

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, Michael L. Creed  
Name of the Holding Company Director and Official  
President & CEO  
Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address  
BOJ Bancshares, Inc.  
Legal Title of Holding Company  
P.O. Box 248  
(Mailing Address of the Holding Company) Street / P.O. Box  
Jackson LA 70748  
City State Zip Code  
1542 Charter Street, Jackson, LA 70748  
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:  
Heather N. Spillman Sr. VP, CFO  
Name Title  
225-634-7741  
Area Code / Phone Number / Extension  
225-634-1046  
Area Code / FAX Number  
hspillman@thbank.net  
E-mail Address  
www.thbank.net  
Address (URL) for the Holding Company's web page

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]  
Signature of Holding Company Director and Official  
03/14/2013  
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 1086177  
C.I. \_\_\_\_\_

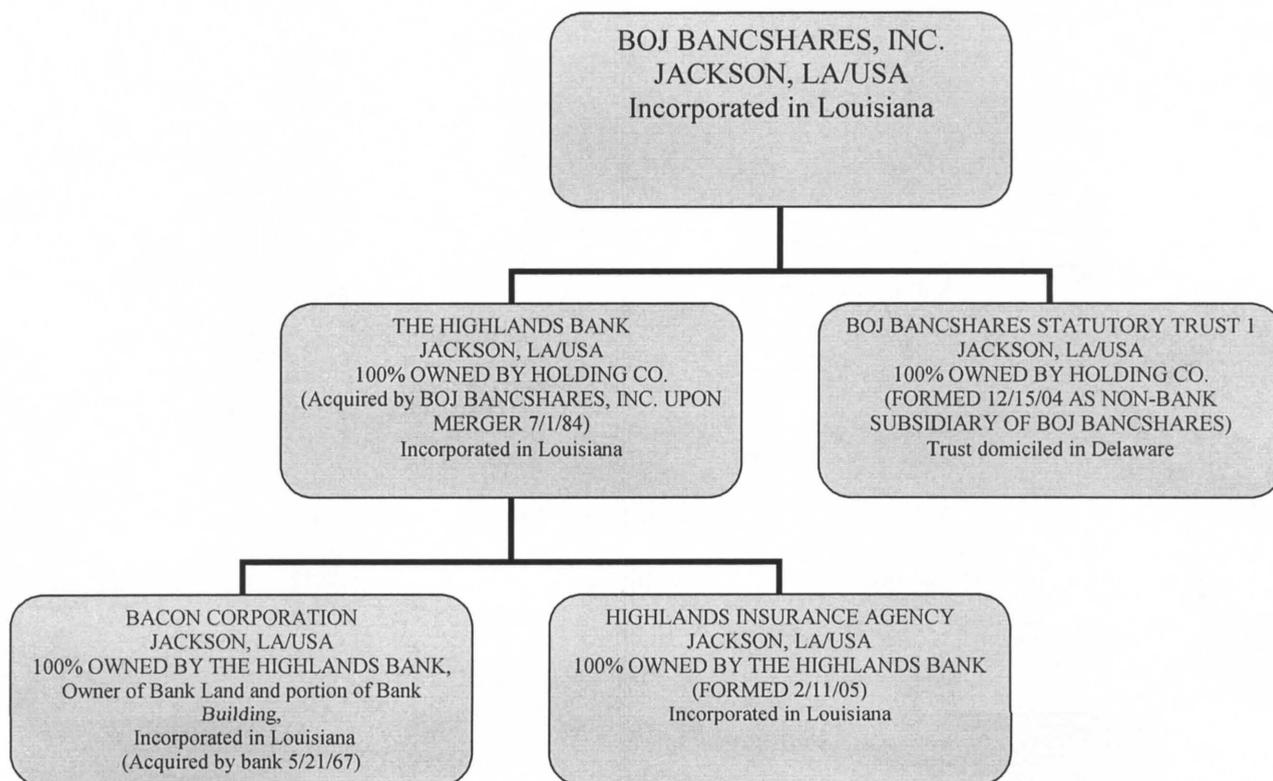
Does the reporter request confidential treatment for any portion of this submission?  
 Yes Please identify the report items to which this request applies:  
 In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.  
 The information for which confidential treatment is sought is being submitted separately labeled "Confidential."  
 No

FORM FR Y-6

**BOJ BANCSHARES, INC.**  
**JACKSON, LOUISIANA**  
FISCAL YEAR ENDING DECEMBER 31, 2012

Item 1. The BHC does not prepare an annual report to shareholders. The CPA Consolidated Financial Report as of 12/31/2012 is enclosed.

Item 2a. Organizational Chart



**Results:** A list of branches for your holding company: BOJ BANCSHARES, INC. (1086177) of JACKSON, 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)	499538	HIGHLANDS BANK, THE	1542 CHARTER STREET	JACKSON	LA	70748	EAST FELICIANA	UNITED STATES	248	0	HIGHLANDS BANK, THE	499538	
OK		Full Service	3723104	HIGHLAND ROAD BRANCH	5505 HIGHLAND ROAD	BATON ROUGE	LA	70808	EAST BATON ROUGE	UNITED STATES	468931	4	HIGHLANDS BANK, THE	499538	
OK		Full Service	3587708	SAINT FRANCISVILLE BRANCH	7370 US HIGHWAY 61	SAINT FRANCISVILLE	LA	70775	WEST FELICIANA	UNITED STATES	458329	3	HIGHLANDS BANK, THE	499538	
OK		Full Service	500836	SLAUGHTER BRANCH	HWY 19	SLAUGHTER	LA	70777	EAST FELICIANA	UNITED STATES	181489	1	HIGHLANDS BANK, THE	499538	
OK		Full Service	3097300	ZACHARY OFFICE	1112 CHURCH STREET	ZACHARY	LA	70791	EAST BATON ROUGE	UNITED STATES	364619	2	HIGHLANDS BANK, THE	499538	

109

**FORM FR Y-6**

**BOJ BANCSHARES, INC.  
JACKSON, LOUISIANA  
FISCAL YEAR ENDING DECEMBER 31, 2012**

Item 2b. Submitted via e-mail on 2/8/13. Hardcopy also enclosed.

