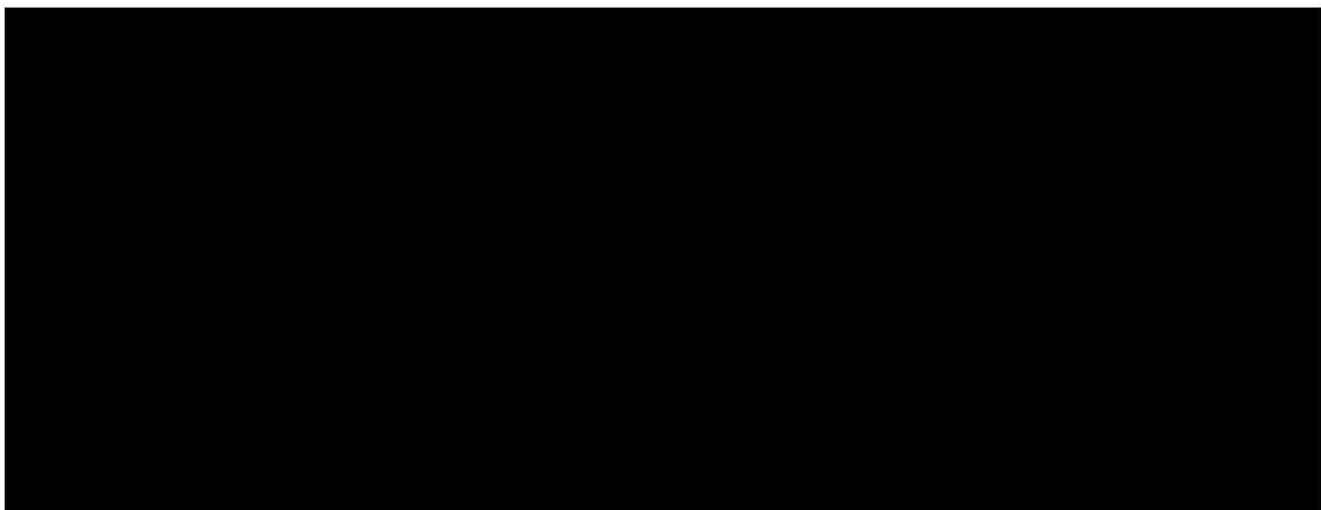


220 MAIN AVENUE NORTH • P.O. BOX 516 • MAGEE, MISSISSIPPI 39111-0516
PHONE (601) 849-3311 • FAX (601) 849-2130 • www.priorityonebank.com



