



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.

I, Kirk A. Pellerin

Name of the Holding Company Director and Official  
President & CEO

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  
01/31/2013

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 1138094  
C.I. \_\_\_\_\_

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2012

Month / Day / Year

Reporter's Name, Street, and Mailing Address

Vernon Bancshares, Inc

Legal Title of Holding Company

P O Box 1271

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

Leesville LA 71496

City State Zip Code

400 North Sixth Street

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Gabriella Diehl Treasurer

Name Title

337-239-3865

Area Code / Phone Number / Extension

337-238-0869

Area Code / FAX Number

gdiehl@thevernonbank.com

E-mail Address

N/A

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

## For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

N/A

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

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Physical location (if different from mailing address)

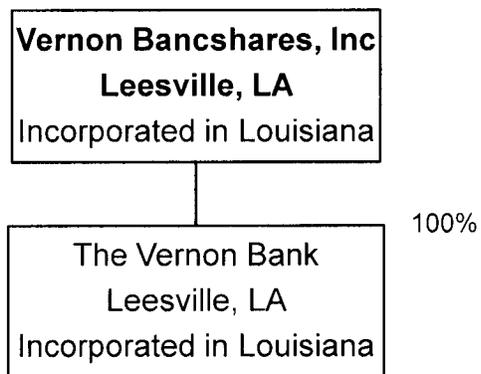
Form FR Y-6

Vernon Bancshares, Inc  
Leesville, LA  
Fiscal Year Ending December 31, 2012

Report Item

1: Annual Report To Shareholders  
Not Applicable

2a: Organizational Chart



2b: Domestic Branch Listing  
Submitted early via email on 1/24/2013

**Results:** A list of branches for your depository institution: VERNON BANK, THE (ID\_RSSD: 258632).  
 This depository institution is held by VERNON BANCSHARES, INC. (1138094) of LEESVILLE, LA.  
 The data are as of 12/31/2012. Data reflects information that was received and processed through 01/06/2013.

**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)	258632	VERNON BANK, THE	400 NORTH SIXTH STREET	LEESVILLE	LA	71446	VERNON	UNITED STATES	6741	0	VERNON BANK, THE	258632	
OK		Full Service	3992245	NEW LLANO BRANCH	3002 COLONY BLVD	NEW LLANO	LA	71461	VERNON	UNITED STATES	506054	4	VERNON BANK, THE	258632	

✓ CJP

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Vernon Bancshares, Inc  
Leesville, LA  
Fiscal Year Ending December 31, 2012

Report Item 3: **Securities holders**

(1)(a)(b)(c) and (2)(a)(b)(c)

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2012.			Securities holders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-2012.		
<b>(1)(a)</b> Name, City, State, Country	<b>(1)(b)</b> Country of Citizenship or Incorporation	<b>(1)(c)</b> Number and Percentage of Each Class of Voting Securities	<b>(2)(a)</b> Name City, State, Country	<b>(2)(b)</b> Country of Citizenship or Incorporation	<b>(2)(c)</b> Number and Percentage of Each Class of Voting Securities
Rand S. Alford Leesville, LA, USA	USA	7,000 - 5.44% Common Stock	Not Applicable	Not Applicable	Not Applicable
Dr. George D. Brandon Leesville, LA, USA	USA	12,966 - 10.09% Common Stock			
Carney Jean Midkiff Leesville, LA, USA	USA	15,964 - 12.42% Common Stock			
Malcolm D. Morris Leesville, LA, USA	USA	8,195 - 6.37% Common Stock			
Dr. Billie S. McRae Leesville, LA, USA	USA	17,638 - 13.72% Common Stock			
Brian C. McRae Shreveport, LA, USA	USA	17,787 - 13.84% Common Stock			
Martha S. Rankin Leesville, LA, USA	USA	10,060 - 7.83% Common Stock			
Joseph E. Williams Leesville, LA, USA	USA	15,000 - 11.67% Common Stock			

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Vernon Bancshares, Inc  
Leesville, LA  
Fiscal Year Ending December 31, 2012

## Report Item 4: Insiders

(1), (2), (3)(a)(b)(c) and (4)(a)(b)(c)

(1) Name, City, State, Country	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Rand S. Alford Leesville, LA, USA	Automobile Dealer	N/A	Director (The Vernon Bank)	Vice President/Alford Motors, Inc Manager/All Hours Fitness	5.44%	None	Alford Motors, Inc (15%)
Dr. George D. Brandon Leesville, LA, USA	Doctor of Veterinary Medicine	Director	Director (The Vernon Bank)	Owner/ Brandon Veterinary Clinic	10.09%	None	Brandon Veterinary Clinic (100%)
Carney Jean Midkiff Leesville, LA, USA	Self Employed - Rental Property	Director	Director (The Vernon Bank)	Manager/ Midkiff Properties, LLC	12.42%	None	Midkiff Properties, LLC (100%)
Malcolm D. Morris Leesville, LA, USA	Insurance Agent/ Realtor	Director	Director (The Vernon Bank)	President/Morris Insurance Agency, Inc Partner/Morris Real Estate President/Forest Lawn Memorial Cemetery, Inc Manager/Morris of Leesville, LLC Manager/OSCWIN, Inc	6.37%	None	Morris Ins, Inc (100%) Morris Team Realty, LLC (100%) Forest Lawn, Inc (100%) Morris of Leesville, LLC (100%) OSCWIN, Inc (100%)
Dr. Billie S. McRae Leesville, LA, USA	Retired	Director/Chairman of the Board	Director/Chairman of the Board (The Vernon Bank)	N/A	13.72%	None	None
Brian C. McRae Shreveport, LA, USA	Attorney	Director	Director (The Vernon Bank)	N/A	13.84%	None	None
Kirk A. Pellerin DeRidder,	Bank President	Director/President/CEO	Director/President/ CEO	N/A	0.77%	None	N/A

(1) Name, City, State, Country	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
LA, USA			(The Vernon Bank)				
Martha S. Rankin Leesville, LA, USA	Retired	Director	Director (The Vernon Bank)	Manager/MSR of Vernon, LLC	7.83%	None	MSR of Vernon, LLC (53.6%)
Mark Thompson Zachary, LA, USA	Banker	Director/Vice Chairman	Director/Vice Chairman (The Vernon Bank)	N/A	None	None	N/A
Joseph E. Williams Leesville, LA, USA	Contractor	Director	Director (The Vernon Bank)	President/Apeck Construction, LLC Manager/Apeck Aggregate Supply, LLC Manager/Apeck Communications, LLC President/Williams Management & Consulting, Inc Manager/Williams Equipment, LLC Partner/JMS Transportation Partnership Manager/MTW Ranch, LLC	11.67%	None	Apeck Construction, LLC (35%) Apeck Aggregate Supply, LLC (35%) Apeck Communications, LLC (35%) Williams Management & Consulting, Inc (50%) Williams Equipment, LLC (35%) JMS Transportation Partnership (33 1/3%)
R. Arlene Terrell Leesville, LA, USA	Corporate Secretary/ Banker	Secretary of the Board	Executive Vice President/Secretary of the Board (The Vernon Bank)	N/A	None	None	N/A
Gabriella T. Diehl Leesville, LA, USA	Banker	Treasurer	Vice President/ Cashier/Internal Auditor (The Vernon Bank)	N/A	None	None	N/A
Alana K. Stephens Leesville, LA, USA	Banker	Internal Auditor	Vice President (The Vernon Bank)	N/A	None	None	N/A