

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

Received on
4/30/13

Revised

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, Leroy Watts

Reporter's Name, Street, and Mailing Address

Liberty Financial Services

Name of the Holding Company Director and Official

EVP/CFO

Legal Title of Holding Company

6600 Plaza Dr., Suite 504

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.

New Orleans

LA

70127

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

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Travis McDonald

AVP - Finance

Name

Title

504-240-5295

Area Code / Phone Number / Extension

504-240-2720

Area Code / FAX Number

Tmcdonald@Libertybank.net

E-mail Address

Signature of Holding Company Director and Official

04/24/2013

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

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 113 0548

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

0001130548

Liberty Financial Services, Inc.

6600 Plaza Dr., Suite 504

New Orleans, LA 70127

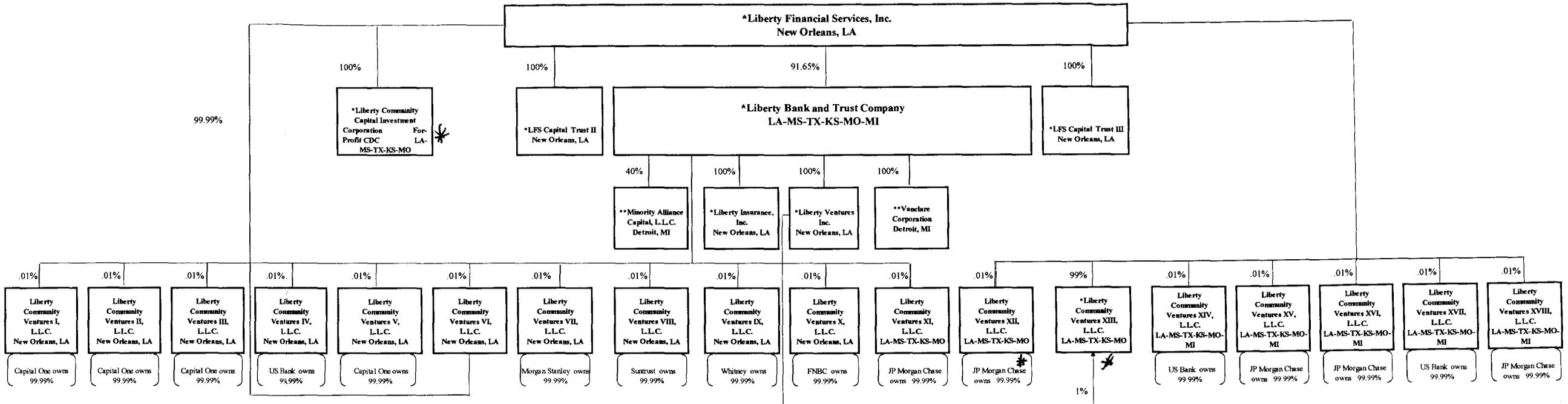
Responses to Y6

Report Item 1a - N/A. The company is privately held and does not file a 10K

Report item 1b - N/A. The company does not prepare an Annual Report to Shareholders.

Report Item 3(2) - None

**Liberty Financial Services, Inc.
Organizational Chart
As of December 31, 2012**



- Liberty Financial Services, Inc. owns 88.49% of Liberty Bank and Trust Company
- Liberty Financial Services, Inc. owns 99.99% of Liberty Community Ventures VI, L.L.C.
- Liberty Financial Services, Inc. owns .01% of Liberty Community Ventures XII, XIV-XVIII L.L.C.
- Liberty Financial Services, Inc. owns 100% of Liberty Community Capital Investment Corporation
- Liberty Bank owns 100% of Liberty Insurance, Inc.
- Liberty Bank owns 15% of Minority Alliance Capital, L.L.C.
- Liberty Bank owns 100% of Vanclare Corporation
- Liberty Bank owns 100% of Liberty Ventures Inc.
- Liberty Bank owns .01% of Liberty Community Ventures I-XI L.L.C.s
- Liberty Bank owns 99% of Liberty Community Ventures XIII L.L.C.s
- Liberty Ventures Inc. owns 1% of Liberty Community Ventures XIII L.L.C.s
- * Entities chartered in Louisiana
- ** Entities chartered in Michigan

