LLC (25%)