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By E. Johnson

**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, Don W. Ayres
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.*

Don W. Ayres
Signature of Holding Company Director and Official

3/13/13
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 1083635
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
American Gateway Financial Corporation
Legal Title of Holding Company
320 North Alexander Avenue
(Mailing Address of the Holding Company) Street / P.O. Box

| City | State | Zip Code |
|---|---|---|
| Port Allen | LA | 70767 |

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

| Name | Title |
|---|---|
| Jimmy Alford | Controller |

225-382-9246
Area Code / Phone Number / Extension
225-383-4420
Area Code / FAX Number
jalford@amgb.com
E-mail Address
www.amgb.com
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

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

# Form FR Y-6

**12/31/2012**
**(Formerly West Baton Rouge Bancshares, Inc.)**
**Baton Rouge, Louisiana**
**Fiscal Year Ending December 31, 2012**

**Report Item 1: ANNUAL REPORT TO SHAREHOLDERS**

Consolidated and parent bank holding company financial statements for the years ended December 31, 2012 and 2011, are presented in the 2012 annual report. Consolidated financial statements for 2012 and 2011 have been audited.

**2: a. ORGANIZATIONAL CHART**

Parent: American Gateway Financial Corporation
320 N. Alexander Avenue
Port Allen, LA 70767
(Owner 217,944 shares -- 100% of American Gateway Bank)

Subsidiary: American Gateway Bank
11307 Coursey Blvd
Baton Rouge, LA 70816
(217,944 shares outstanding)

**b. DOMESTIC BRANCH LISTING - Submitted via email on 3/5/13.**

**3: (1) SHAREHOLDERS (5% OR MORE OWNERSHIP)**

| (1)(a) Name & Address (City, State, Country) | (1)(b) Country of Citizenship or Incorporation | (1)(c) No. of Shares % Common Stock |
|---|---|---|
| **Marshall T. Reynolds**<br>Huntington, WV | U.S. | 36,694 Shares Owned<br>16.84% |
| **Anna & William Wilkinson**<br>Port Allen, LA | U.S. | 16,057 Shares Owned<br>5,187 Naked Owner of Usufruct<br>7.37% (Total) |

**3: (2) SHAREHOLDERS (5% OR MORE VOTING SECURITIES)**

None

**4: DIRECTORS AND OFFICERS**

A listing of directors and officers is enclosed.