Item 3.(1) Shareholders owning 5% or more of outstanding common stock:

- 1) ROBERT A. CONNELL—5,948.07<sup>1</sup> shares or 18.48%  
Jackson, LA/USA
- 2) THE HIGHLANDS BANK SAVINGS AND RETIREMENT PLAN—  
6,069.65<sup>2</sup> shares or 18.85%  
Jackson, LA/USA
- 3) GAYLE GILLUM MACDIARMID—4,714<sup>3</sup> shares or 14.64%  
Jackson, LA/USA
- 4) M. LEROY HARVEY, JR.—4,415 shares or 13.71%  
Jackson, LA/USA
- 5) MICHAEL L. CREED—2,063.61<sup>4</sup> shares or 6.41% and 1,500 options on  
common stock or 4.60%<sup>5</sup>  
Jackson, LA/USA

Item 3.(2) None.

Item 4. See Attachment 4

---

<sup>1</sup> Includes 1,114.07 shares held of record by The Highlands Bank ESOP for the benefit of Robert Connell.

<sup>2</sup> Voting power with respect to mergers, consolidations or other similar transactions, which are described in section 409(e)(3) of the Internal Revenue Code, is vested in the participants of the plan. With respect to all other matters, voting power is vested in the trustees, who are Michael L. Creed, President of the Company, and Heather N. Spillman, Chief Financial Officer of the Company.

<sup>3</sup> Includes 252 shares held of record by husband, Martin A. Macdiarmid, Jr., which would be considered a family group as defined by the 1997 amendment to Reg. Y.

<sup>4</sup> Includes 1,510.12 shares held of record by The Highlands Bank ESOP for the benefit of Michael L. Creed and 3.49 shares held of record by The Highlands Bank ESOP for the benefit of Michael Hunter Creed, son of Michael L. Creed, which would be considered a family group as defined by the 1997 amendment to Reg Y.

<sup>5</sup> Percentage ownership of options calculated using total shares outstanding prior to issuance of 1,500 options.

(1) NAME/ADDRESS	(2) Principal occupation if other than with BHC	(3a) Title w/ BHC	(3b) Title with Subs	(3c) Title w/ Other Businesses	(4a) % Voting Shares in BHC	(4b)** % Voting shares in Subs	(4c) Voting Share in Other companies if 25% or more held
M. Leroy Harvey, Jr. Jackson, LA/USA	Self-Real Estate, Invest, Timberland	Director/Chairman	Director/Chairman-The Highlands Bank	Sole Proprietor-Harvey Enterprises Exec. Director--Republic West Florida (non-profit org.) Majority Stockholder (no title)--Feliciano Winery Partner--Balmoral Estates, LLC	13.71%	None	Balmoral Estates--33%
Robert A. Connell Jackson, LA/USA	Attorney	Director/Sr. VP	Director/Sr. VP-The Highlands Bank Trustee-BOJ Bancharges Statutory Trust I Director/Secty. Treasurer--Bacon Corp.	Owner Law Office	18.48%	None	None
Charlie L. Massey Slaughter, LA/USA	Retired Hospital Admin/ Building Contractor	Director	Director-The Highlands Bank	50% owner--Massey & Mizell Contractors, Inc.	1.33%	None	Massey & Mizell--50%
Henry I. Rogillio Jackson, LA/USA	Retired Plant Executive	Director	Director-The Highlands Bank	Partner--Rogillio Rental Property	4.72%	None	Rogillio Rental Prop--50%
Scott Harrington Jackson, LA/USA	Self--Real Estate, Invest, Timberland	Director	Director-The Highlands Bank	50% owner--Harrington Office LLC	1.55%	None	Harrington Office--50%
Michael L. Creed Jackson, LA/USA	None	Pres/CEO/Director	Pres/CEO/Director-The Highlands Bank Pres/Director-Bacon Corp. Trustee-BOJ Bancshares Statutory Trust I Pres/CEO-Highlands Insurance Agency	50% owner--RW&MC Properties, LLC	6.41%	None	RW&MC Prop--50%
Shelton Watts Baton Rouge, LA/USA	Retired Educator, Mayor, City of Central	Director	Director-The Highlands Bank	50% owner--AAS Company	0.24%	None	AAS Company--50%
Heather Spillman St. Francisville, LA/USA	None	CFO	Sr. VP/CFO-The Highlands Bank	None	0.07%	None	None
Gayle Gillum Macdiarmid Jackson, LA/USA	Housewife	None	None	None	14.64%*	None	None
The Highlands Bank Savings and Retirement Plan	Bank Retirement Plan - KSOP (401(k)/ESOP hybrid)	N/A	N/A	N/A	18.85%	None	N/A
*Note: Although Gayle Macdiarmid is not a director or officer of the bank holding company, information is provided because she is considered a "principal shareholder" of the BHC.							
**Stock of The Highlands Bank is 100% owned by Holding Company--Director/Officers do not have voting/ownership shares in bank subsidiary or any other direct or indirect subsidiary							