

FR Y-6  
OMB Number 7100-0297  
Approval expires December 31, 2014  
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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 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 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 C.F.R. § 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, 2010  
Month / Day / Year

1. H. Carter Leak, III  
Name of the Bank Holding Company Director and Official  
President  
Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address  
St. Francisville Bancshares, Inc.  
Legal Title of Bank Holding Company  
PO Box 818  
(Mailing Address of the Bank Holding Company) Street / P.O. Box  
St. Francisville LA 70775  
City State Zip Code  
5700 Commerce Street  
Physical location (if different from mailing address)

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.

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.

Person to whom questions about this report should be directed:  
Jamie White Loan Ops. Mang.  
Name Title  
225-784-3224  
Area Code / Phone Number / Extension  
225-784-3264  
Area Code / FAX Number  
jamie@bsf.net  
E-mail Address

H. Carter Leak, III  
Signature of Bank Holding Company Director and Official  
4-24-12  
Date of Signature

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

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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C.I. \_\_\_\_\_

**St. Francisville Bancshares, Inc and Subsidiaries**  
St. Francisville, Louisiana

**Unaudited**  
**Consolidated Balance Sheet**  
December 31, 2011 and 2010

**ASSETS**

	<u>2011</u>	<u>2010</u>
Cash and due from banks	\$3,928,572	\$1,844,371
Federal fund sold	6,350,000	7,775,000
Investment securities	15,410,045	9,619,371
Loans, less allowance for credit		
Losses of \$875,879 and \$672,641 respectively	67,729,569	65,828,830
Net office building and equipment	4,407,648	4,682,479
Accrued income and other assets	3,014,043	3,074,007
<b>Total Assets</b>	<b>\$100,839,877</b>	<b>\$94,648,897</b>

**LIABILITIES AND STOCKHOLDERS EQUITY**

	<u>2011</u>	<u>2010</u>
Deposits		
Demand	\$23,831,438	\$21,058,319
NOW Accounts	22,019,350	19,253,387
Savings	9,735,631	7,746,262
Time deposits	30,743,667	31,668,166
	<b>\$86,330,086</b>	<b>\$79,726,133</b>
Income taxes payable	-0-	-0-
Federal funds purchased	3,000,000	4,000,000
Debentures payable	3,093,000	3,093,000
Accrued expenses and other liabilities	1,878,058	1,801,149
<b>Total Liabilities</b>	<b>\$94,301,144</b>	<b>\$88,620,282</b>
Common stock, \$2.50 par value, 1,000,000 shares		
Authorized, 330,378 shares issued; and 198,884		
Shares outstanding	825,945	825,945
Retained earnings and Capital Surplus	7,785,159	7,275,041
	<b>\$8,611,104</b>	<b>\$8,100,986</b>
Less: 131,494 shares held in treasury – at		
Cost	(2,021,659)	(2,021,659)
Less commitment to purchase 2,113 shares	(50,712)	(50,712)
<b>Total Stockholder's Equity</b>	<b>\$6,538,733</b>	<b>\$ 6,028,615</b>
<b>Total Liabilities and Stockholder's Equity</b>	<b>\$100,839,877</b>	<b>\$ 94,648,897</b>

**St. Francisville Bancshares, Inc and Subsidiaries**  
St. Francisville, Louisiana

**Unaudited**  
**Consolidated Statement of Operations**  
December 31, 2011 and 2010

	<u>2011</u>	<u>2010</u>
Interest Income		
Interest and Fees on Loans	\$4,786,076	\$4,611,191
Interest on Investments	384,197	470,977
Interest Expense	<u>676,681</u>	<u>925,484</u>
Net Interest Income	\$4,493,592	\$4,156,684
Provision for Loan Loss	490,252	508,000
Non-interest Income	911,596	894,939
Non-interest Expenses		
Salaries and Employee Benefits	2,005,056	1,859,105
Occupancy Expenses	400,809	352,481
Data Processing	109,134	179,714
Other Operating Expenses	<u>1,423,967</u>	<u>1,430,638</u>
Net Income	<u>\$975,970</u>	<u>\$721,685</u>

**Form FR Y-6  
December 31, 2010**

**Report Item 3: Shareholders**

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-11

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 12-31-11

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	66464 33.78			
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	33.78	-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, Sr. St. Francisville, LA USA	Retired Operator Crown Vantage	Director	Director	NA	4.47	-0-	NA
Mitch Brashier St. Francisville, LA USA	President Arthur J Gallagher of LA Inc.	Director	Director	President	-0-	-0-	NA
W. Conville Lemoine St. Francisville, LA USA	Executive Vice President Bank of St. Francisville	Director	Executive VP Director	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	Director	Director	Owner Nolan Percy Company	-0-	-0-	Nolan Percy Company 100%

