

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

MAR 25 REC'D

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, 2015

Month / Day / Year

N/A

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address

PriorityOne Capital Corporation

Legal Title of Holding Company

P.O. Box 516

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

Magee MS 39111

City State Zip Code

220 Main Avenue North, Magee, MS

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Martha Underwood EVP, CFO

Name Title

601-423-0087

Area Code / Phone Number / Extension

601-849-0231

Area Code / FAX Number

munderwood@priorityonebank.com

E-mail Address

N/A

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

I, Robert Barnes

Name of the Holding Company Director and Official

President

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.

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.

Signature of Holding Company Director and Official

03/23/2016

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

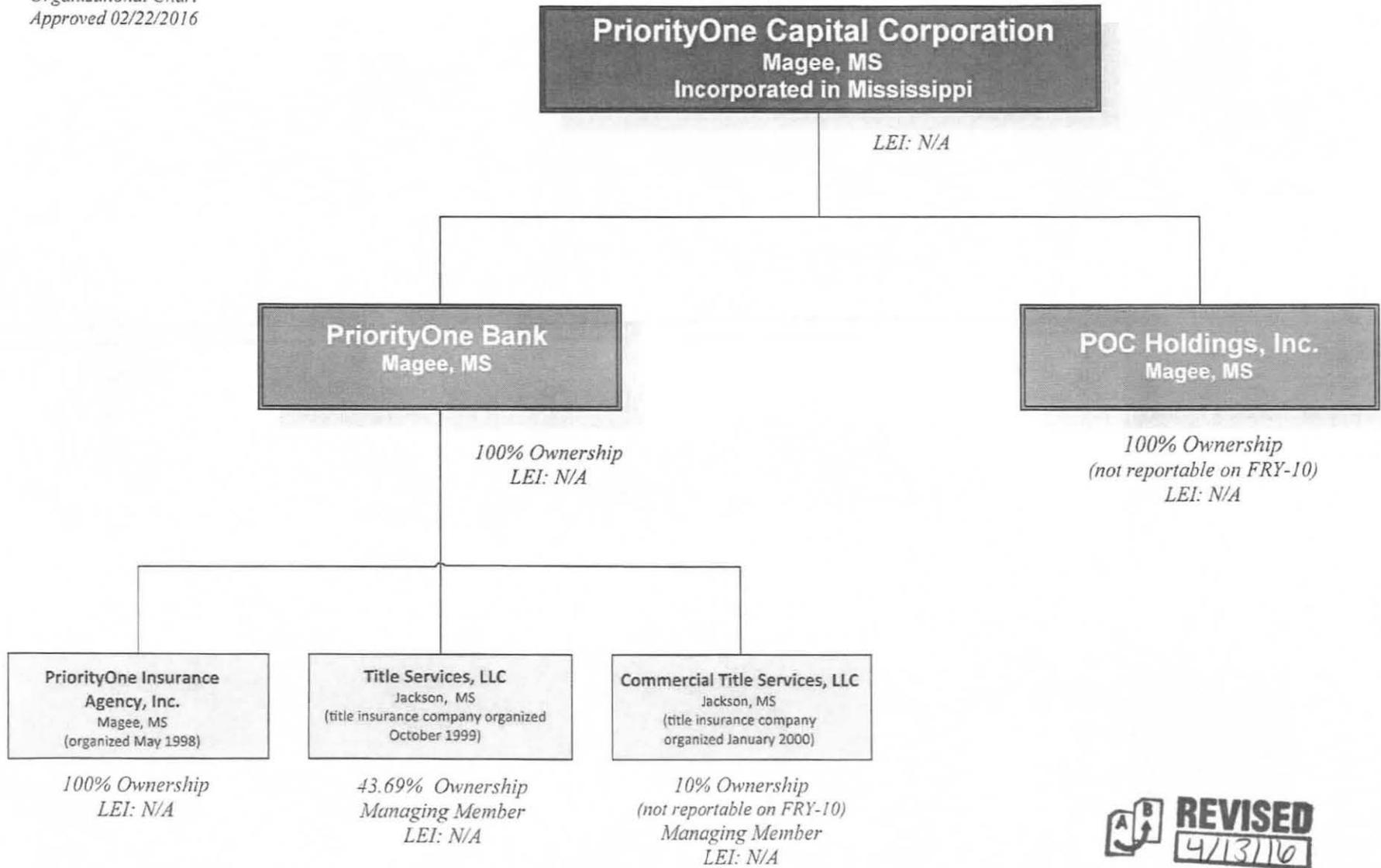
RSSD ID **1084575**
C.I. _____

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



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* All entities are incorporated in Mississippi

