

APR 01 2014

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. 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.

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

601-849-6431

Area Code / Phone Number / Extension

601-849-2130

Area Code / FAX Number

munderwood@priorityonebank.com

E-mail Address

Signature of Holding Company Director and Official

Date of Signature

3-26-14

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.

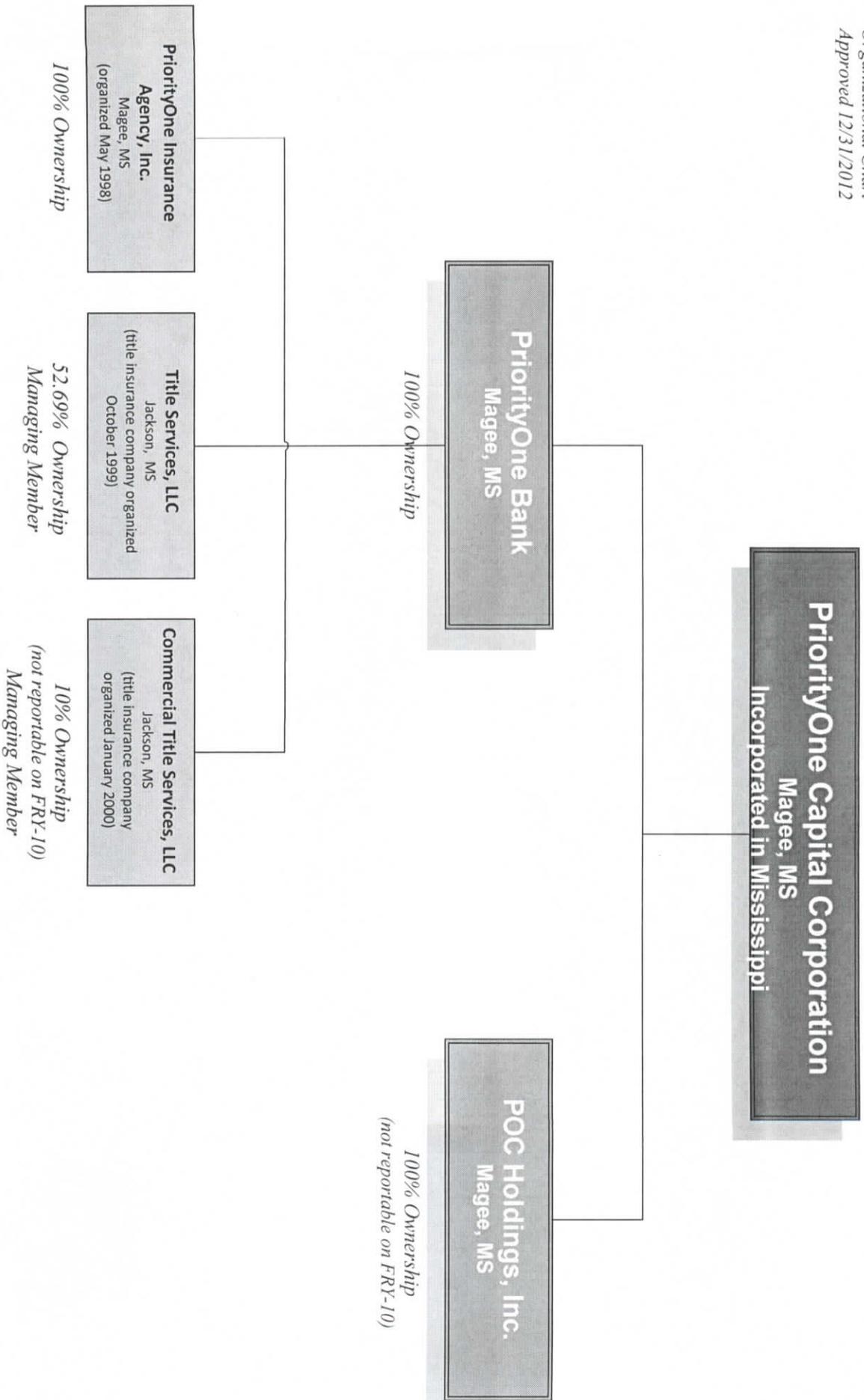
1084575

Address (URL) for the 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

Revised



* All entities are incorporated in Mississippi

Revised

Results: A list of branches for your holding company: PRIORITYONE CAPITAL CORPORATION (1084575) of MAGEE, MS. The data are as of 03/31/2014. Data reflects information that was received and processed through 04/07/2014.

