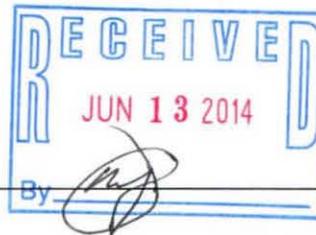




Annual Report of Holding Companies—FR Y-6



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.

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

December 31, 2013

Month / Day / Year

I, **Paul A. Durand**

Reporter's Name, Street, and Mailing Address

St. Martin Bancshares Inc.

Legal Title of Holding Company

301 South Main Street

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

St. Martinville LA 70582

City State Zip Code

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.

Physical location (if different from mailing address)

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:

Kenneth A. Hughes **Cashier**

Name Title

337-394-7834

Area Code / Phone Number / Extension

Area Code / FAX Number

kenny_hughes@stmartinbank.com

E-mail Address

Signature of Holding Company Director and Official

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

Date of Signature

Paul A. Durand
5/6/14

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 **1134359.**
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

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)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

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Physical location (if different from mailing address)

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

City State Zip Code

Physical location (if different from mailing address)

SAINT MARTIN BANCSHARES, INC.
ANNUAL REPORT OF HOLDING COMPANY
FORM FR Y-6
DECEMBER 31, 2013

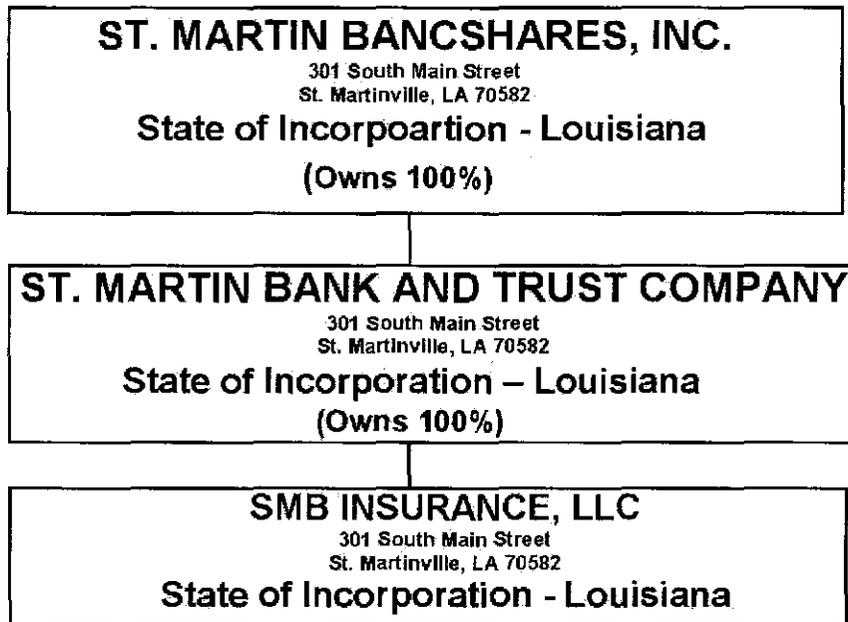
Report Item #1: ANNUAL REPORT TO SHAREHOLDERS

Saint Martin Bancshares, Inc. submits an informal annual report to shareholders at its annual shareholders meeting which normally occurs in June each year. A copy of the annual report for the year 2013 which will be submitted to shareholders at the annual meeting in June, 2014 will be forwarded as soon as it is available.

ST. MARTIN BANCSHARES, INC.

FORM FR Y-6

Report Item #2: ORGANIZATIONAL CHART



Results: A list of branches for your depository institution: SAINT MARTIN BANK AND TRUST COMPANY (ID_RSSD: 841539). This depository institution is held by SAINT MARTIN BANCSHARES, INC. (1124859) of SAINT MARTINVILLE, LA. The data are as of 02/13/2013. Data reflects information that was received and processed through 04/04/2012.