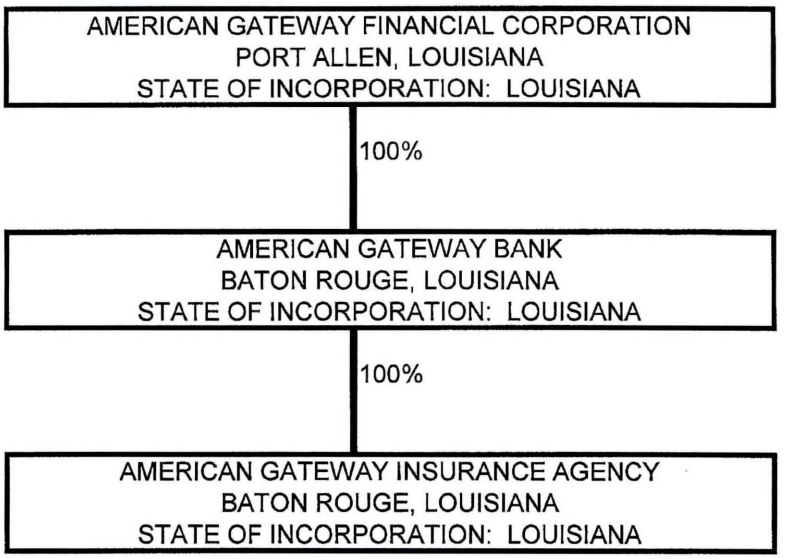
Revised

**Form FR Y-6**

Report Item

1 The Bank holding company prepares an annual report for its securities holders.

2 Organizational Chart



**Results:** A list of branches for your holding company: AMERICAN GATEWAY FINANCIAL CORPORATION (1083635) of PORT ALLEN, 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) | 893538 | AMERICAN GATEWAY BANK | 11307 COURSEY BOULEVARD | BATON ROUGE | LA | 70816 | EAST BATON ROUGE | UNITED STATES | 251 | 0 | AMERICAN GATEWAY BANK | 893538 | |
| OK | | Full Service | 3295076 | DOWNTOWN BRANCH | 412 NORTH 4TH STREET | BATON ROUGE | LA | 70802 | EAST BATON ROUGE | UNITED STATES | 430465 | 13 | AMERICAN GATEWAY BANK | 893538 | |
| OK | | Full Service | 1958283 | FLORIDA STREET BRANCH | 4944 FLORIDA BLVD | BATON ROUGE | LA | 70806 | EAST BATON ROUGE | UNITED STATES | 181498 | 3 | AMERICAN GATEWAY BANK | 893538 | |
| OK | | Full Service | 3319347 | JEFFERSON HIGHWAY BRANCH | 7880 JEFFERSON HWY | BATON ROUGE | LA | 70809 | EAST BATON ROUGE | UNITED STATES | 433458 | 15 | AMERICAN GATEWAY BANK | 893538 | |
| OK | | Full Service | 2804752 | PERKINS ROAD BRANCH | 10725 PERKINS ROAD | BATON ROUGE | LA | 70810 | EAST BATON ROUGE | UNITED STATES | 181505 | 10 | AMERICAN GATEWAY BANK | 893538 | |
| OK | | Full Service | 830832 | BRUSLY BRANCH | 729 S VAUGHN | BRUSLY | LA | 70719 | WEST BATON ROUGE | UNITED STATES | 181496 | 1 | AMERICAN GATEWAY BANK | 893538 | |
| OK | | Full Service | 2909602 | DENHAM SPRING BRANCH | 31635 LA HWY 16 | DENHAM SPRINGS | LA | 70726 | LIVINGSTON | UNITED STATES | 443745 | 17 | AMERICAN GATEWAY BANK | 893538 | |
| OK | | Full Service | 298339 | ERWINVILLE DRIVE IN FACILITY | 4610 POYDRAS BAYOU | ERWINVILLE | LA | 70729 | WEST BATON ROUGE | UNITED STATES | 181497 | 2 | AMERICAN GATEWAY BANK | 893538 | |
| OK | | Full Service | 2550004 | GONZALES BRANCH | 1821 WEST HIGHWAY 30 | GONZALES | LA | 70737 | ASCENSION | UNITED STATES | 486596 | 18 | AMERICAN GATEWAY BANK | 893538 | |
| OK | | Full Service | 3288050 | PORT ALLEN BRANCH | 320 NORTH ALEXANDER AVENUE | PORT ALLEN | LA | 70767 | WEST BATON ROUGE | UNITED STATES | 441457 | 16 | AMERICAN GATEWAY BANK | 893538 | |
| OK | | Full Service | 4053929 | ZACHARY BRANCH | 1858 CHURCH STREET | ZACHARY | LA | 70791 | EAST BATON ROUGE | UNITED STATES | 499522 | 19 | AMERICAN GATEWAY BANK | 893538 | |

