



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, Normand Desautels

Reporter's Name, Street, and Mailing Address

Desjardins FSB Holdings, Inc.

Legal Title of Holding Company

1001, East Hallandale Beach Blvd

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

Hallandale FL 33009
City State Zip Code

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.

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:

Lucie Valois Vice-President of finances
Name Title

514-281-7000 7685

Area Code / Phone Number / Extension

514-287-9949

Area Code / FAX Number

lucie.valois@desjardins.com

E-mail Address

Normand Desautels
Signature of Holding Company Director and Official

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

2010312013

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 306 5895
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
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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)
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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)

revised

Form FR Y-6

**Desjardins FSB Holdings, Inc.
Fiscal Year Ending December 31, 2012**

Report Item 1: Annual report to shareholders

Enclosed are two copies of the Consolidated Financial Statements of Desjardins FSB Holdings, Inc. and Subsidiaries for the years ended December 31, 2012 and 2011.

Report Item 2a: Organization Chart

Desjardins FSB Holdings, Inc. incorporated in Delaware holds 100% of the outstanding common stock of Desjardins Bank, National Association, incorporated in Delaware and 100% of the outstanding common stock of Desjardins Florida Loan Center, Inc. incorporated in Delaware, both located in Hallandale, Florida.

Report Item 2b: Domestic Branch Listing

The FR Y-6 2012 Depository Institution Branch Data Verification Report, as of March 15, 2013.

Results: A list of branches for your depository institution: DESJARDINS BANK, NATIONAL ASSOCIATION (ID_RSSD: 1940747). This depository institution is held by DESJARDINS FSB HOLDINGS, INC. (3065896) of HALLANDALE, FL. The data are as of 12/31/2012. Data reflects information that was received and processed through 02/24/2013.

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)	1940747	DESJARDINS BANK, NATIONAL ASSOCIATION	1001 EAST HALLANDALE BEACH BLVD	HALLANDALE	FL	33009	BROWARD	UNITED STATES	47448	0	DESJARDINS BANK, NATIONAL ASSOCIATION	1940747	
OK		Full Service	3600652	DESJARDINS BANK, NA LAUDERHILL BRANCH	7329 WEST OAKLAND PARK BOULEVARD	LAUDERHILL	FL	33319	BROWARD	UNITED STATES	45361S	3	DESJARDINS BANK, NATIONAL ASSOCIATION	1940747	
OK		Full Service	3229718	POMPANO BEACH BRANCH	2741 EAST ATLANTIC BOULEVARD	POMPANO BEACH	FL	33062	BROWARD	UNITED STATES	362707	2	DESJARDINS BANK, NATIONAL ASSOCIATION	1940747	

revised

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Desjardins FSB Holdings, Inc.
Fiscal Year Ending December 31, 2012

Report Item 3: Securities holders

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

Current Shareholders with ownership, control or holding of 5% or more with power to vote as of fiscal year ending December 31, 2011			Shareholders 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 December 31, 2011		
(1)(a) Name & Address	(1)(b) Country of Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a)	(2)(b)	(2)(c)
Monique Leroux, Chair of the Board La Caisse centrale Desjardins du Québec Montréal, Québec, Canada	Canada	750 – 100% Common Stock	None	-	-

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Desjardins FSB Holdings, Inc.
Fiscal Year Ending December 31, 2012

Report Item 4: Insiders

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

(1) Name & Address	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries	(3)(c) Title & Position with Other Businesses	(4)(a)(b)(c) Percentage of Voting Shares in Bank Holding Company, Subsidiaries or other Companies
La Caisse centrale Desjardins du Québec Québec, Canada	-	Sole shareholder	-	-	100%
Leroux F., Monique Québec, Canada	President of the Desjardins Group, Chief Executive Officer, Fédération des caisses Desjardins du Québec	Director Chairman of the Board & Chief Executive Officer	N/A	Director Chairman of the Board & Chief Executive Officer, Caisse centrale Desjardins	None
Boudreault, Laurier Québec, Canada	General Manager, Caisse Desjardins des Rivières Chaudière et Etchemin	Director	N/A	Director, Fédération des caisses Desjardins du Québec and Caisse centrale Desjardins	None
Chamberland, Serges Québec, Canada	Retired	Director	N/A	Director Fédération des caisses Desjardins du Québec and Caisse centrale Desjardins	None
Desautels, Normand Québec, Canada	Senior Vice-President and General Manager, Personal Services Fédération des caisses Desjardins du Québec	Director Treasurer	Président, Desjardins Financial Loan Center	None	None
Gauvin, L.-Daniel Québec, Canada	Senior Vice President and General Manager Caisse centrale Desjardins	Director	N/A	None	None
Lapierre, Réjean Sunrise, Florida, U.S.A.	Accountant	Assistant-Treasurer	Director, Desjardins Bank, N.A.	None	None
Lemelin, Line Québec, Canada	Ergotherapeute	Director	N/A	Director Fédération des caisses Desjardins du Québec and Caisse centrale Desjardins	None
Paré, Denis Québec, Canada	Notary	Director Vice Chairman of the Board	N/A	Director, Fédération des caisses Desjardins du Québec and Caisse centrale Desjardins	None
Tourangeau, Serge Québec, Canada	Retired	Director	N/A	Director, Fédération des caisses Desjardins du Québec and Caisse centrale Desjardins	None

Valois, Lucie Québec, Canada	Vice President, Personal Services Finance Fédération des caisses Desjardins du Québec	Assistant-Treasurer	Treasurer, Desjardins Financial Loan Center	None	None
Vinet, Yvon Québec, Canada	Notary	Director Secretary of the Board	N/A	Director, Fédération des caisses Desjardins du Québec and Caisse centrale Desjardins	None