

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, 2012
 Month / Day / Year

I, **BLAKE WILLIAMS**

Name of the Bank Holding Company Director and Official
PRESIDENT
 Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address
VERMILION BANCSHARES CORPORATION

Legal Title of Bank Holding Company
420 NORTH CUSHING AVENUE
 (Mailing Address of the Bank Holding Company) Street / P.O. Box
KAPLAN **LA** **70548**
 City State Zip Code

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.

Physical location (if different from mailing 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.

Person to whom questions about this report should be directed:

ROBERT S. CARTER, CPA
 Name Title
337-893-7944
 Area Code / Phone Number / Extension
337-893-7946
 Area Code / FAX Number
robc@kcsrpcas.com
 E-mail Address

Signature of Bank Holding Company Director and Official

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 **1141898**
 C.I. _____

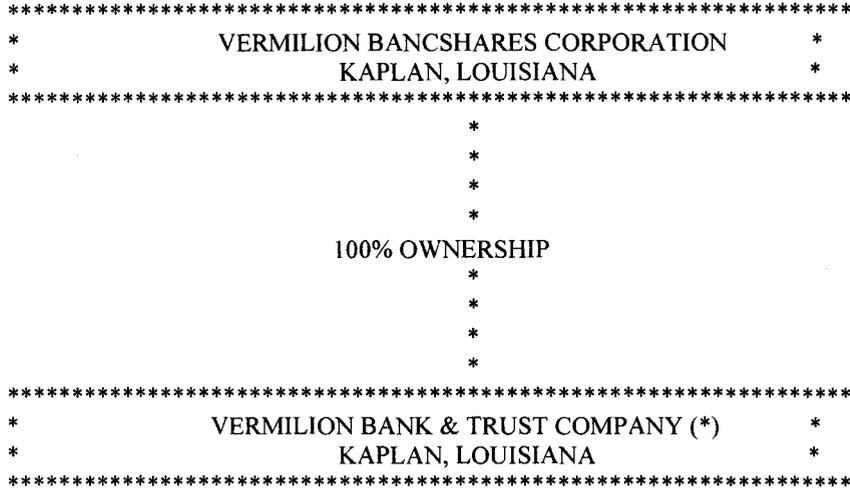
Address (URL) for the Bank Holding Company's web page

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

Revised

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VERMILION BANCSHARES CORPORATION
KAPLAN, LOUISIANA
ORGANIZATIONAL CHART
DECEMBER 31, 2012



(*) WHOLLY OWNED SUBSIDIARY

NOTE: THERE ARE NO HOLDINGS OVER 5% IN ANY OTHER COMPANY

STATE OF INCORPORATION:

VERMILION BANCSHARES CORPORATION – LOUISIANA
VERMILION BANK AND TRUST COMPANY - LOUISIANA

VERMILION BANCSHARES CORPORATION
 ITEM 2B - BRANCH LIST
 December 31, 2012

Branch Service Type	Branch ID_RSSD*	OPEN DATE	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM *	Office Number*	Head Office	Head Office ID_RSSD *
Full Service (Head Office)	754536	1959	VERMILION BANK & TRUST COMPANY	420 NORTH CUSHING AVENUE	KAPLAN	LA	70548	VERMILION	UNITED STATES	11783	-	VERMILION BANK & TRUST COMPANY	754536
Full Service	761039	1980	GUEYDAN BRANCH	211 MAIN ST	GUEYDAN	LA	70542	VERMILION	UNITED STATES	242939	1	VERMILION BANK & TRUST COMPANY	754536
Full Service	760537	1986	WEST-END BRANCH	900 W 1ST ST	KAPLAN	LA	70548	VERMILION	UNITED STATES	242940	2	VERMILION BANK & TRUST COMPANY	754536

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 VERMILION BANCSHARES CORPORATION
 SHAREHOLDERS WITH POWER TO VOTE 5% OR MORE OF STOCK
 DECEMBER 31, 2012

NAME/ ADDRESS	COUNTRY OF CITIZENSHIP OR INCORPORATION	NUMBER OF SHARES	PERCENTAGE OF VOTING
James E. Benoit Kaplan, La.	USA	6.91666666	10.30%
Blake S. Williams Lafayette, La.	USA	5.23333331	7.79%
James W. Thompson Kaplan, La.	USA	4	5.96%
Paul Roy Eleazar Kaplan, La.	USA	3.76666666	5.61% *

NOTE: NO OTHER SHAREHOLDERS HAVE HAD THE POWER TO VOTE 5% OR MORE OF COMPANY STOCK.

SHARES WHICH THE SHAREHOLDER HAVE THE POWER TO VOTE INCLUDES SHARES IN THE NAME OF WIFE AND CHILDREN.

*	Paul Roy Eleazar	2.06%
	Dorothy Eleazar	2.06%
	Paula Eleazar	<u>1.49%</u>
	Total	<u>5.61%</u>

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VERMILION BANCSHARES CORPORATION
DIRECTORS AND OFFICERS
DECEMBER 31, 2012

NAME/ADDRESS	TITLE		OWNERSHIP TITLE, OR POSITION WITH ANY OTHER BUSINESS	PRINCIPAL OCCUPATION	SHARES OWNED HOLDING COMPANY	% OF VOTING SHARES IN HOLDING COMPANY	% OF VOTING SHARES IN SUBSIDIARY
	HOLDING COMPANY	VERMILION BANK & TRUST (SUBSIDIARY)					
JAMES E. BENOIT KAPLAN, LA.	DIRECTOR VICE PRESIDENT	DIRECTOR VICE PRESIDENT	NONE	RETIRED	6.91666666	10.30%	N/A
PAUL R. ELEAZAR KAPLAN, LA.	DIRECTOR SECRETARY/TREASURER	DIRECTOR SECRETARY/TREASURER	OWNER P.R. ELEAZAR REAL EST. 66 2/3% ELEAZAR FARMS 100%	RETIRED INS. AGT	3.76666666	5.61%	N/A *
LAINES W. VINCENT KAPLAN, LA.	DIRECTOR VICE CHAIRMAN	DIRECTOR VICE CHAIRMAN	RETIRED IMPLMNT DEALER	RETIRED MANAGER	3.33333333	4.96%	N/A
LYMAN VINCENT KAPLAN, LA.	DIRECTOR CHAIRMAN	DIRECTOR CHAIRMAN	RETIRED	RETIRED MANAGER	1.85	2.75%	N/A
BLAKE S. WILLIAMS LAFAYETTE, LA.	DIRECTOR PRESIDENT & CEO	DIRECTOR PRESIDENT & CEO	NONE	BANKER	5.23333331	7.79%	N/A
JOSEPH COUVILLON ABBEVILLE, LA	NONE	EXECUTIVE VICE- PRESIDENT	NONE	BANKER	1.5295	2.28%	N/A

NOTE: THESE INDIVIDUALS HOLD NO STOCK IN THE SUBSIDIARY BANK, VERMILION BANK TRUST COMPANY
ALL ABOVE ARE U.S.A. CITIZENS

* Paul Roy Eleazar	2.06%
Dorothy Eleazar	2.06%
Paula Eleazar	<u>1.49%</u>
Total	<u>5.61%</u>