Results: A list of branches for your depository institution: PRIORITYONE BANK (ID_RSSD: 956938).
 This depository institution is held by PRIORITYONE CAPITAL CORPORATION (1084575) of MAGEE, MS. ✓
 The data are as of 12/31/2015. Data reflects information that was received and processed through 01/07/2016. ✓

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) | 956938 | PRIORITYONE BANK | 220 NORTH MAIN STREET | MAGEE | MS | 39111 | SIMPSON | UNITED STATES | 15181 | 0 | PRIORITYONE BANK | 956938 | |
| OK | | Full Service | 13130 | BRANDON BRANCH | 1400 WEST GOVERNMENT STREET | BRANDON | MS | 39042 | RANKIN | UNITED STATES | 253093 | 8 | PRIORITYONE BANK | 956938 | |
| OK | | Full Service | 451433 | COLLINS BRANCH | 215 MAIN STREET | COLLINS | MS | 39428 | COVINGTON | UNITED STATES | 5456 | 3 | PRIORITYONE BANK | 956938 | |
| OK | | Full Service | 4805605 | COLLINS CIVIC CENTER BRANCH | 200 CIVIC BOULEVARD | COLLINS | MS | 39428 | COVINGTON | UNITED STATES | Not Required | Not Required | PRIORITYONE BANK | 956938 | |
| OK | | Full Service | 4805623 | BELLEVUE BRANCH | 7144 HIGHWAY 98 | HATTIESBURG | MS | 39404 | LAMAR | UNITED STATES | Not Required | Not Required | PRIORITYONE BANK | 956938 | |
| OK | | Full Service | 2909648 | HATTIESBURG BRANCH | 6276 HIGHWAY 98 WEST | HATTIESBURG | MS | 39402 | LAMAR | UNITED STATES | 334340 | 11 | PRIORITYONE BANK | 956938 | |
| OK | | Full Service | 873839 | MAGEE RETAIL BRANCH | 1596 SIMPSON HIGHWAY 49 NORTH | MAGEE | MS | 39111 | SIMPSON | UNITED STATES | 438885 | 15 | PRIORITYONE BANK | 956938 | |
| OK | | Full Service | 869935 | MENDENHALL BRANCH | 3066 HIGHWAY 13 NORTH | MENDENHALL | MS | 39114 | SIMPSON | UNITED STATES | 253709 | 1 | PRIORITYONE BANK | 956938 | |
| OK | | Full Service | 79538 | MORTON BRANCH | 164 HIGHWAY 481 SOUTH | MORTON | MS | 39117 | SCOTT | UNITED STATES | 14938 | 6 | PRIORITYONE BANK | 956938 | |
| OK | | Full Service | 468039 | PEARL BRANCH | 3480 HIGHWAY 80 EAST | PEARL | MS | 39208 | RANKIN | UNITED STATES | 206255 | 9 | PRIORITYONE BANK | 956938 | |
| OK | | Full Service | 900735 | PELAHATCHIE BRANCH | 528 2ND STREET | PELAHATCHIE | MS | 39145 | RANKIN | UNITED STATES | 253092 | 7 | PRIORITYONE BANK | 956938 | |
| OK | | Full Service | 2963873 | RICHLAND BRANCH | 1021 HIGHWAY 49 SOUTH | RICHLAND | MS | 39218 | RANKIN | UNITED STATES | 361451 | 12 | PRIORITYONE BANK | 956938 | |
| OK | | Full Service | 4663944 | MADISON RIDGELAND BRANCH | 201 NORTHLAKE AVE, SUITE 105 | RIDGELAND | MS | 39157 | MADISON | UNITED STATES | Not Required | Not Required | PRIORITYONE BANK | 956938 | |
| OK | | Full Service | 453530 | SEMINARY BRANCH | 217 WEST MAIN STREET | SEMINARY | MS | 39479 | COVINGTON | UNITED STATES | 218700 | 4 | PRIORITYONE BANK | 956938 | |