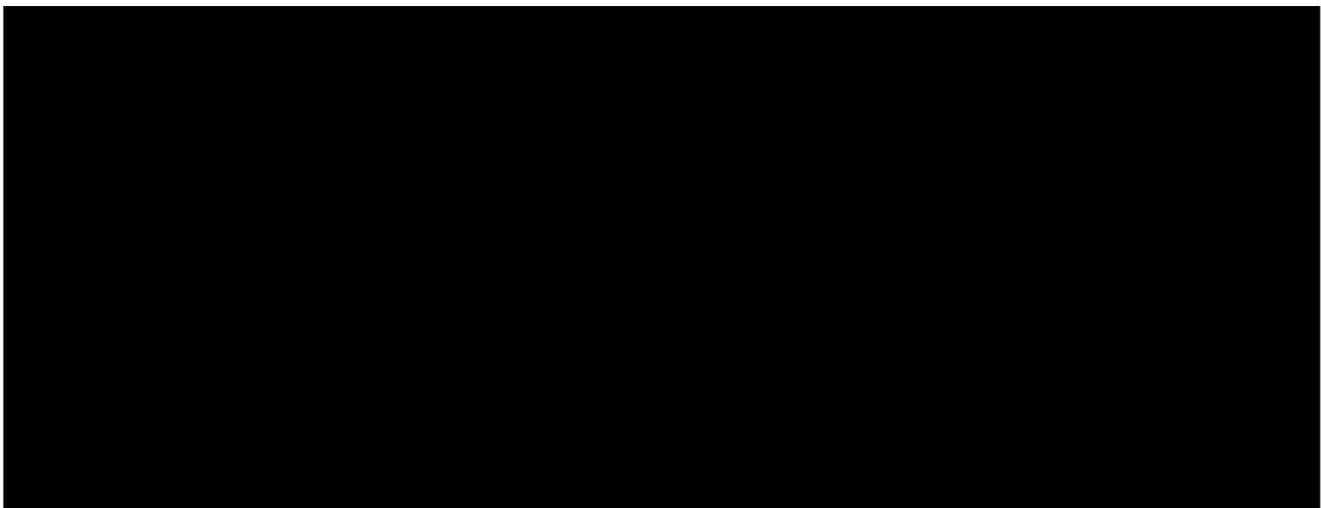
Our One Priority Is You.™



Report Item

Comments

- | | |
|---|--|
| 1 | An annual report is not yet available. A copy will be forwarded to the FRB as soon as practicable. |
| 2 | An organization chart is enclosed |
| 3 | A list of major shareholders is enclosed. |
| 4 | A list of directors, officers, and principal shareholders is enclosed. |



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, **Jerry Deas**

Name of the Bank Holding Company Director and Official

EVP, CFO, Director

Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

PriorityOne Capital Corporation

Legal Title of Bank Holding Company

P.O. Box 516

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

Magee	MS	39111
City	State	Zip Code

220 Main Avenue North

Physical location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

Martha Underwood **SVP / Controller**

Name Title

601-423-0087

Area Code / Phone Number / Extension

601-849-2130

Area Code / FAX Number

munderwood@priorityonebank.com

E-mail 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.

Jerry Deas

Signature of Bank Holding Company Director and Official

03/27/2012

Date of Signature

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

For Federal Reserve Bank Use Only

RSSD ID _____

C.I. _____

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

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

RECEIVED

MAR 29 2012

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

1084575

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.

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Date of Report (top-tier bank holding company's fiscal year-end):
December 31, 2011
Month / Day / Year

I, Jerry Deas
Name of the Bank Holding Company Director and Official
EVP, CFO, Director
Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address
PriorityOne Capital Corporation
Legal Title of Bank Holding Company
PO Box 516
(Mailing Address of the Bank Holding Company) Street / P.O. Box
Magee SC 39111
City State Zip Code
220 Main Avenue North
Physical location (if different from mailing address)

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.

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:
Martha Underwood SVP / Controller
Name Title
601-423-0087
Area Code / Phone Number / Extension
601-849-2130
Area Code / FAX Number
munderwood@priorityonebank.com
E-mail Address

Jerry Deas
Signature of Bank Holding Company Director and Official
03/27/2012
Date of Signature

