

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.

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

December 31, 2012

Month / Day / Year

I, Mickey B. Thomas

Reporter's Name, Street, and Mailing Address

Name of the Holding Company Director and Official

South Louisiana Financial Corporation

Legal Title of Holding Company

Secretary/Treasurer/Director

P O Box 1718

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.

Houma, Louisiana 70360-1718

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.

1362 West Tunnel Blvd. Houma, LA 70360

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Mickey B. Thomas Secretary/Treasurer

Name Title

985-851-3434

Area Code / Phone Number / Extension

985-851-7986

Area Code / FAX Number

mthomas@ayegee.com

E-mail Address

Signature of Holding Company Director and Official

www.ayegee.com

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

March 25, 2013

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
C.I.

1086298

Does the reporter request confidential treatment for any portion of this submission?

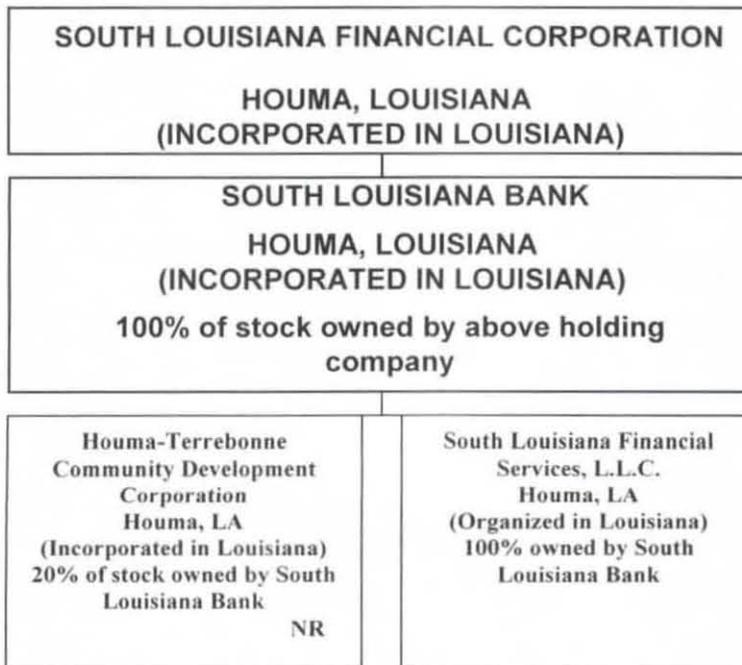
Yes Please identify the report items to which this request applies:

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

ORGANIZATIONAL
CHART



Revised

Report Item 2b: Domestic Branch Listing

Date established	Open /Change	Popular Name	Street Address	City	State	Zip Code	County	Country	Branch Service Type
June-80	Opened	SOUTH LOUISIANA BANK	1362 W TUNNEL BLVD	HOUMA	LA	70360	TERREBONNE	UNITED STATES	Full Service
December-98	Opened	SOUTH TERREBONNE BRANCH	4343 HIGHWAY 24	BOURG	LA	70343	TERREBONNE	UNITED STATES	Full Service
August-06	Opened	BAYOU BLUE BRANCH	2010 BAYOU BLUE ROAD	HOUMA	LA	70364	TERREBONNE	UNITED STATES	Full Service
June-93	Closed/Changed locations	EAST SIDE BRANCH	1983 PROSPECT STREET	HOUMA	LA	70363	TERREBONNE	UNITED STATES	Full Service
January-97	Opened	EAST SIDE BRANCH	1308 GRAND CAILLOU RD	HOUMA	LA	70363	TERREBONNE	UNITED STATES	Full Service
May-03	Opened	LITTLE BAYOU BLACK BRANCH	3916 HIGHWAY 311	HOUMA	LA	70360	TERREBONNE	UNITED STATES	Full Service
September-97	Opened	WEST SIDE BRANCH	6405 WEST PARK AVENUE	HOUMA	LA	70364	TERREBONNE	UNITED STATES	Full Service

FRY - 6
December 31, 2012

Report Item 3: Shareholders

(1)(a) (1)(b) (1)(c) (2)(a) (2)(b) (2)(c)

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-12			Shareholders not listed in (3)(1)(a) - (3)(1)(c) that has ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-12.		
(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) # & % of Each Class of Voting Securities	(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) # & % of Each Class of Voting Securities
Raymond J. Authement Dulac LA 70353	USA	24,218 6.77%	Not Applicable		
Debra B. Chauvin Houma, LA 70364	USA	22,230 shares 6.21%			
Francis O. Bourg, III Houma, LA 70360	USA	22,898 6.40%			

Report Item 4: Insiders
 (1) (2) (3)(a)(b)(c) and (4) (a)(b)(c)

FRY 6
December 31, 2012

(1) Names and Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (Include names of subsidiaries)	(3)(c) Title & Position with other Businesses (Include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (Include names of subsidiaries)	(4)(c) 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)
Raymond J. Authement Houma, LA USA	Hi Seas of Dulac, Inc. President	Director	Director South LA Bank	Hi Seas of Dulac, Inc. President Valley Ranch Partner	6.77%	NA	NA NA
Michael P. Barker Houma, LA USA	Barker Motors Barker Automotive	Director	Director South LA Bank	Barker Automotive (Mitsubishi) Secretary/Treasurer Barker Motors (Buick Pontiac GMC) President Barker Automotive (Honda) President Barker Holding Company Member Bumco, Inc. President MB & AB, L. L. C. President Brookhaven Automotive, LLC (Honda of Brookhaven) President	1.41%	NA	Barker Automotive (Mitsubishi) 52% Barker Motors (Buick Pontiac GMC) 43% Barker Automotive (Honda) 38% NA NA MB & AB, L.L.C. 100% Brookhaven Automotive, LLC (Honda of Brookhaven) 28%