Reconciliation and Verification Sheet

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)	841539	SAINT MARTIN BANK AND TRUST COMPANY	301 S. MAIN STREET	SAINT MARTINVILLE	LA	70582	ST MARTIN	UNITED STATES	8007	0	SAINT MARTIN BANK AND TRUST COMPANY	841539	
ok		Full Service	3373602	PARKWAY BRANCH	100 ALBERTSON PARKWAY	BROUSSARD	LA	70518	LAFAYETTE	UNITED STATES	442922	6	SAINT MARTIN BANK AND TRUST COMPANY	841539	
ok		Limited Service	303631	CATAHOULA BRANCH	4421 CATAHOULA HWY	CATAHOULA	LA	70582	ST MARTIN	UNITED STATES	227531	2	SAINT MARTIN BANK AND TRUST COMPANY	841539	
ok		Full Service	3395985	CROWLEY BRANCH	357 ODD FELLOWS ROAD	CROWLEY	LA	70526	ACADIA	UNITED STATES	445655	10	SAINT MARTIN BANK AND TRUST COMPANY	841539	
ok		Full Service	30230	ELTON BRANCH	805 MAIN STREET	ELTON	LA	70532	JEFFERSON DAVIS	UNITED STATES	248942	9	SAINT MARTIN BANK AND TRUST COMPANY	841539	
ok		Full Service	920434	JENNINGS BRANCH	128 EAST ACADEMY	JENNINGS	LA	70546	JEFFERSON DAVIS	UNITED STATES	248941	8	SAINT MARTIN BANK AND TRUST COMPANY	841539	
ok		Full Service	2756883	LAFAYETTE JOHNSON STREET BRANCH	2810 JOHNSTON STREET	LAFAYETTE	LA	70503	LAFAYETTE	UNITED STATES	286788	4	SAINT MARTIN BANK AND TRUST COMPANY	841539	
ok		Full Service	2705523	VEROT SCHOOL ROAD BRANCH	300 VEROT SCHOOL ROAD	LAFAYETTE	LA	70598	LAFAYETTE	UNITED STATES	227533	5	SAINT MARTIN BANK AND TRUST COMPANY	841539	
ok		Limited Service	95033	PARKS BRANCH	1021 BRIDGE STREET	PARKS	LA	70582	ST MARTIN	UNITED STATES	227530	1	SAINT MARTIN BANK AND TRUST COMPANY	841539	
ok		Full Service	3846610	SCOTT BRANCH	800130 SOUTH FRONTAGE ROAD	SCOTT	LA	70583	LAFAYETTE	UNITED STATES	483132	11	SAINT MARTIN BANK AND TRUST COMPANY	841539	
ok		Full Service	312431	WELSH BRANCH	102 SOUTH ADAMS STREET	WELSH	LA	70591	JEFFERSON DAVIS	UNITED STATES	13393	7	SAINT MARTIN BANK AND TRUST COMPANY	841539	

ST. MARTIN BANCSHARES, INC.

FORM FR Y-6

Report Item #3: SHAREHOLDERS

Item 3-1

Shareholders with an ownership greater than 5%

✓ **207,552 shares outstanding as of December 31, 2013.**

<u>(1)(a)</u> <u>Name, city and state/country</u>	<u>(1)(b)</u> <u>Citizenship</u>	<u>(1)(c)</u> <u>Number and Percentage</u> <u>of Shares of Stock Owned</u>
✓ Emile J. Barras St. Martinville, Louisiana / USA	USA	22,020 - 10.6%
✓ Joann Provost Fuselier, St. Martinville, Louisiana / USA	USA	20,609 - 9.9%

Item 3-2

<u>(2)(a)</u> <u>Name, city and state/country</u>	<u>(2)(b)</u> <u>Citizenship</u>	<u>(2)(c)</u> <u>Number and Percentage</u> <u>of Shares of Stock Owned</u>
✓ None	None	None

ST. MARTIN BANCSHARES, INC.

FORM FR Y-6

Item #4: DIRECTORS AND EXECUTIVE OFFICERS

(1) Name, city and State/country	(2) Principal Occupation Other than Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiary— St. Martin Bank & Trust Company	(3)(c) Title & Position with other Businesses	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) Percentage of Voting with other Businesses
✓ Emile J. Barras St. Martinville Louisiana / USA	✓ Retired Contractor	✓ Chairman Director	✓ Chairman Director	President of: (Emile Barras Stables, Inc.) President of: (Emile Barras Farms, LLC) Officer of: (Joseph Barras Farms) Part Owner of: Barras & Durand Rentals, LLC	10.6%	N/A	Emile Barras Stables, Inc. ✓ (100.0%) ✓ Emile Barras Farms, LLC ✓ (100.0%) ✓ Joseph Barras Farms ✓ (75.0%) ✓ Barras&Durand Rental LLC (50%) ✓
✓ Daniel G. Guidry St. Martinville Louisiana / USA	✓ Attorney	✓ Director	✓ Director	✓ Owner of: (Daniel G Guidry, PLC) ✓ Partner of: (Guidry & Guidry, PLC) ✓ Stockholder of: (Docatty Stables, Inc.)	3.1% ✓	N/A	Daniel G. Guidry, PLC (100.0%) ✓ Guidry & Guidry, PLC (50.0%) ✓ Docatty Stables, LLC (50.0%) ✓
✓ Larry J. Comeaux St. Martinville Louisiana / USA	SMB Chairman, Emer. Director	Chairman, Emer. Director	Chairman, Emer. Director	✓ President of: (J.E.E. Corporation) ✓ President of: (NEW J.E.E. Corporation)	4.6% ✓	N/A N/A	J.E.E. Corporation (50.0%) NEW J.E.E Corporation (50.0%)

