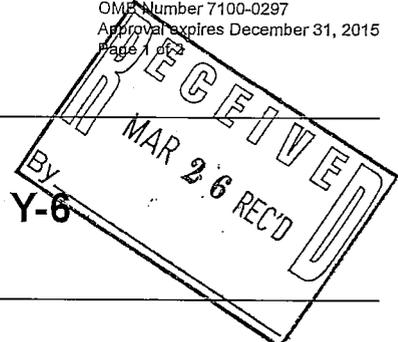


Board of Governors of the Federal Reserve System



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):

March 21, 2013

Month / Day / Year

I, **Brandt J. Dufrene**

Name of the Holding Company Director and Official

Chairman of the Board, President

Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

First St Charles Bancshares, Inc

Legal Title of Holding Company

P.O. Box 508

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

Boutte LA 70039

City State Zip Code

13386 Hwy 90, Boutte, LA 70039

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:

Mark Maheu Vice President & CFO

Name Title

985-785-8411

Area Code / Phone Number / Extension

985-785-7857

Area Code / FAX Number

markm@fnbusa.com

E-mail Address

www.fnbusa.com (bank web page)

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.

Brandt J. Dufrene

Signature of Holding Company Director and Official

3/21/13

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 **1140190**
 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

Revised

Form FR Y-6

First St. Charles Bancshares, Inc.
Boutte, Louisiana
Fiscal Year Ending December 31, 2012

Item 1.a: Form 10-K filed with the Securities and Exchange Commission

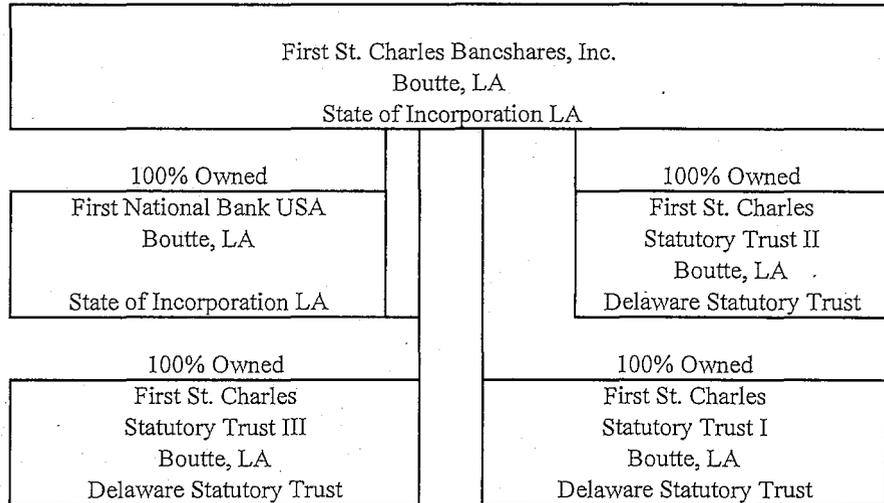
None. The BHC is not required to prepare form 10K with the SEC.

Item 1.b: Annual Reports to Shareholders

The annual audited financial statements were not available by the submission date of the FR Y-6.
Upon receipt of the audited financial statements, two copies will be forwarded.

Item 2: Organization Chart

First St. Charles Bancshares, Inc.
Organization Chart



Supplements:

- (a). None.
- (b). See Attached Branch Listing

Results: A list of branches for your depository institution: FIRST NATIONAL BANK USA (ID_RSSD: 714839).
 This depository institution is held by FIRST ST. CHARLES BANCSHARES, INC. (1140190) of BOUTTE, LA.
 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)	714839	FIRST NATIONAL BANK USA	13386 US HWY 90 WEST	BOUTTE	LA	70039	ST CHARLES	UNITED STATES	15298	0	FIRST NATIONAL BANK USA	714839	
OK		Full Service	2911212	LAPLACE OFFICE	377 BELLE TERRE DRIVE	LAPLACE	LA	70068	ST JOHN	UNITED STATES	334429	2	FIRST NATIONAL BANK USA	714839	
OK		Full Service	1957950	NORCO BRANCH	590 APPLE STREET	NORCO	LA	70079-045	ST CHARLES	UNITED STATES	253956	1	FIRST NATIONAL BANK USA	714839	

VCSP

Revised

Item 3: Shareholders

First St. Charles Bancshares, Inc.
Listing of 5% Shareholders

(1)(a) <u>Name and Address</u>	(1)(b) <u>Country of Citizenship or Incorporation</u>	(1)(c) <u>Class A & Class D Common Stock</u>	
		<u># Shares</u>	<u>% Owned</u>
Brandt J. Dufrene Luling, LA	USA	59,130	50.13%
Brandt J. Dufrene Jr. Trust Stephen S. Dufrene - Trustee Boutte, LA	USA	16,524	14.01%
Stephen S. Dufrene, Trust Brandt J. Dufrene Jr. - Trustee Boutte, LA	USA	19,995	16.95%
Brandt J. Dufrene, Jr. Metairie, LA	USA	11,882	10.07%
Stephen S. Dufrene Destrehan, LA	USA	8,411	7.13%

Item 3: Shareholders

Part 2. None.

Revised

Item 4: Directors and Officers

(1) Name & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of Subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of Other Businesses)	(4)(a) Percentage of Voting Shares In Bank Holding Company	(4)(b) Percentage of Voting Shares In Subsidiaries (include names of Subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Brandt J. Dufrene Luling, LA	Chairman & President First National Bank USA	Chairman & President	Chairman & President First National Bank USA	Dormant Company Oceanic Fleet, Inc. Dormant Company Oceanic Fleet, LLC Owner Audubon Guest House, LLC	50.13%	None	100% Oceanic Fleet, Inc. 100% Oceanic Fleet, LLC 48% Audubon Guest House, LLC
Brandt J. Dufrene, Jr. Metairie, LA	Attorney	Director	Director First National Bank USA	Brandt J. Dufrene, Jr. Attorney at Law Owner Audubon Guest House, LLC Dormant Company Oceanic Fleet Management, LLC Owner Branson Des Allemands Properties, LLC Partner Brandsons Partners Owner Dufrene Title, LLC Owner Brandt J. Dufrene, Jr., LLC	10.07%	None	100% Brandt J. Dufrene, Jr. Attorney at Law 26% Audubon Guest House, LLC 25.5% Oceanic Fleet Management, LLC 50% Branson Des Allemands Properties, LLC 50% Brandsons Partners 50% Dufrene Title, LLC 100% Brandt J. Dufrene, Jr., LLC
Kenneth Soyez Destrehan, LA	Retired	Director	None		0.85%	None	None
George Williamson Luling, LA	Retired	Director	None		0.85%	None	None
Brandt J. Dufrene, Jr. Trust (Stephen S. Dufrene - Trustee) Boutte, LA	N/A	None	None	None	14.01%	None	None
Stephen S. Dufrene, Trust (Brandt J. Dufrene Jr - Trustee) Boutte, LA	N/A	None	None	None	16.95%	None	None