# Form FR Y-6

**December 31, 2012**

**Report Item 4: Directors and Officers**
(1)(2)(3)(a)(b)(c) and (4)(a)(b)(c)

| (1) Names & Address (City, State, Country) | (2) Principal Occupation if other than with Bank Holding Company | (3)(a) Title & Position with American Gateway Financial Corporation | (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 American Gateway Financial Corporation | (4)(b) Percentage of Voting Shares in Subsidiary** | (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) |
|---|---|---|---|---|---|---|---|---|
| John A. Berthelot<br>Gonzales, LA | Retired - Businessman<br>State Representative - District 88 | Director:<br>American Gateway Financial Corporation<br>and American Gateway Bank | N/A | St Elizabeth Hospital<br>River Parish Community College Foundation<br>State Representative - District 88 | Board of Directors<br>Board of Directors | 105 Shares<br>0.05% | NONE | NONE |
| Lytle J. Chustz<br>Addis, LA | Retired - Businessman | Assistant Secretary and Director:<br>American Gateway Financial Corporation<br>and American Gateway Bank | N/A | NONE | | 3,180 Shares<br>1.46% | NONE | NONE |
| Timothy W. Hardy<br>Baton Rouge, LA | Attorney | Secretary and Director:<br>American Gateway Financial Corporation<br>and American Gateway Bank | N/A | Roedel Parsons Koch Blache Balhoff &<br>McCollister | Partner | 210 Shares<br>0.10% | NONE | NONE |
| Jeffrey A. Kleinpeter<br>Baton Rouge, LA | Businessman | Director:<br>American Gateway Financial Corporation<br>and American Gateway Bank | N/A | Kleinpeter Farms Dairy, LLC<br>DBK, LLC<br>Wild Wing Hunts, LLC<br>The Woods, LLC | President<br>Managing Partner<br>Owner<br>Managing Partner | 135 Shares<br>0.06% | NONE | NONE |
| David L. Laxton III<br>Baton Rouge, LA | Businessman | Chairman & Director:<br>American Gateway Financial Corporation<br>and American Gateway Bank | N/A | Edgen Murray II, L.P.<br>Edgen Group Inc.<br>Bourland & Leverich Holdings LLC | Executive Vice President &<br>Chief Financial Officer<br>Executive VP & CFO<br>Executive VP & CFO | 1,627 Shares<br>0.75% | NONE | NONE |
| Donna M. Mayeux<br>Baton Rouge, LA | Businesswoman -<br>Consultant | Director:<br>American Gateway Financial Corporation<br>and American Gateway Bank | N/A | Mayeux & Associates | President | 389 Shares<br>0.18% | NONE | Mayeux & Associates - 100% |
| Mark Murrell<br>Bayou Goula, LA | Businessman | Director:<br>American Gateway Financial Corporation<br>and American Gateway Bank | N/A | Murrell Trading Company<br>Tally-Ho Group | President & Owner<br>Vice President | 105 Shares<br>0.05% | NONE | Murrell Trading Company - 100%<br>Tally-Ho Group - 33% |
| N. LaRon Phillips<br>Baton Rouge, LA | Retired - Businessman | Director:<br>American Gateway Financial Corporation<br>and American Gateway Bank | N/A | Springview Casualty Company | Board of Directors | 1,171 Shares<br>0.54% | NONE | NONE |
| G. Randolph Rice<br>Baton Rouge, LA | Retired - LSU Professor<br>Emeritus | Director:<br>American Gateway Financial Corporation<br>and American Gateway Bank | N/A | Consultant | - Sole Proprietor | 105 Shares<br>0.05% | NONE | Consultant - Sole Proprietor - 100% |
| Don W. Ayres<br>Baton Rouge, LA | Banker | President & Chief Executive Officer:<br>American Gateway Financial Corporation<br>and American Gateway Bank | N/A | NONE | | 2,407 Shares<br>1.10% | NONE | NONE |
| Terre L. Bidwell<br>Baton Rouge, LA | Banker | Chief Financial Officer/Cashier and Executive<br>Vice President:<br>American Gateway Financial Corporation<br>and American Gateway Bank | N/A | NONE | | - Shares<br>0.00% | NONE | NONE |
| Ricky J. Sparks<br>St. Francisville, LA | Banker | Chief Administrative Officer and Exe. Vice Pres<br>American Gateway Financial Corporation<br>and American Gateway Bank | N/A | NONE | | 309 Shares<br>0.14% | NONE | NONE |
| Craig Livingston<br>Baton Rouge, LA | Banker | Chief Lending Officer and Senior Vice Presider<br>American Gateway Financial Corpration and<br>American Gateway Bank | N/A | NONE | | - Shares<br>0.00% | NONE | NONE |
| Marshall T Reynolds<br>Huntington, WV | Businessman | Principal Shareholder:<br>American Gateway Financial Corporation<br>and American Gateway Bank | N/A | Abigail Adams Bancorporation<br>Champion Industries<br>Energy Services of America<br>Premier Financial Banccorp<br>Summit State Bank<br>Champion Printing | Director<br>Chairman/CEO<br>Chairman<br>Chairman<br>Director<br>Chairman/CEO | 36,694 Shares<br>16.84% | NONE | Champion Graphics - 42%<br>Summit State Bank - 27% |

**(1) = Ownership Interest less than twenty-five percent.**
**** Parent (American Gateway Financial Corporation - Formerly West Baton Rouge Bancshares, Inc.) owns 100% of Subsidiary (American Gateway Bank).**