✓ Joann P. Fuselier St. Martinville Louisiana / USA	Homemaker	Principal Securities Holder	None	N/A	9.9%	N/A	N/A
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Item #4: DIRECTORS AND EXECUTIVE OFFICERS (cont.)

(1) Name , city and State/country	(2) Principal Occupation Other than Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiary— St. Martin Bank & Trust Company	(3)(c) Title & Position with other Businesses	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) Percentage of Voting with other Businesses
✓ Paul J. Hardy Baton Rouge Louisiana / USA	Retired Attorney/ Consultant	Director	Director	✓ President of: (Paul Hardy Consultants) ✓ Part Owner of: (St. Agnes Nursing Home Partnership) ✓ Part Owner & Chairman of: (St. Agnes Nursing HealthCare and Rehabilitation Inc) ✓ Part Owner & Chairman of: (St. Agnes Land Co, LLC)	1.7% ✓	N/A	Paul Hardy Consultants (100.0%) ✓ St. Agnes Nursing Home (25.0%) ✓ St. Agnes Nursing Home (25.0%) ✓ St. Agnes Land Co, LLC (33.3%) ✓
✓ Lawrence C. Levert, III St. Martinville Louisiana / USA	Manager of Farming Operations	Director Secr/Treas	Director	Director of: (Levert-St. John, Inc) ✓ Stockholder of: (J. B. Levert Land Co.) Administrator of: (Levert Family Property, LLC)	4.3% ✓	N/A	Levert-St. John, Inc. ✓ (84.0 Shares) J. B. Levert Land Co. (4,347.0 Shares) Levert Family Property, LLC (1,122.0 Shares)
✓ Daniel J. Menard Investments, LLC Scott Louisiana / USA	Real Estate Investor/ Developer		Director	✓ Director ✓ Owner of: (Centurian Investments, LLC) ✓ Owner of: (Centurian Properties, LLC) ✓ Part Owner of: (Commercial Park East, LLC)	✓ 1.5%		N/A Centurian (100%) ✓ Centurian Properties, LLC (100%) ✓ Commercial Park East LLC (12.5%) -
✓ Paul A. Durand Lafayette Louisiana / USA	SMB President/CEO Director	President/CEO Director	President/CEO Director	✓ President (H.J.D. Investments, Inc.)	✓ 1.8%	N/A	H.J.D. Investments, Inc. ✓ (33.3%)

✓ Mark M. Cole Lafayette Louisiana/USA	✓ Retail Business Owner	- Director	- Director	✓ President (Don's Specialty Meats, Inc.) ✓ Vice-President (First Responders Equipment & Supply, Inc)	0.96% ✓	N/A	Don's Specialty (100.00%) First Responder (20.00%) -
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Item #4: DIRECTORS AND EXECUTIVE OFFICERS (cont.)

(1) Name, city and State/country	(2) Principal Occupation Other than Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiary— St. Martin Bank & Trust Company	(3)(c) Title & Position with other Businesses	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) Percentage of Voting with other Businesses
✓ Guy M. Labbe Baton Rouge Louisiana / USA	SMB Exec. Vice Pres Director C.F.O.	Exec. Vice Pres Director C.F.O.	Exec. Vice Pres Director C.F.O.	N/A	1.1% ✓	N/A	N/A
✓ Janet M. Douet St. Martinville Louisiana / USA	SMB Sr. Vice President	N/A	✓ Sr. Vice President	N/A	0.0%	N/A	N/A
✓ Ronald W. Petree Welsh Louisiana / USA	SMB Sr. Vice President	N/A	✓ Sr. Vice President	N/A	0.0%	N/A	N/A
✓ Mark A. Berard St. Martinville Louisiana / USA	SMB Sr. Vice President	N/A	- Sr. Vice President	N/A	0.0%	N/A	N/A
✓ Cindy G. Johnstone St. Martinville Louisiana / USA	SMB Vice President	N/A	- Vice President	N/A	0.0%	N/A	N/A