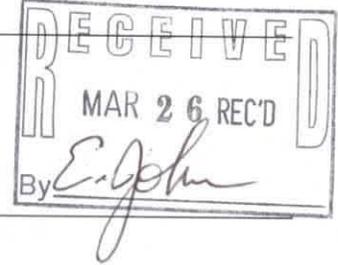


Board of Governors of the Federal Reserve System



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, John I. Stewart

Reporter's Name, Street, and Mailing Address

Feliciana Bancshares, Inc.,

Name of the Holding Company Director and Official

President & CEO

Legal Title of Holding Company

P. O. Box 247

Title of the Holding Company Director and Official

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

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.

Clinton LA 70722
City State Zip Code

10926 Plank Road

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:

Russell Conger CFO

Name Title

225-683-8565

Area Code / Phone Number / Extension

225-683-8568

Area Code / FAX Number

rconger@felicianabank.com

E-mail Address

www.felicianabank.com

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

Signature of Holding Company Director and Official

Date of Signature 3-22-13

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 4211 336
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

Reused

Form FR Y-6

Feliciana Bancshares, Inc.

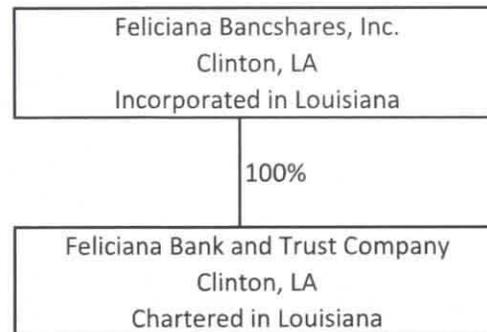
Clinton, Louisiana

Fiscal Year Ending December 31, 2012

Report Item

1: Not Applicable - The bank holding company does not prepare an "Annual Report to Shareholders".

2a: Organizational Chart



Revised

Item 2a: Domestic Branch Listing

Results: A list of branches for your depository institution: FELICIANA BANK & TRUST COMPANY (ID_RSSD: 879439). This depository institution is held by FELICIANA BANKSHARES, INC. (4211336) of CLINTON, LA. The data are as of 12/31/2012. Data reflects information that was received and processed through 04/10/2013.

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 ID_RSSD*	Branch Service Type	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number	Head Office ID_RSSD*	Comments
OK	12/31/2012	879439	Full Service (Head Office)	FELICIANA BANK & TRUST COMPANY	10926 PLANK ROAD	CLINTON	LA	70722	EAST FELICIANA	UNITED STATES	904	0	879439	
OK	12/31/2012	352138	Full Service	BLUFF CREEK BRANCH	503 HIGHWAY 37	CLINTON	LA	70722	EAST FELICIANA	UNITED STATES	189439	2	879439	
OK	12/31/2012	817235	Full Service	NORWOOD BRANCH	13411 MAIN STREET	NORWOOD	LA	70761	EAST FELICIANA	UNITED STATES	189438	1	879439	

Form FR Y-6
Felician Bancshares, Inc.
Fiscal Year Ending December 31, 2012

Report Item 3: Securities Holders

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

Current securities holders with ownership, control or holdings of 5% or more with the power to vote as of giscal year ending 12/31/2012				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 fiscal year ending 12/31/2012		
(2)(a)	(2)(b)	(2)(c)		(2)(a)	(2)(b)	(2)(c)
Name, State, Country	City, Country of Citizenship or Incorporation	Number and Percentages of Each Class of Voting Securities		Name, State, Country	City, Country of Citizenship or Incorporation	Number and Percentages of Each Class of Voting Securities
Elois B. Johnson Clinton, LA	USA	9,293 Common Stock	45%	None		
Jacki Johnson Andrews Clinton, LA	USA	1,431 Common Stock	7%			
Susan Johnson Bunch Clinton, LA	USA	1,438 Common Stock	7%			
Lyman L. Fleniken, Jr Clinton, LA	USA	1,100 (1) Common Stock	5%			
Judy Johnson Myles Zachery, LA	USA	1,649 Common Stock	8%			
The Paula Jaye Johnson S-Corp Trust Judy Johnson Myles, Trustee Zachery, LA	USA	1,156 (2) Common Stock	5%			