PriorityOne Capital Corporation
 Principal Shareholders
 December 31, 2015

| Name and Address | Holding Company Shares Owned | |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------|---------|
| | # | % |
| Robert Eason Leake Ridgeland, MS, USA | 114,405 | 28.204% |
| Mary Montague Yerger Dunbar, and related trusts Jackson, MS, USA | 41,153 | 10.145% |
| Eugene B. Polk, Sr. Family Trust c/o Mickey Aldridge Batesville, MS, USA | 28,000 | 6.903% |
| Mary Montague Yerger (wife), Wirt Yerger, Jr. (husband), Jackson, MS, USA | 28,543 | 7.037% |
| Frank Montague Yerger and related trusts Jackson, MS, USA | 35,368 | 8.719% |
| Wirt A. Yerger, III (husband) and Linda Biggers Yerger (wife) Jackson, MS, USA | 30,029 | 7.403% |
| PriorityOne Capital Corp. ESOP Magee, MS, USA co-trustees: Robert Eason Leake and Odean Busby Voting requires the agreement of both co-trustees. | 40,160 | 9.900% |

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Notes: (1) All of the above are U.S. citizens/entities.
 (2) No other person or entity exceeded 5% ownership during 2015 or 2014

FR Y-6 Report Item 3 (2) - none

PriorityOne Capital Corporation
 Directors, Officers, and Shareholders
 December 31, 2015

| Name & Address | Principal Occupation if other than with BHC | Position / Title | | | | | Holding Company Shares | Ownership of Subsidiaries | Holding Company Ownership | Occupation / Business Affiliation | 12/31/15 Ownership of Other Entities (voting) |
|--------------------------------------------|------------------------------------------------|-------------------------|-----------------------------------------------------|----------------------------|------------------------------------|------------------------------------------------------|------------------------------|---------------------------------|---------------------------------|----------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | | Holding Company | PriorityOne Bank | POC Holdings, Inc. | PriorityOne Insurance Agency | Title Services, Commercial Title Services, LLC | | | | | |
| Robert Barnes Magee, MS, USA | N/A | Director | Director President, CEO Chief Lending Officer | Director Vice President | Director Vice Pres | Manager Secretary Treasurer, CFO | 4,715 | none | 1.162% | none | none |
| Odean Busby Magee, MS, USA | N/A | Director * President | Director Exec Chairman of Brd | Director President | Director President | none | 5,150 | none | 1.270% | none | none |
| Marcia N. Wright Hattiesburg, MS, USA | public practice CPA | Director | Director | none | none | none | 723 | none | 0.178% | partner, Wright CPA Group | 50% Wright & King, P.A. 25% Fairview Road Farms 100% 809 Beach Rd. Tree Farm, LLC |
| Robert Eason Leake Ridgeland, MS, USA | owner and officer, insurance company | Director * Chairman | Director Vice-Chairman | none | none | none | 114,405 | none | 28.204% | Chairman & CEO, Ross & Yerger Jackson, MS | 3.22% Ross & Yerger, Inc. 100% Leake Timber Holdings Mississippi, LLC 100% Leake Timber Holdings Alabama, LLC 100% Splinter Creek Land Company, LLC |
| Robert L. Lyle Brandon, MS, USA | officer, woodlands management company | Director | Director | none | none | none | 1,407 | none | 0.347% | Executive Vice President The Molpus Woodlands Group | none |
| Charles R. Prince Magee, MS, USA | public practice CPA | Director | Director | none | none | none | 875 | none | 0.216% | sole proprietor Charles R. Prince CPA | none |
| Gale Martin Brandon, MS, USA | executive | Director | Director | none | none | none | 953 | none | 0.237% | Executive Director, Rankin County Chamber of Commerce | 50% The Party Line Ltd. |
| Eugene Brinson Polk, Jr. Magee, MS, USA | pharmacist | Director | Director | none | none | none | 1,760 | none | 0.434% | Pharmacist, Polk's Pharmacy Magee, MS | 13% Gene Polk's, Inc. 50% SideKick Farms, LLC 100% Polk Enterprises, Inc. 100% GPRX, LLC 100% Tre Polk, LLC |
| Wirt A. Yerger, III Jackson, MS, USA | entrepreneur | Director | Director | none | none | none | 30,029 | none | 7.403% | Manager - Crown Communications | 50% Peachcreek Timber I, LLC 29% Crown Communications, LLC 50% Malbis Properties 54% Yerger Properties, LP 95% HiWire Aviation, LLC 100% Kudzu Hospitality, LLC 100% Kudzu Holdings, LLC 100% Kudzu Mineral Group, LLC 100% Kudzu Food Services, LLC 95% Kudzu Oil Properties, LLC 95% Glacier Holdings, LLC 100% KFS Hanes Mall, LLC 50% The Blake at Malbis, LLC 92% Scat, LLC 50% WAY Three, LLC 100% WAY Timber, LLC 9.51% Magnolia Mountain Properties, LLC 1% Whitefish Number Three, LP 3.35% Cavalier Wireless, LLC 1% Whitefish Number One, LP 1% Whitefish Number Four, LP 1% Whitefish Number Two, LP 50% Apeiron, LLC 50% Glacier Cotton Company, LLC 15.36% WRY Energy, LLC |

