

Board of Governors of the Federal Reserve System

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MAR 28 2012



Annual Report of Bank Holding Companies—FR Y-6

1086177

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, 2011
Month / Day / Year

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

Reporter's Name, Street, and Mailing Address
BOJ Bancshares, Inc.
Legal Title of Bank Holding Company
P.O. Box 248
(Mailing Address of the Bank 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 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.

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:
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 Bank Holding Company's web page

[Signature]
Signature of Bank Holding Company Director and Official
03/14/2012
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 _____
C.I. _____

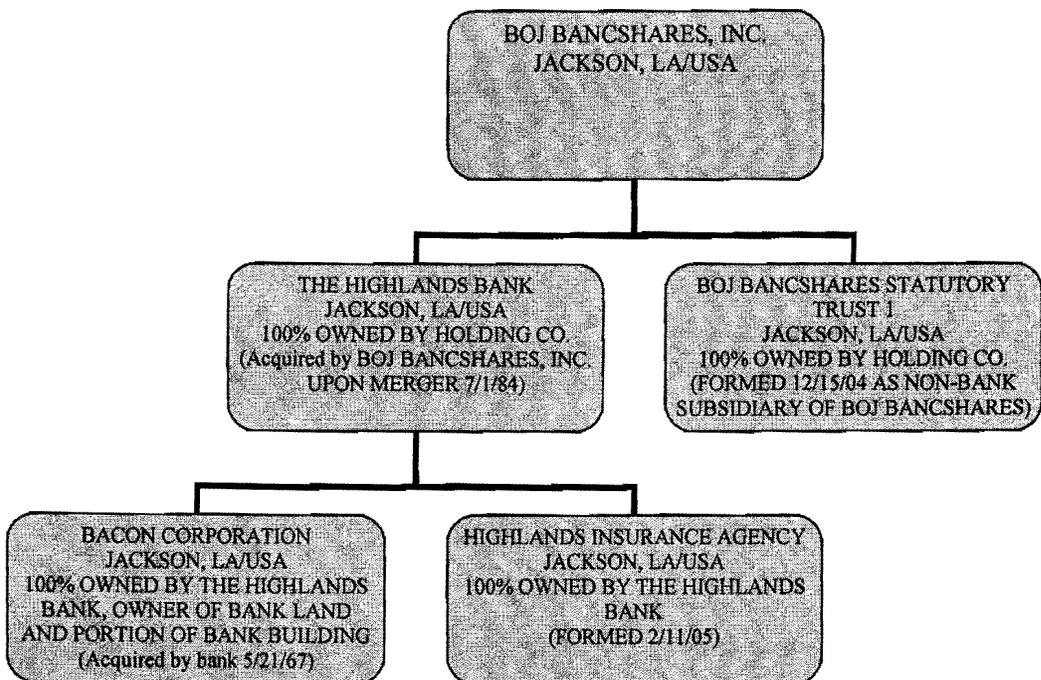
Does the reporter request confidential treatment for any portion of this submission?
 Yes Please identify the report items to which this request applies:
 In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.
 The information for which confidential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

FORM FR Y-6

BOJ BANCSHARES, INC.
JACKSON, LOUISIANA
FISCAL YEAR ENDING DECEMBER 31, 2011

Item 1. The BHC does not prepare an annual report to shareholders. The CPA Consolidated Financial Report as of 12/31/2011 is enclosed.

Item 2a. Organizational Chart



FORM FR Y-6

**BOJ BANCSHARES, INC.
JACKSON, LOUISIANA
FISCAL YEAR ENDING DECEMBER 31, 2011**

Item 2b. Submitted via e-mail on 1/20/12. Hardcopy also enclosed.

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

- 1) ROBERT A. CONNELL—5,942.63¹ shares or 18.46%
Jackson, LA/USA
- 2) THE HIGHLANDS BANK SAVINGS AND RETIREMENT PLAN—
6,069.65² shares or 18.80%
Jackson, LA/USA
- 3) GAYLE GILLUM MACDIARMID—4,714³ 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—2,041.40⁴ shares or 6.34% and 1,500 options on
common stock or 4.60%⁵
Jackson, LA/USA

Item 3.(2) None.

Item 4. See Attachment 4

¹ Includes 1,108.63 shares held of record by The Highlands Bank Savings and Retirement Plan for the benefit of Robert Connell.

² 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.

³ 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.

⁴ Includes 1,491.40 shares held of record by The Highlands Bank Savings and Retirement Plan for the benefit of Michael L. Creed.

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

Results: A list of branches for your BHC: BOJ BANCSHARES, INC. (1086177) of JACKSON, LA.

The data are as of 12/31/2011. Data reflects information that was received and processed through 01/05/2012.

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	

(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 Bancshares Statutory Trust I Director/Secty. Treasurer--Bacon Corp.	Owner Law Office	18.46%	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	6.34%	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	24.00%	None	AAS Company--50%
Heather Spillman St. Francisville, LA/USA	None	CFO	Sr. VP/CFO-The Highlands Bank	None	0.04%	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	18.80%	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							