* - public welfare investment - not reportable on FR410

Results: A list of branches for your depository institution: LIBERTY BANK AND TRUST COMPANY (DUNS# 028433).
 This depository institution is held by CREDIT FINANCIAL SERVICES, INC. (1320826) NEW ORLEANS, LA.
 The data are as of 01/11/2013. Data reflects information that was received and processed through 01/10/2013.

Reconciliation and Verification Steps

- In the **Data Action** column of each branch row, enter one or more of the actions specified below.
- 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.
Defer: If a branch listed was never opened by this depository institution, enter "Defer" in the **Data Action** column.
Add: If a reportable branch is missing, insert a new 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, Defer, 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_BSSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID_BSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_BSSD*	Comments
OK		Full Service (Head Office)	281438	LIBERTY BANK AND TRUST COMPANY	6600 PLAZA DRIVE, SUITE 600	NEW ORLEANS	LA	70117	ORLEANS	UNITED STATES	14407	0	LIBERTY BANK AND TRUST COMPANY	281438	
OK		Full Service	4479529	CHICAGO HOMAN AVENUE BRANCH	1111 SOUTH HOMAN AVENUE	CHICAGO	IL	60626	COOK	UNITED STATES	Not Required	Not Required	LIBERTY BANK AND TRUST COMPANY	281438	
OK		Full Service	237643	1314 NORTH 5TH STREET BRANCH	1314 NORTH 5TH STREET	KANSAS CITY	KS	66101	WYANDOTTE	UNITED STATES	257568	20	LIBERTY BANK AND TRUST COMPANY	281438	
OK		Full Service	1291151	GREENWELL SPRINGS BRANCH	8796 GREENWELL SPRINGS ROAD	BATON ROUGE	LA	70814	EAST BATON ROUGE	UNITED STATES	432380	13	LIBERTY BANK AND TRUST COMPANY	281438	
OK		Full Service	3725180	PERRINS BRANCH	4707 PERRINS ROAD	BATON ROUGE	LA	70808	EAST BATON ROUGE	UNITED STATES	251832	9	LIBERTY BANK AND TRUST COMPANY	281438	
OK		Full Service	218189	UNIVERSITY BRANCH	7905 SCENE HIGHWAY	BATON ROUGE	LA	70807	EAST BATON ROUGE	UNITED STATES	44022	5	LIBERTY BANK AND TRUST COMPANY	281438	
OK		Full Service	1478307	CANAL STREET BRANCH	2714 CANAL STREET	NEW ORLEANS	LA	70119	ORLEANS	UNITED STATES	46179	21	LIBERTY BANK AND TRUST COMPANY	281438	
OK		Full Service	2491815	FRANKLIN BRANCH	6600 FRANKLIN AVENUE	NEW ORLEANS	LA	70122	ORLEANS	UNITED STATES	257883	11	LIBERTY BANK AND TRUST COMPANY	281438	
OK		Full Service	3725201	GENERAL DEGAULLE BRANCH	3535 GENERAL DEGAULLE DRIVE	NEW ORLEANS	LA	70114	ORLEANS	UNITED STATES	251831	8	LIBERTY BANK AND TRUST COMPANY	281438	
OK		Full Service	127738	GENTILLY BRANCH	3002 GENTILLY BLVD	NEW ORLEANS	LA	70122	ORLEANS	UNITED STATES	251827	1	LIBERTY BANK AND TRUST COMPANY	281438	
OK		Full Service	145649	NEW ORLEANS EAST BRANCH	7200 CROWDER BLVD	NEW ORLEANS	LA	70122	ORLEANS	UNITED STATES	251828	1	LIBERTY BANK AND TRUST COMPANY	281438	
OK		Full Service	3587667	OPELOUSAS BRANCH	328 SOUTH ACADEMY STREET	OPELOUSAS	LA	70570	ST LANDRY	UNITED STATES	466267	23	LIBERTY BANK AND TRUST COMPANY	281438	
OK		Full Service	3990046	WOODWARD BRANCH	9108 WOODWARD AVENUE	DETROIT	MI	48202	WAYNE	UNITED STATES	43163	25	LIBERTY BANK AND TRUST COMPANY	281438	
Defer	12/31/2012	Full Service	2060875	LAMAR BRANCH	200 SOUTH LAMAR STREET	JACKSON	MS	39201	HINDS	UNITED STATES	Not Required	Not Required	LIBERTY BANK AND TRUST COMPANY	281438	
OK		Full Service	4101385	LIVINGSTON BRANCH	2325 LIVINGSTON ROAD	JACKSON	MS	39211	HINDS	UNITED STATES	509321	27	LIBERTY BANK AND TRUST COMPANY	281438	
OK		Full Service	3921982	63RD STREET BRANCH	1670 EAST 63RD ST	KANSAS CITY	MO	64110	JACKSON	UNITED STATES	17120	18	LIBERTY BANK AND TRUST COMPANY	281438	