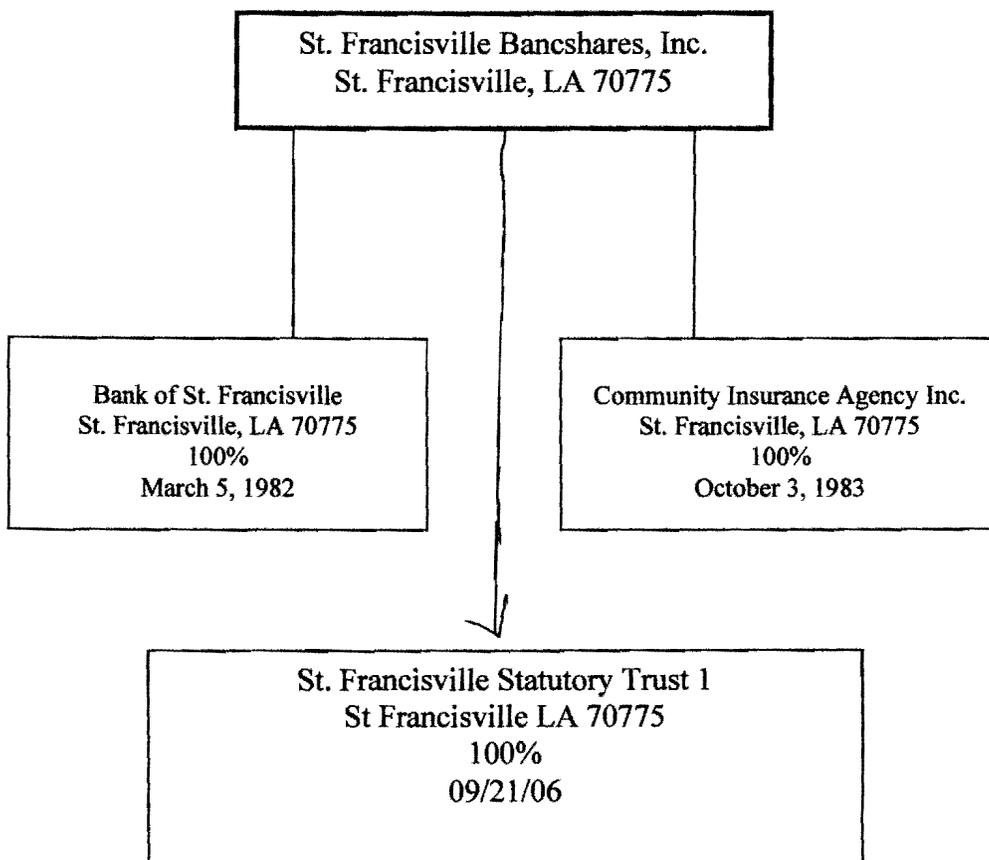
	(Construction)						ownership
James N. Chaffin, Jr. Woodville, MS USA	Sr. Vice President Bank of St Francisville	Sr VP & Comptroller	Sr VP & Comptroller	NA	-0-	-0-	NA
J. Miles Higgins St. Francisville, LA USA	Sr. Vice President Bank of St. Francisville	Sr. VP	Sr. VP	President V Catering JMH Properties LLC  Partner H2 Properties Audubon Three	-0-	-0-	V Catering-51% JMH Properties, LLC-100% H2 Properties-50% Audubon Three- 33.33%

\* Bank of St. Francisville, Community Insurance Agency

**Form FR Y-6**  
**St. Francisville Bancshares, Inc.**  
**St. Francisville, Louisiana**  
**Fiscal Year Ending December 31, 2011**

Report Item

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



**Results:** A list of branches for your BHC: SAINT FRANCISVILLE BANCSHARES, INC. (1082544) of SAINT FRANCISVILLE, LA.  
The data are as of 06/30/2012. Data reflects information that was received and processed through 07/05/2012.

**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)	364430	BANK OF ST. FRANCISVILLE	5700 COMMERCE STREET	SAINT FRANCISVILLE	LA	70775	WEST FELICIANA	UNITED STATES	15876	0	BANK OF ST. FRANCISVILLE	364430	