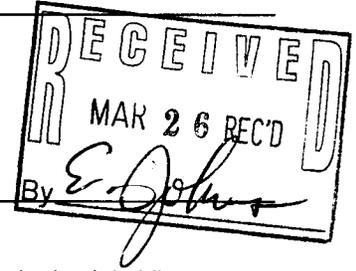


Board of Governors of the Federal Reserve System



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, Robert D. Gage, IV

Name of the Holding Company Director and Official

Chief Executive Officer & Director

Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

RiverHills Capital Corporation

Legal Title of Holding Company

P. O. Box 608

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

Port Gibson MS 39150

City State Zip Code

702 Market Street

Physical location (if different from mailing address)

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:

Arthur R. Bardwell Treasurer

Name Title

601-437-1010

Area Code / Phone Number / Extension

601-437-8601

Area Code / FAX Number

rbardwell@riverhillsbank.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.

Signature of Holding Company Director and Official

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

Date of Signature

03-22-2013

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 1082786
 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

Revised 2A
4-10-13

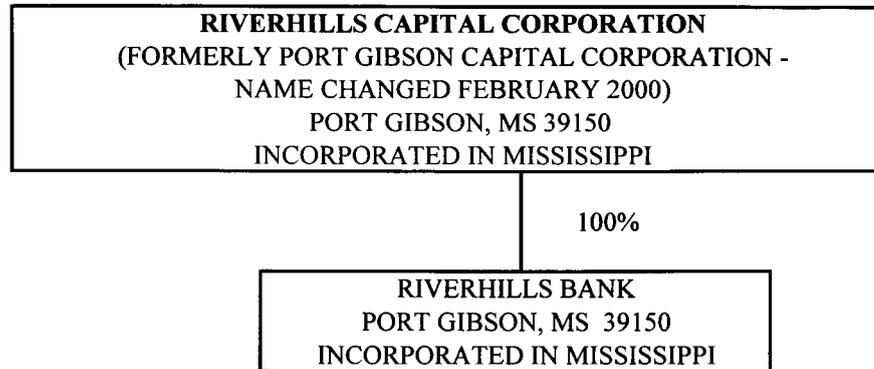
FORM FR Y-6
RiverHills Capital Corporation
Port Gibson, Mississippi
Fiscal Year Ended December 31, 2012

Report item:

1: a. The RiverHills Capital Corporation is not registered with the SEC so it is not required to prepare Form 10K with the SEC.

1: b. The RiverHills Capital Corporaton does prepare an annual report for the shareholders.
Enclosed are two copies of the annual report.

2a: Organizational Chart



2b: Domestic Branch Listing:

Poplar Name	Street Address	City	State	Zip Code	County	Country	Service Type	Opened
River Hills Bank Main Office	702 Market Street	Port Gibson	MS	39150	Claiborne	USA	Full Service	1890
Frontage Road Branch	2125 Frontage Road	Vicksburg	MS	39183	Warren	USA	Full Service	1999
Hwy. 61 North Branch	1400 Hwy 61 North	Vicksburg	MS	39183	Warren	USA	Full Service	2000

Revised 2B
4-10-13

FORM FR Y-6
RiverHills Capital Corporation
Port Gibson, Mississippi
Fiscal Year Ended December 31, 2012

3: Shareholders

Current shareholders with ownership, control or holdings of 5% or more
with power to vote as of 12-31-2012

<u>1. (a)</u> <u>Name & Address</u>	<u>1. (b)</u> <u>Country of</u>	<u>1. (c)</u> <u>Number and Percentage of</u> <u>Each Class of Voting Securities</u>
Robert D. Gage IV Port Gibson, MS 39150	USA	30,315 s/s-7.69% Common Stock
Jacquelyn S. Gage Port Gibson, MS 39150	USA	24,200 - 6.14% Common Stock
William M. Gage Jackson, MS 39225	USA	42,177 - 10.70% Common Stock
Terry Gage Quinn Cincinnati, OH 45243	USA	41,240 - 10.46% Common Stock
Ann McConaughy Baker McBee, SC 29101	USA	23,780 - 6.03% Common Stock
Isabella Myles Person Trust James Person, Jr., Trustee Port Gibson, MS 39150	USA	25,820 shares - 6.55% Common Stock

3: (2): None

Continued ...

FORM FR Y-6
RiverHills Capital Corporation
Port Gibson, Mississippi
Fiscal Year Ended December 31, 2012

4: Insiders

(1) Names & Address	(2) Principal Occupation if other than with Bank Holding	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with RiverHills Bank	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) List names of other cpanies if 25% or more of voting securiteis are held
James O. Carpenter Port Gibson, MS	Farmer	Director	Director	N/A	2.73%	None	N/A
Robert Cowart Vicksburg, MS	Contractor	Director	Director	N/A	0.05%	None	N/A
Daniel P. Edney, MD Vicksburg, MS	Physician	Director	Director	N/A	0.60%	None	N/A
Howell N Gage, Jr. Vicksburg, MS	Banker RiverHills Bank	Director COB	Director COB	N/A	3.13%	None	N/A
Robert D. Gage, IV Port Gibson, MS	Banker RiverHills Bank	Director CEO	Director CEO	N/A	13.83% *	None	N/A
William B. Hopson, Jr., MD Vicksburg, MS	Physician	Director	Director	N/A	0.51%	None	N/A
Joel H. Horton Vicksburg, MS	Banker RiverHills Bank	Director President	Director President	N/A	0.81%	None	N/A

Continued

FORM FR Y-6
RiverHills Capital Corporation
Port Gibson, Mississippi
Fiscal Year Ended December 31, 2012

4: Insiders - continued:

(1) Names & Address	(2) Principal Occupation if other than with Bank Holding	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with RiverHills Bank	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) List names of other cpanies if 25% or more of voting securiteis are held
J. S. Middleton, Jr. Clarksdale, MS	Oil Mill Manager	Director	Director	N/A	0.07%	None	N/A
J. W. Person, III Austin, TX	Real Estate and Securities Investor	Director	Director	N/A	0.03%	None	N/A
Robert L. St. John Port Gibson, MS	Retired	Director	Director	N/A	0.05%	None	N/A
Frank M. Wilson Port Gibson, MS	Retired	Director	Director	N/A	0.09%	None	N/A
William M. Gage Jackson, MS	Attorney	N/A	N/A	N/A	10.70% **	None	N/A
Terry Gage Quinn Cincinnati, OH	Homemaker	N/A	N/A	N/A	10.46% **	None	N/A

*Robert D. Gage, IV's shares include those of his wife, Jacqueline S. Gage, and his deceased father's Residuary Trust .

** William M. Gage and Terry G. Quinn are principal shareholders of the bank holding company, but they are not employed by or a director of either the bank holding company or its subsidiary.