(1) Includes 8 shares held of record by Mr. Fleniken's spouse

(2) Mrs. Judy Johnson Myles is Trustee for the Trust

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 Feliciana Bancshares, Inc.
 Fiscal Year Ending December 31, 2012

Report Item 4: Insiders

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

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Name, City, State	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Position with Subsidiaries (include names of subsidiaries)	Position with Other business (include names of other business)	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	List names of other companies (include partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Susan J. Bunch Clinton, LA USA	N/A	Director	Director & Senior Vice President Feliciana Bank and Trust	N/A	7% (1)	N/A	N/A
Lyman L. Fleniken Clinton, LA USA	Convenience Store Operator	Director	Director Feliciana Bank and Trust	Owner Fleniken One Stop	5% (2)	N/A	Bluff Creek Redi-Mix 100% Fleniken One-Stop Inc 100% Fleniken's Sand & Gavel, Inc 100% Flen-Rock Company LLC 100%
Ovis Herrod Clinton, LA USA	Retired	Director	Director Feliciana Bank and Trust	N/A	1%	N/A	N/A
Douglas Jelks Clinton, LA USA	Hardware Store Operator	Director	Director Feliciana Bank and Trust	Owner Feliciana Pro Home Center	0% (3)	N/A	Feliciana Pro Home Center 100% Double J Investments Inc 100%
Elois B. Johnson Clinton, LA USA	N/A	Director & Chairman of the Board	Director & Receptionist Feliciana Bank and Trust	N/A	45%	N/A	N/A
Russel P. Conger Amite, LA USA	N/A	Treasurer & CFO	Executive Vice President Feliciana Bank and Trust	N/A	0%	N/A	N/A
Judy J. Myles Zachery, LA USA	Manager Law Office	Director & Secretary	Director Feliciana Bank and Trust	Office Manager Myles Law Firm	8% (4)(5)	N/A	KJ Squared LLC 50% J & H Hardwood Lumber Co Inc 25% Elois Bennett Johnson Irrevocable Trust for Daughters 25%
John M. Powell, Jr. Clinton, LA USA	Retired	Director	Director Feliciana Bank and Trust	N/A	0%	N/A	Feliciana Escrow 100% John Powell, LLC 100%
John Irwin Stewart Clinton, LA USA	N/A	Director, President, & Chief Executive Officer	Director, President, & Chief Executive Officer Feliciana Bank and Trust	N/A	0%	N/A	CSIC LLC 100%
Jacki J. Andrews Clinton, LA USA	Nurse	N/A	N/A	Employee	7% (6)	N/A	N/A

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 Felician Bancshares, Inc.
 Fiscal Year Ending December 31, 2012

Report Item 4: Insiders

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

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Name, City, State	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Position with Subsidiaries (include names of subsidiaries)	Position with Other business (include names of other business)	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	List names of other companies (include partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
The Paula Jaye Johnson S-Corp Trust Zachery, LA USA	N/A	N/A	N/A	N/A	5% (7)	N/A	N/A

Notes to Report Item 4: Insiders

- (1) Mrs. Bunch is the daughter of Mrs. Elois B. Johnson
- (2) Includes 8 shares held of record by Mr. Fleniken's spouse
- (3) Includes 10 shares held of record by Mr. Jelks spouse
- (4) Mrs. Myles is the daughter of Mrs. Elois B. Johnson
- (5) Mrs. Myles is the Trustee of The Paula Jay Johnson S-Corp Trust
- (6) Mrs. Andrews is the daughter of Mrs. Elois B. Johnson
- (7) Mrs. Paula Jaye Johnson is the daughter of Mrs. Elois B. Johnson. Mrs. Myles is the Trustee