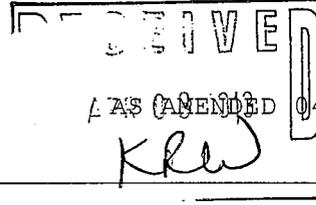


Board of Governors of the Federal Reserve System



Annual Report of Bank 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 CFR 211.13(c)); and Section 225.5(b) of Regulation Y (12 CFR 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 CFR 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, 2012
Month / Day / Year

I, A. Peyton Bush, III
Name and Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

Hibernia Bancorp, Inc.
Legal Title of Bank Holding Company

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.

325 Carondelet Street
(Mailing Address of the Bank Holding Company) Street / P.O. Box
New Orleans LA 70130
City / State / Zip Code

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 CFR Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

same
Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Donna T. Guerra, CFO
Name / Title

A. Peyton Bush, III
Signature of Bank Holding Company Director and Official
04/05/13
Date of Signature

504-324-9457
Area Code / Phone Number

504-522-3217
FAX Number

dguerra@hibbank.com
E-mail Address

www.hibbank.com
Address (URL) for the Bank Holding Company's web page

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 Number 391 8599
C.I. _____

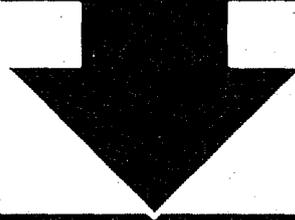
Does the reporter request confidential treatment for any portion of this submission?
 Yes Please identify the report items to which this request applies:

 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

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ORGANIZATIONAL CHART

Hibernia Bancorp, Inc.
325 Carondelet Street
New Orleans, LA 70130 USA
100% Ownership
State of Incorporation is Louisiana



Hibernia Bank
325 Carondelet Street
New Orleans, LA USA
State of Incorporation is Louisiana

Hibernia Bancorp, Inc.

Main Office and Branch

(504) 522-3203

325 Carondelet Street
New Orleans, LA 70130

Uptown Branch

(504) 861-1448

700 Carrollton Avenue
New Orleans, LA 70118

Metairie Branch

(504) 834-3505

933 Metairie Road
Metairie, LA 70005

www.hibbank.com

Results: A list of branches for your depository institution: HIBERNIA BANK (ID_RSSD: 142571).
 This depository institution is held by HIBERNIA BANCORP, INC. (3918599) of NEW ORLEANS, 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
		Full Service (Head Office)	142571	HIBERNIA BANK	325 CARONDELET STREET	NEW ORLEANS	LA	70130	ORLEANS	UNITED STATES	42665	0	HIBERNIA BANK	142571	
<i>Change</i>		Full Service	4444666	METAIRIE ROAD BRANCH	933 METAIRIE ROAD	METAIRIE	LA	70005	JEFFERSON	UNITED STATES	Not Required	Not Required	HIBERNIA BANK	142571	
<i>Change</i>		Full Service	4444675	CARROLLTON RIVERBEND BRANCH	700 SOUTH CARROLLTON AVENUE	NEW ORLEANS	LA	70118	ORLEANS	UNITED STATES	Not Required	Not Required	HIBERNIA BANK	142571	

✓ CD

Form FR Y-6

Hibernia Bancorp, Inc
 New Orleans, LA
 Fiscal Year Ending December 31, 2012
 REVISED

Report Item 3: Securities Holders

Current Securities Holders with ownership, control or holdings of 5% or more with power to vote as of fiscal 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		
(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Hibernia Bancorp, Inc ESOP ████████████████████ New Orleans, LA 70130 USA	USA	# of Common Shares: 89,066 Percentage: 8.94%	Non-Applicable		
St Denis J. Villere & Company, LLC ████████████████████ NEW ORLEANS LA 70130 USA	USA	# of Common Shares: 86,336 Percentage: 8.67%			
Patrick W. Browne, Jr. ████████████████████ New Orleans, LA 70118	USA	# of Common Shares: 53,135 Percentage: 5.34%			

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Form FR Y-6

Hibernia Bancorp, Inc
New Orleans, LA
Fiscal Year Ending December 31, 2012

Report Item 4: Insiders
(1)(a)(b)(c) and (2)(a)(b)(c)

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Names & Address (City, State, Country)	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries (include names of subsidiaries)	Title & Position with Other Businesses (include names of other businesses)	Percentage of Voting Securities in Bank Holding Company	Percentage of Voting Securities in Subsidiaries (include names of subsidiaries)	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)
Patrick W. Browne, Jr. New Orleans, LA 70118 USA	Retired	Chairman	Chairman	N/A	5.3%	N/A	N/A
Morrison C. Bethea, M.D. Metairie, LA 70005 USA	Senior Vice President & Medical Director	Director	Director	Senior Vice President & Medical Director Freeport-McMoRan Copper and Gold Inc	3.0%	N/A	N/A
Richard J. "Dickie" Brennan Jr. New Orleans, LA 70130 USA	Managing Partner	Director	Director	President Dickie Brennan & Company	0.2%	N/A	N/A
Robert Hayes Saer New Orleans, LA 70115 USA	Founder & Partner	Director	Director	Founder & Partner Monarch Real Estate Advisors, Inc	1.0%	N/A	N/A
H. Merritt Lane, III New Orleans, LA 70115 USA	President & CEO	Director	Director	President, CEO & Director Canal Barge Co., Inc	3.0%	N/A	N/A
James W. Pellerin New Orleans, LA 70118 USA	Chairman & CEO	Director	Director	Chairman & CEO Pellerin Milnor Corporation	0.8%	N/A	N/A
Conrad Meyer IV Metairie, LA 70002 USA	Attorney-At-Law	Director	Director	Attorney-At-Law Hamilton & Brown, LLC	0.3%	N/A	N/A
A. Peyton Bush, III New Orleans, LA 70118 USA	N/A	President & CEO / Director	President & CEO / Director	N/A	4.4%	N/A	N/A
Michael G. Gretchen Metairie, LA 70005 USA	N/A	Executive Vice President & Secretary	Executive Vice President & Senior Lending Officer	N/A	1.0%	N/A	N/A
Donna T. Guerra River Ridge, LA USA	N/A	Executive Vice President, CFO & Assistant Secretary	Executive Vice President & CFO	N/A	1.0%	N/A	N/A

CSP