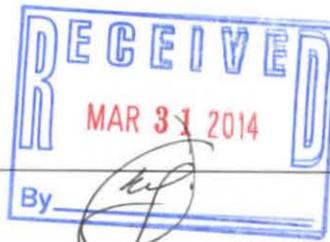




Annual Report of Holding Companies—FR Y-6



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, 2013

Month / Day / Year

I, **JoAnn Duplechin**

Reporter's Name, Street, and Mailing Address

CPB Bancshares, Inc.

Name of the Holding Company Director and Official

Director and Vice-President

Legal Title of Holding Company

P O Box 100

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.

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

Church Point LA 70525

City State Zip Code

114 Main Street, Church Point, LA 70525

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:

JoAnn Duplechin Vice-President

Name Title

337-684-6303

Area Code / Phone Number / Extension

337-684-4755

Area Code / FAX Number

joann@churchpointbank.com

E-mail Address

N/A

Signature of Holding Company Director and Official

03/25/2014

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

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 3477528

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

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.

Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical location (if different from mailing address)	Physical location (if different from mailing address)
Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical location (if different from mailing address)	Physical location (if different from mailing address)
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Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
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City State Zip Code	City State Zip Code
Physical location (if different from mailing address)	Physical location (if different from mailing address)

CPB BANCSHARES, INC.
Church Point, Louisiana

**SUMMARY OF REPORT ITEMS REQUIRED FOR FORM FR Y-6
FOR THE TWELVE MONTH PERIOD ENDING DECEMBER 31, 2013**

- Report Item 1: CPB Bancshares, Inc. does not prepare an annual report for its shareholders. – **None.**
- Report Item 2a: Organizational Chart -- **Enclosed**
- Report Item 2b: Domestic Branch Listing – **Emailed to Federal Reserve Bank**
- Report Item 3: Securities Holders -- **Enclosed**
- Report Item 4: Insiders -- **Enclosed**

CPB BANCSHARES, INC
Church Point, Louisiana

REPORT ITEM 2a.: ORGANIZATIONAL CHART
AS OF DECEMBER 31, 2013

CPB BANCSHARES, INC. Church Point, Louisiana Incorporated in Louisiana	
	100.00%
CHURCH POINT BANK & TRUST COMPANY Church Point, Louisiana Incorporated in Louisiana	

All other items -- Not Applicable

CPB BANCSHARES, INC
Church Point, Louisiana

REPORT ITEM 2b.: DOMESTIC BRANCH LISTING
AS OF DECEMBER 31, 2013

Submitted by email on **March 25, 2014.**

Results: A list of branches for your holding company: CPB BANCSHARES, INC. (3477528) of CHURCH POINT, LA.
 The data are as of 12/31/2013. Data reflects information that was received and processed through 04/07/2014.

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	12/31/2013	Full Service (Head Office)	568238	CHURCH POINT BANK AND TRUST COMPANY	114 NORTH MAIN	CHURCH POINT	LA	70525	ACADIA	UNITED STATES	11350	0	CHURCH POINT BANK AND TRUST COMPANY	568238	

CPB BANCSHARES, INC.
Church Point, Louisiana

**REPORT ITEM 3: SECURITIES HOLDERS
AS OF DECEMBER 31, 2013**

(1)				(2)			
Current security holders with ownership, control or holdings of 5% or more with power to vote as of 12/31/2013				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 calendar year ending 12/31/2013			
(1)(a)	(1)(b)	(1)(c)		(2)(a)	(2)(b)	(2)(c)	
Name and Address of Shareholders <small>(City, State, Country)</small>	Country of Citizenship or Inc.	Number of Shares -- Common Stock	Percentage Ownership -- Common Stock	Name and Address of Shareholders <small>(City, State, Country)</small>	Country of Citizenship or Inc.	Number of Shares -- Common Stock	Percentage Ownership -- Common Stock
F. Rodney Daugereaux Church Point, LA <small>(i)</small>	U S A	6,003 shares	13.08%	None	N/A	N/A	N/A
				None	N/A	N/A	N/A
				None	N/A	N/A	N/A
				None	N/A	N/A	N/A

CPB BANCSHARES, INC.
Church Point, Louisiana

REPORT ITEM 4: INSIDERS
AS OF DECEMBER 31, 2013

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)		(4)(b)		(4)(c)	
Name and Address (City, State, Country)	Principal Occupation if other than with Bank Holding Company	Title & Position With Bank Holding Company	Title & Position With Subsidiary Bank (Church Point Bank & Trust Co)	Title & Position With Other Businesses (Include names of other businesses)	Bank Holding Company -- Number of Shares Owned or Controlled	Bank Holding Company -- Percent of Shares Owned or Controlled	Direct or Indirect BHC Subsidiaries-- Shares Owned or Controlled	Direct or Indirect BHC Subsidiaries-- Percent Owned or Controlled	Name of Other Companies or Partnerships 25% or more Controlled	Other Companies 25% or More Controlled-- Percent of Voting Securities
Jerome J. Lambert Crowley, LA	CEO, President - Church Point Bank & Trust Company	Director	CEO, President Director	N/A	605	1.32%	None	N/A	None	N/A
JoAnn Duplechin Church Point, LA	Vice-President Church Point Bank & Trust Company	Director	Vice President Director	N/A	None	0.00%	None	N/A	None	N/A
Donald J. Higginbotham Church Point, LA	Retired	Director	Director	N/A	1,550	3.38%	None	N/A	None	N/A
F. Rodney Daugereaux Church Point, LA	Executive	Director	Director	President Rod's Thrifty Mart	6,003	13.08%	None	N/A	Rod's Thrifty Mart	100.00%
Carol J. Smith Lafayette, LA	Self Employed	Director	Director	Owner of Rental Properties	883	1.92%	None	N/A	Rental Properties	100.00%
Carol J. Richard Church Point, LA	Self Employed	Director	Director	Independent Consultant	1,325	2.89%	None	N/A	Carol J. Richard Independent Consultant	100.00%
Mark C. Link Branch, LA	Farmer	Director	Director	Owner Farmer	1,180	2.57%	None	N/A	Mark C. Link Farm	100.00%
Paul D. Matte Church Point, LA	Retired	Director	Director	N/A	1,360	2.96%	None	N/A	None	N/A
W. Simmons Sandoz Opelousas, LA	Attorney	Director	Director	Partner 50.00%	200	.44%	None	N/A	Sandoz & Sandoz Law Firm	50.00%