Y6 - Report Item 3

Liberty Financial Services, Inc. Stockholders Who Control 5% or More December 31, 2012

Stockholder	Citizenship	Shares of Common Stock	Percentage Ownership
Liberty Bank & Trust ESOP New Orleans, LA	USA	42,993	25.80%
Dr. Norman C. Francis New Orleans, LA	USA	24,084	14.45%
Alden McDonald, Jr. New Orleans, LA	USA	18,285	10.97%
Dorion Family Trust Los Angeles, CA	USA	15,664	9.40%
Michael O'Keefe New Orleans, LA	USA	9,000	5.40%

**Y6 – REPORT ITEM 4
DIRECTORS AND OFFICERS
12-31-12**

Name and Address	Principal Occupation	Position With Liberty Financial Services	Position With Liberty Bank	Positions Held With Other Companies	% Ownership of Liberty Financial Services, Inc.	% Ownership of Liberty Bank	Other Companies With 25% or More Ownership
Liberty Bank & Trust New Orleans, LA	Employee Benefit Plan	N/A	N/A	N/A	25.80%	1.68%	N/A
Alden J. McDonald, Jr. New Orleans, LA	President of Banking Institution	President/CEO Director	President/CEO Director	Chart L.L.C. – Owner	10.97%	None	Damermac, Inc. – 33.3% Chart L.L.C. – 25% Grand Theatre – 20%
Norman C. Francis New Orleans, LA	University Administrator	Director & Chairman	Chairman	Xavier University - President	14.45%	1.43%	None
Carolyn C. Dorion Los Angeles, CA **Trustee of Dorion Family Trust	Property Manager	Director	Director	None	9.40%	0.09%	None
George Dimitri New Orleans, LA	Ophthalmologist	Director	Director	Dimitri Eye Clinic - Owner	3.75%	None	Dimitri Eye Center – 100%
Sybil H. Morial Baton Rouge, LA	Retired University Administrator	Director	Director	Retired	0.54%	None	None
Ronald V. Burns, Sr. New Orleans, LA	Owner, Courier Company	Director	Director	Burns Management Group & Quick Courier Services President/CEO	0.91%	0.44%	Burns Management Group – 100% Quick Courier Services -26% New South Parking – 40% Grand Theatre – 20% Global Parking – 40%
Cecil Blache Baton Rouge, LA	Attorney	Director	Director	None	0.30%	None	None
James Smith New Orleans, LA	Retired/Consultant	Director	Director	None	0.90%	None	None