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, make the data, enter 'Change' in the Data Action column and the date when this information first became valid in the Effective Date column.
 Add: 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 emailing 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	25093	8	PRIORITYONE BANK	956938	
OK		Full Service	45143	COLLINS BRANCH	215 MAIN STREET	COLLINS	MS	39428	COVINGTON	UNITED STATES	5456	3	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	43885	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	PELAHATCHE BRANCH	528 2ND STREET	PELAHATCHE	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	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, 2013

Name and Address	Holding Company Shares Owned	
	#	%
Robert Eason Leake Jackson, MS	118,405	28.471%
Mary Montague Yerger Dunbar, and related trusts Jackson, MS	36,043	8.667%
Eugene B. Polk, Sr. Family Trust c/o Mickey Aldridge Batesville, MS	28,000	6.733%
Mary Montague Yerger (wife), Wirt Yerger, Jr. (husband), Jackson, MS	28,543	6.863%
Frank Montague Yerger and related trusts Jackson, MS	35,368	8.504%
Wirt A. Yerger, III and related trusts Jackson, MS	56,058	13.480%
PriorityOne Capital Corp. ESOP Magee, MS co-trustees: Eason Leake and Odean Busby Voting requires the agreement of both co-trustees.	42,453	10.208%

Notes: (1) All of the above are U.S. citizens/entities.
(2) No other person or entity exceeded 5% ownership during 2012 or 2013.

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

PriorityOne Capital Corporation
 Directors, Officers, and Shareholders
 December 31, 2013

Name & Address	Principal Occupation if other than with BHC	Position / Title				Holding Company Shares	Ownership of Subsidiaries	Holding Company Ownership	Occupation / Business Affiliation	12/31/13 Ownership of Other Entities (voting)
		Holding Company	PriorityOne Bank	POC Holdings, Inc.	PriorityOne Insurance Agency					
Robert Barnes Magee, MS	N/A	Director	Director President, CEO Chief Lending Officer	Director Vice President	Director Vice Pres	4,380	none	1.053% none	none	
Odean Busby Magee, MS	N/A	Director * President	Director Exec Chairman of Bhd	Director President	Director President	5,150	none	1.238% none	none	
Marcia N. Wright Hattiesburg, MS	public practice CPA	Director	Director	none	none	448	none	0.108% partner, Wright CPA Group	50% Wright & King, P.A. 25% Fairview Road Farms 100% 809 Beach Rd. Tree Farm, LLC	
R. Eason Leake Jackson, MS	owner and officer, insurance company	Director * Chairman	Director Vice-Chairman	none	none	118,405	none	28.471% Chairman & CEO, Ross & Yerger Jackson, MS	3.22% Ross & Yerger, Inc. 100% Leake Timber Holdings Mississippi, LLC 100% Leake Timber Holdings Alabama, LLC 100% Splitter Creek Land Company, LLC	
Robert L. Lyle Brandon, MS	officer, woodlands management company	Director	Director	none	none	1,271	none	0.306% Executive Vice President The Molpus Woodlands Group	none	
Charles R. Prince Magee, MS	public practice CPA	Director	Director	none	none	619	none	0.149% sole proprietor Charles R. Prince CPA	none	
Gale Martin Brandon, MS	executive	Director	Director	none	none	688	none	0.165% Executive Director, Rankin County Chamber of Commerce	50% The Party Line Ltd.	
E. Brinson Polk, Jr. Magee, MS	pharmacist	Director	Director	none	none	1,760	none	0.423% Pharmacist, Polk's Pharmacy Magee, MS	13% Gerie Polk's, Inc. 50% Sidekick Farms, LLC 100% Polk Enterprises, Inc. 100% GPRX, LLC 100% The Polk, LLC	
Wirt A. Yerger, III Jackson, MS	entrepreneur	Director	Director	none	none	56,058	none	13.480% 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 Mail, LLC 50% The Blake at Malbis, LLC 92% Seal, LLC 50% WAY Three, LLC	

PriorityOne Capital Corporation
 Directors, Officers, and Shareholders
 December 31, 2013

Name & Address	Principal Occupation if other than with BHC	Position / Title						Holding Company Shares	Ownership of Subsidiaries	Holding Company Ownership	Occupation / Business Affiliation	12/31/13 Ownership of Other Entities (voting)
		Holding Company	PriorityOne Bank	POC Holdings, Inc.	PriorityOne Insurance Agency	Title Services, Commercial Title Services, LLC	Director Treasurer					
Janice M. Bryant Collins, MS	N/A	none	Division President	none	none	none	2,679	none	0.644%	none	none	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% Aptron, LLC 50% Glacier Cotton Company, LLC 15.36% WRY Energy, LLC
Willie Macko Hattiesburg, MS	N/A	none	Division President	Vice President	none	none	3,244	none	0.780%	none	none	25% B&C Home Builders, LLC
A. Chester White Brandon, MS	N/A	none	Division President	Vice President	none	none	3,526	none	0.848%	none	none	
Martha G. Underwood Mize, MS	N/A	Secretary	EVP, CFO Controller	Director Treasurer	none	none	2,687	none	0.646%	none	none	
John Mark Williams Mendenhall, MS	N/A	none	EVP, COO	none	none	none	1,000	none	0.240%	none	none	
Fountainne McNair	N/A	none	Division President	none	none	none	0	none	0.000%	none	none	
PriorityOne Capital Corp ESOP Magee, MS	N/A	N/A	N/A	N/A	N/A	N/A	42,453	none	10.208%	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.