

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.

I, A. Peyton Bush, III

Name of the Holding Company Director and Official

President & Chief Executive Officer

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.

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.

A. Peyton Bush III

Signature of Holding Company Director and Official

03/28/2014

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 3918599
C.I. _____

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

Date of Report (top-tier holding company's fiscal year-end):

✓ **December 31, 2013**

Month / Day / Year

Reporter's Name, Street, and Mailing Address

Hibernia Bancorp, Inc.

Legal Title of Holding Company

325 Carondelet Street

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

New Orleans LA 70130

City State Zip Code

same

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Donna T. Guerra Executive VP & CFO

Name Title

504-324-9457

Area Code / Phone Number / Extension

✓ 504-522-3217

Area Code / FAX Number

dguerra@hibbank.com

E-mail Address

www.hibbbank.com

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

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

Index of Items of the Annual Report of Bank Holding Companies – FR Y-6

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Item 1. Annual Report to Shareholders

Not available as of the submission date. The Annual Report to Shareholders will be forwarded as soon as materials are available.

Item 2a. Organization Chart

The Organization Chart for Hibernia Bancorp, Inc. is attached hereto as Exhibit 1.

Item 2b. Domestic Branch Listing

Domestic Branch Listing is attached hereto as Exhibit 2.

Item 3. Securities Holders

The information required by this item is attached hereto as Exhibit 3.

Item 4. Insiders

The information required by this item is attached hereto as Exhibit 4.

Exhibits

No. Exhibit

- 1 Organization Chart
- 2 Domestic Branch Listing
- 3 Securities Holders
- 4 Insiders

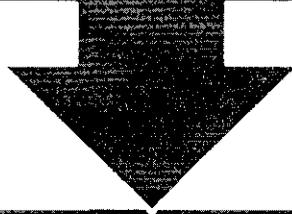
Exhibit 1

Hibernia Bancorp, Inc. and Subsidiary

Organization Chart

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

Exhibit 2

Hibernia Bancorp, Inc. and Subsidiary

Domestic Branch Listing

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 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

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		Full Service (Head Office)	142571	HIBERNIA BANK	325 CARONDELET STREET	NEW ORLEANS	LA	70130	ORLEANS	UNITED STATES	42665		HIBERNIA BANK	142571	
OK		Full Service	4444666	METAIRIE BRANCH	933 METAIRIE ROAD	METAIRIE	LA	70005	JEFFERSON	UNITED STATES	Not Required	Not Required	HIBERNIA BANK	142571	
OK		Full Service	4444675	UPTOWN BRANCH	700 CARROLLTON AVENUE	NEW ORLEANS	LA	70118	ORLEANS	UNITED STATES	Not Required	Not Required	HIBERNIA BANK	142571	

Exhibit 3

Hibernia Bancorp, Inc. and Subsidiary

Securities Holders

Form FR Y-6

Hibernia Bancorp, Inc
New Orleans, LA

Fiscal Year Ending December 31, 2013

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 12-31-2013			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 fiscal year ending 12-31-2013		
(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 325 Carondelet Street New Orleans, LA 70130 USA	USA	# of Common Shares: 87,713 Percentage: 8.88%	Non-Applicable		
St Denis J. Villere & Company, LLC NEW ORLEANS LA 70130 USA	USA	# of Common Shares: 86,336 Percentage: 8.74%			
Patrick W. Browne, Jr. New Orleans, LA 70118	USA	# of Common Shares: 64,253 Percentage: 6.40%			
A. Peyton Bush, III New Orleans, LA 70118	USA	# of Common Shares: 60,583 Percentage: 6.05%			

Exhibit 4
Hibernia Bancorp, Inc. and Subsidiary
Insiders

Form FR Y-6

Hibernia Bancorp, Inc
New Orleans, LA

As Of the Fiscal Year Ending December 31, 2013

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 Hibernia Bank	N/A	6.4%	N/A	N/A
Morrison C. Bethea, M.D. Metairie, LA 70005 USA	Senior Vice President & Medical Director	Director	Director Hibernia Bank	Senior Vice President & Medical Director Freeport-McMoRan Copper and Gold Inc	3.0%	N/A	N/A
Robert Hayes Saer New Orleans, LA 70115 USA	Founder & Partner	Director	Director Hibernia Bank	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 Hibernia Bank	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 Hibernia Bank	Chairman & CEO Pellerin Milnor Corporation	0.8%	N/A	N/A
Conrad Meyer IV Metairie, LA 70002 USA	Attorney-At-Law	Director	Director Hibernia Bank	Attorney-At-Law Chehardy, Sherman, Ellis, Murray, Recile, Griffith, Stakelum & Hayes, LLP	0.3%	N/A	N/A
A. Peyton Bush, III New Orleans, LA 70118 USA	N/A	President & CEO / Director	President & CEO / Director Hibernia Bank	N/A	6.0%	N/A	N/A
Michael G. Gretchen Metairie, LA 70005 USA	N/A	Executive Vice President & Secretary	Executive Vice President & Senior Lending Officer Hibernia Bank	N/A	1.9%	N/A	N/A
Donna T. Guerra River Ridge, LA USA	N/A	Executive Vice President, CFO & Assistant Secretary	Executive Vice President & CFO Hibernia Bank	N/A	1.9%	N/A	N/A