

FEB 14 REC'D

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, 2013**

Month / Day / Year

I, **Jennifer S. Wallace**

Reporter's Name, Street, and Mailing Address

**PCNB Corp.**

Legal Title of Holding Company

**P. O. Box 1666**

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

**McComb MS 39649**

City State Zip Code

**350 Rawls Drive, McComb, MS 39648**

Physical location (if different from mailing address)

Name of the Holding Company Director and Official

**President and Director**

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.

Person to whom questions about this report should be directed:

**Thomas E. Jolly, Jr. CFO**

Name Title

**601-249-5383**

Area Code / Phone Number / Extension

**601-684-7113**

Area Code / FAX Number

**tjolly@pnb-ms.net**

E-mail Address

**N/A**

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

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.

*Jennifer S. Wallace*

Signature of Holding Company Director and Official

**02/07/2014**

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 **3447428**  
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.

|   |   |
|---|---|
| Legal Title of Subsidiary Holding Company                             | Legal Title of Subsidiary Holding Company                             |
| (Mailing Address of the Subsidiary Holding Company) Street / P.O. Box | (Mailing Address of the Subsidiary Holding Company) Street / P.O. Box |
| City State Zip Code   | City State Zip Code   |
| Physical location (if different from mailing address)                 | Physical location (if different from mailing address)                 |
|   |   |
| Legal Title of Subsidiary Holding Company                             | Legal Title of Subsidiary Holding Company                             |
| (Mailing Address of the Subsidiary Holding Company) Street / P.O. Box | (Mailing Address of the Subsidiary Holding Company) Street / P.O. Box |
| City State Zip Code   | City State Zip Code   |
| Physical location (if different from mailing address)                 | Physical location (if different from mailing address)                 |
|   |   |
| Legal Title of Subsidiary Holding Company                             | Legal Title of Subsidiary Holding Company                             |
| (Mailing Address of the Subsidiary Holding Company) Street / P.O. Box | (Mailing Address of the Subsidiary Holding Company) Street / P.O. Box |
| City State Zip Code   | City State Zip Code   |
| Physical location (if different from mailing address)                 | Physical location (if different from mailing address)                 |
|   |   |
| Legal Title of Subsidiary Holding Company                             | Legal Title of Subsidiary Holding Company                             |
| (Mailing Address of the Subsidiary Holding Company) Street / P.O. Box | (Mailing Address of the Subsidiary Holding Company) Street / P.O. Box |
| City State Zip Code   | City State Zip Code   |
| Physical location (if different from mailing address)                 | Physical location (if different from mailing address)                 |
|   |   |
| Legal Title of Subsidiary Holding Company                             | Legal Title of Subsidiary Holding Company                             |
| (Mailing Address of the Subsidiary Holding Company) Street / P.O. Box | (Mailing Address of the Subsidiary Holding Company) Street / P.O. Box |
| City State Zip Code   | City State Zip Code   |
| Physical location (if different from mailing address)                 | Physical location (if different from mailing address)                 |

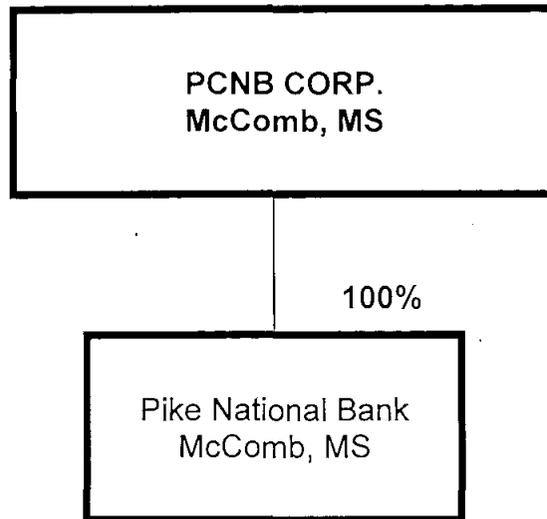
**AMENDED**

**Form FR Y-6**

**PCNB CORP.  
McComb, MS**

2).

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



b) Domestic Branch Listing: Filed Electronically

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 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

**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               |          |
| 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               |          |

AMENDED  
FORM FR Y-6  
PCNB CORP.  
FISCAL YEAR ENDING 12/31/13

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 12/31/2013

| (1)(a)<br>Names & address<br>(City, State) | (1)(b)<br>Country of Citizenship or<br>Incorporation | (1)(c)<br>Number and % of each<br>class of voting securities |
|--|--|--|
| Jennifer S. Wallace<br>Summit, MS          | USA  | 58,920 shares-<br>10.92% Common Stock                        |
| John Ellis Solomon, Sr.<br>Brandon, MS     | USA  | 44,429 shares -<br>8.22% Common Stock                        |

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 12/31/2013

| (2)(a)<br>Names &<br>address<br>(City, State) | (2)(b)<br>Country of<br>Citizenship or<br>Incorporation | (2)(c)<br>Number and % of<br>each class of voting<br>securities |
|---|---|---|
| None  |   |   |

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PCNB. CORP  
FISCAL YEAR ENDING 12/31/13

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

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PCNB. CORP  
FISCAL YEAR ENDING 12/31/13

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