

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, H. Carter Leak, IV

Name of the Holding Company Director and Official

Executive Vice President

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.

Signature of Holding Company Director and Official

5/11/15

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 108 2544
C.I. _____

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

December 31, 2014

Month / Day / Year

NA

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address

Saint Francisville Bancshares, Inc.

Legal Title of Holding Company

P.O. Box 818

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

St. Francisville LA 70775

City State Zip Code

5700 Commerce Street St. Francisville, LA 70775

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

James Chaffin CFO & Exec. VP Oper.

Name Title

225-784-3236

Area Code / Phone Number / Extension

225-635-6125

Area Code / FAX Number

jchaffin@bsf.net

E-mail Address

NA

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

For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

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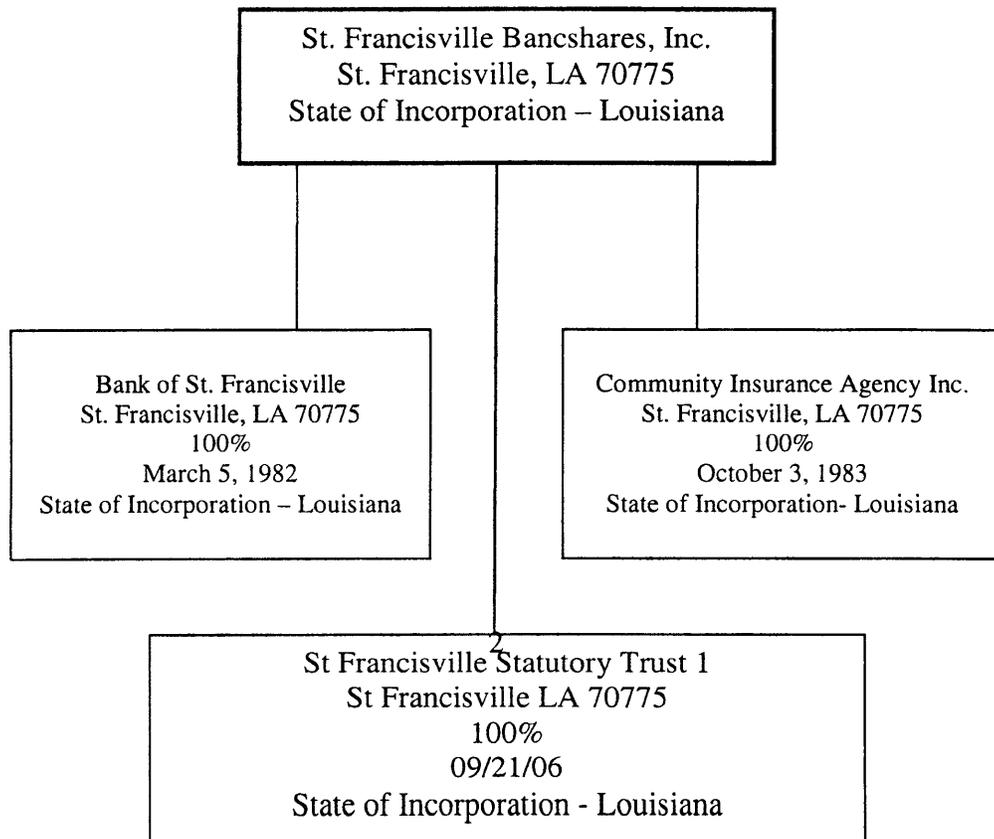
Physical Location (if different from mailing address)

Form FR Y-6
St. Francisville Bancshares, Inc.
St. Francisville, Louisiana
Fiscal Year Ending December 31, 2014

Report Item

1. The BHC does prepare an annual report for its shareholders. See Attached

2a. Organization Chart



2b. Correct as stated at <http://structurelists.federalreserve.gov>.

**Form FR Y-6
December 31, 2014**

Report Item 3: Shareholders

Current Shareholders with ownership, control or holdings of 5% or more with power to vote at ending 12-31-14

Shareholders not listed in 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-14

None

(1)(a) Name & Address (City, State)	(1)(b) Country of Citizenship Or Incorporation	(1)(c) Number & Percentage of Securities	(2)(a) Name & Address (City, State)	(2)(b) Country of Citizenship Or Incorporation	(2)(c) Number & Percentage of Securities
H. Carter Leak III St. Francisville, LA	USA	67583 34.34	NONE		
W. Conville Lemoine St. Francisville, LA	USA	50,325 25.57			

Report Item 4: Directors & Officers

1 Name & Address	2 Principal Occupation if other than Holding Co.	3a Title & Position with Bank Holding Co.	3b Title & Positions with Subsidiaries*	3c Title & Position with other businesses	4a Percentage of Voting Shares in Bank Holding Co.	4b Percentage of Voting Shares in Subsidiarie s	4c List names of other companies
H. Carter Leak III St. Francisville, LA USA	President Bank of St Francisville	Chairman of the Board President & CEO	Chairman of the Board President & CEO	NA	34.34	-0-	Catalpa Lane, LLC 100%
Michael Hesse St Francisville, LA USA	Attorney Hesse & Butterworth LLC	Director	Director	Owner Hesse & Butterworth LLC	-0-	-0-	Hesse & Butterworth LLC 100% Owner
Thomas R. Temple, Jr. St. Francisville, LA USA	Attorney Breazeale Sachse and Wilson LLP	Director	Director	N/A	-0-	-0-	NA
Mitch Brashier St. Francisville, LA USA	President Arthur J Gallagher of LA Inc.	Director	Director	President Arthur J Gallagher of LA Inc.	-0-	-0-	NA
W. Conville Lemoine St. Francisville, LA USA	Vice Chairman of the Board Bank of St. Francisville	Vice Chairman of the Board	Vice Chairman of the Board	NA	25.57	-0-	NA
E.I. Daniel III St. Francisville, LA USA	Real Estate Investor	Director	Director	NA	-0-	-0-	Feliciano Farms 100% Daniel Land LLC 40%
Susan G. Davis St. Francisville, LA USA	Owner Grandmothers Buttons	Director	Director	Owner Grandmother's Buttons	-0-	-0-	Grandmother's Buttons 100% ownership

Nolan Percy Baton Rouge, LA USA	Owner Nolan Percy Company (Construction)	Director	Director	Owner Nolan Percy Company	-0-	-0-	Nolan Percy Company 100% ownership
James N. Chaffin, Jr. Woodville, MS USA	CFO and Exec Vice President Bank of St Francisville	Exec VP & CFO	Exec VP and CFO	NA	-0-	-0-	NA
H. Carter Leak, IV	Executive Vice President Bank of St. Francisville	Exec VP & Director	Exec VP & Director	NA	-0-	-0-	NA

* Bank of St. Francisville, Community Insurance Agency