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

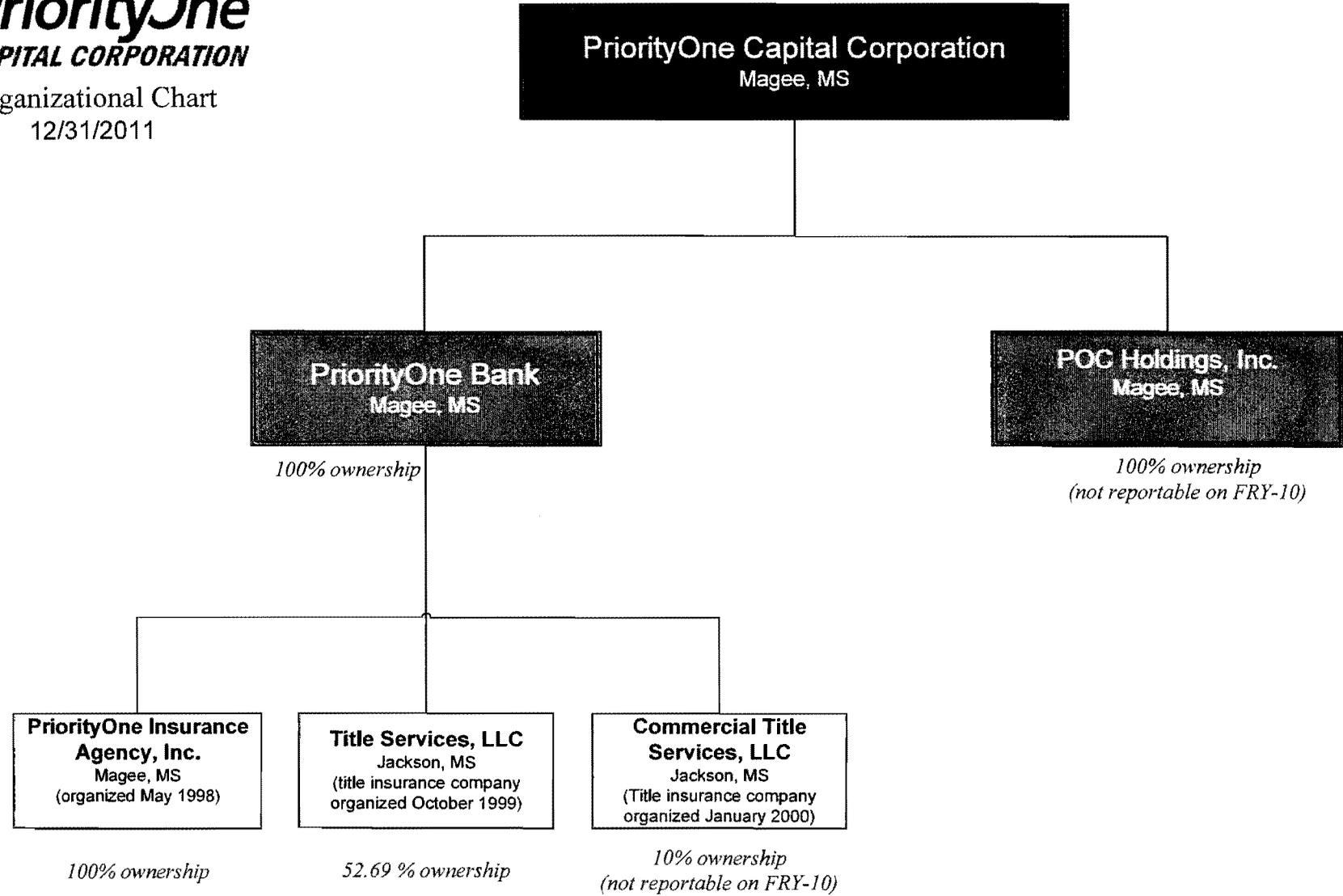
For bank holding companies not registered with the SEC—
Indicate status of Annual Report to Shareholders:
 is included with the FR Y-6 report
 will be sent under separate cover
 is not prepared

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 _____
C.I. _____



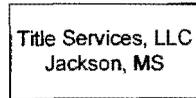
Organizational Chart
12/31/2011



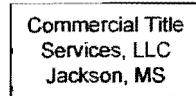
Purpose of Affiliated Organizations



Formed to acquire from time to time certain assets (deemed to be distressed or illiquid) of PriorityOne Capital Corporation's bank subsidiary, PriorityOne Bank.



This company sells title insurance to consumer bank customers of the participating banks.



This company sells title insurance to commercial bank customers of the participating banks.



This company was formed by PriorityOne Bank to sell insurance products to bank customers.

PriorityOne Capital Corporation
Principal Shareholders
December 31, 2011

Name and Address	Holding Company Shares Owned	
	#	%
Robert Eason Leake Jackson, MS	118,335	26.800%
Mary Montague Yerger Dunbar, and related trusts Jackson, MS	32,775	7.423%
Eugene B. Polk, Sr. Family Trust c/o Mickey Aldridge Batesville, MS	28,000	6.341%
Mary Montague Yerger (wife), Wirt Yerger, Jr. (husband), Jackson, MS	38,347	8.685%
Frank Montague Yerger and related trusts Jackson, MS	32,100	7.270%
Wirt A. Yerger, III and related trusts Jackson, MS	35,381	8.013%
PriorityOne Capital Corp. ESOP Magee, MS co-trustees: Eason Leake and Odean Busby Voting requires the agreement of both co-trustees.	44,291	10.031%

Notes: (1) All of the above are U.S. citizens/entities.
(2) No other person or entity exceeded 5% ownership during 2010 or 2011.