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PriorityOne Capital Corporation
 Directors, Officers, and Shareholders
 December 31, 2015

| Name & Address | Principal Occupation if other than with BHC | Holding Company | Position / Title | | | | Holding Company Shares | Ownership of Subsidiaries | Holding Company Ownership | Occupation / Business Affiliation | 12/31/15 Ownership of Other Entities (voting) |
|-----------------------------------------------------------------------|------------------------------------------------|--------------------|------------------------|-----------------------|------------------------------------|------------------------------------------------------|------------------------------|---------------------------------|---------------------------------|--------------------------------------|--------------------------------------------------------|
| | | | PriorityOne Bank | POC Holdings, Inc. | PriorityOne Insurance Agency | Title Services, Commercial Title Services, LLC | | | | | |
| Edward G. Woodard Ridgeland, MS, USA | N/A | none | Division President | none | none | none | 1,000 | none | 0.247% | none | none |
| Willie Macko Hattiesburg, MS, USA | N/A | none | Division President | Vice President | none | none | 2,711 | none | 0.668% | none | none |
| Anthony Chester White Brandon, MS, USA | N/A | none | Division President | Vice President | none | none | 3,526 | none | 0.869% | none | 25% B&C Home Builders, LLC |
| Martha G. Underwood Mize, MS, USA | N/A | Secretary | EVP, CFO Controller | Director Treasurer | none | none | 2,687 | none | 0.662% | none | none |
| John Mark Williams Mendenhall, MS, USA | N/A | none | EVP, COO | none | none | none | 1,000 | none | 0.247% | none | none |
| Fountaine McNair Magee, MS, USA | N/A | none | Division President | none | none | none | 1,185 | none | 0.292% | none | none |
| Mary Montague Yerger Dunbar and related trusts Jackson, MS, USA | none | none | none | none | none | none | 41,153 | none | 10.145% | none | none |
| PriorityOne Capital Corp ESOP Magee, MS, USA | N/A | N/A | N/A | N/A | N/A | N/A | 40,160 | none | 9.900% | N/A | none |

* Messrs. Busby and Leake are also trustees for the ESOP. Voting is done by both trustees, together.

No executive officer, director, or principal shareholder of PriorityOne Capital Corporation has any equity ownership in any of its subsidiaries.

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4/13/16