Report Item 4: Insiders
(1) (2) (3)(a)(b)(c) and (4) (a)(b)(c)

FRY 6
December 31, 2012

Roy M. Beyer Houma, LA USA	Beyer, Stagni & Company Accounting Firm	Director	Director South LA Bank	Beyer, Stagni & Co President	1.27%	NA	Beyer, Stagni & Co 39.5%
				BSR Properties, LLC Member			BSR Properties, LLC 40%
				Redwood Enterprises, LLC Member			Redwood Enterprises, LLC 100%
				Dularge Investments, LLC Member			Dularge Investments, LLC 50%
				BESH Investments, LLC Member			BESH Investments, LLC 50%
				Valley Properties, LLC Partner			NA
				Deer Valley Ranch, LLC Manager			Deer Valley Ranch, LLC 25%
Francis O. Bourg, III Houma, LA USA	Retired	Director	Director South LA Bank	NA	6.40%	NA	NA
Chapman H. Burguières, Jr. Houma, LA USA	Magnum Mud Equipment Co., Inc. Owner, President, CEO	Vice-Chairman	Vice-Chairman South LA Bank	Magnum Mud Equipment Co. Inc. President	2.42%	NA	Magnum Mud Equip Co. Inc. 50%
				Grand Coteau, L.L.C. President			Grand Coteau, L.L.C. 50%
				Magnum Mud Equipment Co., L.L.C. President			Magnum Mud Equip Co., L.L.C. 50%
				Property Trusts, L.L.C. President			Property Trusts, L.L.C. 20%
				Plane Venture, L.L.C. President			Plane Venture, L.L.C. 50%
				Magnum Mud Equipment Co. Cameron, L.L.C. President			Magnum Mud Equipment Co. Cameron, L.L.C. 50%

Report Item 4: Insiders
 (1) (2) (3)(a)(b)(c) and (4) (a)(b)(c)

FRY 6
December 31, 2012

Darryl K. Christen Houma, LA USA	Christen & Associates Attorney/Pilot	Director	Director South LA Bank	Christen & Rhymes, APLC President	3.12%	NA	Christen & Assoc APLC 100%
				Terrebonne Land Partnership Partner			NA
				DKC Holdings, LLC President			DKC Holdings, LLC 100%
				Multi-Aero, Inc. President			Multi-Aero, Inc. 50%
				Sky Aviation, Inc. President			Sky Aviation, Inc. 50%
				Dylan Aviation, LLC Manager			Dylan Aviation, LLC 100%
				DKC Aviation, LLC Manager			DKC Aviation, LLC 100%
				D R & G Aviation, LLC Manager			D R & G Aviation, LLC 100%
				International Jets, Inc. Director			International Jets, Inc. 25%
Richard M. Haydel, MD Houma, LA	Haydel Family Practice, APMC Medical Doctor	Director	Director South LA Bank	Haydel Family Practice, APMC President	4.51%	NA	Haydel Family Practice, APMC 33.33%

Report Item 4: Insiders
 (1) (2) (3)(a)(b)(c) and (4) (a)(b)(c)

FRY 6
December 31, 2012

Karla G. Spinella Houma, LA USA	Attorney at Law	Director	Director South LA Bank	Max Weiders, Inc. Stockholder	2.93%	NA	NA
Sidney C. Sundbery Houma, LA USA	Attorney at Law	Director	Secretary South LA Bank	Duval Funderburk Sundbery Lovell & Watkins Shareholder/Director	1.64%	NA	NA
				Ad Hoc Corporation Shareholder/Director			NA
				Lake Eugenie Land & Development Co., Inc. Shareholder/Director			NA
				Intracoastal Corporation Shareholder/Director			NA
				Biloxi Marshland Corporation Shareholder/Director			NA
				Sundbery Properties, LLC Member/Manager			NA
				Rosedale, LLC Member/Manager			NA
				Valley Properties, LLC Member			NA
Mickey B. Thomas Houma, La USA	South Louisiana Bank President	Director & Secretary/Treas	President South LA Bank	Dularge Properties, L.L.C. Member	0.85%	NA	Dularge Properties, L.L.C. 33.33%
			Registered Agent SLFS, L.L.C.				NA

Report Item 4: Insiders
 (1) (2) (3)(a)(b)(c) and (4) (a)(b)(c)

FRY 6
December 31, 2012

Charles K. Weaver Houma, LA USA	South Louisiana Bank President & CEO	Chairman	Chairman & CEO South LA Bank	None	1.85%	NA	NA
			Registered Agent SLFS, L.L.C.				NA
				Valley Properties, LLC Manager/Partner			NA
James C. Sublett Houma, LA USA	South Louisiana Bank Sr. Vice President		South Louisiana Bank Sr. Vice President	Courtland Properties Sole Proprietorship	0.20%	NA	Courtland Properties 100%
			Registered Agent SLFS, L.L.C.				
James K. Walker Houma, LA USA	South Louisiana Bank Sr. Vice President		South Louisiana Bank Sr. Vice President	None	0.03%	NA	NA
Randal J. Bernard Houma, LA USA	South Louisiana Bank Vice President - CFO		South Louisiana Bank Vice President - CFO	None	0.07%	NA	NA