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

PriorityOne Capital Corporation
 Directors, Officers, and Shareholders
 December 31, 2011

Name & Address	Principal Occupation if other than with BHC	Position / Title					Holding Company Shares	Ownership of Subsidiaries	Holding Company Ownership	Occupation / Business Affiliation	Ownership of Other Entities (voting)
		Holding Company	PriorityOne Bank	POC Holdings, Inc.	PriorityOne Insurance Agency	Title Services, Commercial Title Services, LLC					
Robert Bames Magee, MS	N/A	Director	Director President, CEO Chief Lending Officer	Director Vice President	Director Vice Pres	Manager Secretary Treasurer, CFO	4,380	none	0.992%	none	none
Odean Busby Magee, MS	N/A	Director * President	Director Exec Chairman of Brd	Director President	Director President	none	5,150	none	1.166%	none	none
Jerry Deas Magee, MS	N/A	Director EVP, CFO Secretary	Director EVP, CFO Secretary	Director Secretary	Director Secretary- Treasurer	none	4,025	none	0.912%	none	none
R. Eason Leake Jackson, MS	owner and officer, insurance company	Director * Chairman	Director Vice-Chairman	none	none	none	118,335	none	26.800%	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	officer, woodlands management company	Director	Director	none	none	none	3,166	none	0.717%	Executive Vice President The Molpus Woodlands Group	none
Charles R. Prince Magee, MS	public practice CPA	Director	Director	none	none	none	522	none	0.118%	sole proprietor Charles R. Prince CPA	none
Gale Martin Brandon, MS	executive	Director	Director	none	none	none	556	none	0.126%	Executive Director, Rankin County Chamber of Commerce	50% The Party Line Ltd.
E. Brinson Polk, Jr. Magee, MS	pharmacist	Director	Director	none	none	none	1,760	none	0.399%	Pharmacist, Polk's Pharmacy Magee, MS	13% Gene Polk's, Inc. 50% SideKick Farms, LLC 100% Polk Enterprises, Inc. 100% GPRX, LLC
Wirt A. Yerger, III Jackson, MS	entrepreneur	Director	Director	none	none	none	35,381	none	8.013%	Manager - Crown Communications	50% Peachcreek Timber 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 Food Services, LLC 95% Kudzu Oil Properties, LLC 95% Glacier Holdings, LLC 99% KFS Hanes Mall, LLC 50% The Blake at Malbis, LLC 92% Scat, LLC 50% WAY Three, LLC

PriorityOne Capital Corporation
 Directors, Officers, and Shareholders
 December 31, 2011

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	Ownership of Other Entities (voting)
			PriorityOne Bank	POC Holdings, Inc.	PriorityOne Insurance Agency	Title Services, Commercial Title Services, LLC					
Janice M. Bryant Collins, MS	N/A	none	Division President	none	none	none	2,679	none	0.607%	none	none
Willie Macko Hattiesburg, MS	N/A	none	Division President	Vice President	none	none	3,244	none	0.735%	none	none
A. Chester White Brandon, MS	N/A	none	Division President	Vice President	none	none	3,526	none	0.799%	none	none
Samuel L. Whitehead Sumrall, MS	N/A	none	Division President	none	none	none	6,048	none	1.370%	none	50% Double W Horsepower Farm, LLC
Marcia N. Wright Hattiesburg, MS	public practice CPA	Director	Director	none	none	none	316	none	0.072%	partner, Wright CPA Group	50% Wright & King, P.A. 25% Fairview Road Farms
Martha G. Underwood Mize, MS	N/A	SVP Controller	SVP Controller	Director Treasurer	none	none	2,687	none	0.609%	none	none
PriorityOne Capital Corp ESOP Magee, MS	N/A	N/A	N/A	N/A	N/A	N/A	44,291	none	10.031%	N/A	none

* Msrs. 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.