



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, 2013
Month / Day / Year

I, Mickey B. Thomas
Name of the Holding Company Director and Official
President & C.E. O.
Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address
South Louisiana Financial Corporation
Legal Title of Holding Company
P O Box 1718
(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, LA Louisiana 70361-1718
City State Zip Code
1362 West Tunnel Blvd Houma, LA 70360
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:
Randy Bernard Chief Financial Officer
Name Title
985-851-3434
Area Code / Phone Number / Extension
985-851-7896
Area Code / FAX Number
rbernard@ayeee.com
E-mail Address
ayeee.com
Address (URL) for the Holding Company's web page

Mickey Thomas
Signature of Holding Company Director and Official
3-31-14
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

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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RSSD ID 1086298
C.I. _____

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

ORGANIZATIONAL
CHART

SOUTH LOUISIANA FINANCIAL CORPORATION

HOUMA, LOUISIANA
Incorporated in Louisiana

SOUTH LOUISIANA BANK

HOUMA, LOUISIANA
100% of stock owned by above holding company
Incorporated in Louisiana

**South Louisiana Financial
Services, L.L.C.**
Houma, LA
100% owned by
South Louisiana Bank
Managing Member
Incorporated in Louisiana

Results: A list of branches for your depository institution: FIRST NATIONAL BANKERS BANK (ID_RSSD: 734538).
 This depository institution is held by FIRST NATIONAL BANKERS BANKSHARES, INC. (1086131) of BATON ROUGE, LA.
 The data are as of 12/31/2013. Data reflects information that was received and processed through 04/07/2014.

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
OK		Full Service (Head Office)	734538	FIRST NATIONAL BANKERS BANK	7813 OFFICE PARK BOULEVARD	BATON ROUGE	LA	70809	EAST BATON ROUGE	UNITED STATES	17453	0	FIRST NATIONAL BANKERS BANK	734538	
OK		Full Service	3278387	ALABAMA BRANCH	600 UNIVERSITY PARK PLACE, SUITE 38C	HOMEWOOD	AL	35209	JEFFERSON	UNITED STATES	427740	3	FIRST NATIONAL BANKERS BANK	734538	
OK		Full Service	1451636	ARKANSAS BRANCH	325 WEST CAPITOL, SUITE 30C	LITTLE ROCK	AR	72201	PULASKI	UNITED STATES	46138	1	FIRST NATIONAL BANKERS BANK	734538	
OK		Full Service	2951683	MISSISSIPPI BRANCH	300 CONCOURSE BOULEVARD, SUITE 10C	RIDGELAND	MS	39157	MADISON	UNITED STATES	357995	2	FIRST NATIONAL BANKERS BANK	734538	

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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 12-31-13			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 12-31-13.		
(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	USA	24,230 6.74%	Not Applicable		
Debra B. Chauvin Houma, LA	USA	22,230 shares 6.18%			
Francis O. Bourg, III Houma, LA	USA	22,910 6.37%			

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

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(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	6.74%	NA	NA
				Valley Ranch Partner			NA
Michael P. Barker Houma, LA USA	Barker Motors Barker Automotive	Director	Director South LA Bank	Barker Automotive (Mitsubishi) Secretary/Treasurer	1.40%	NA	Barker Automotive (Mitsubishi) 52%
				Barker Motors (Buick Pontiac GMC) President			Barker Motors (Buick Pontiac GMC) 43%
				Barker Automotive (Honda) President			Barker Automotive (Honda) 38%
				Barker Holding Company Member			NA
				Bumco, Inc. President			NA
				MB & AB, L. L. C. President			MB & AB, L.L.C. 100%
				Brookhaven Automotive, LLC (Honda of Brookhaven) President			Brookhaven Automotive, LLC (Honda of Brookhaven) 28%
Roy M. Beyer	Beyer, Stagni & Company	Director	Director	Beyer, Stagni & Co	1.27%	NA	Beyer, Stagni & Co

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Houma, LA	Accounting Firm		South LA Bank	President			39.5%
USA				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	6.37%	NA	NA
Chapman H. Burguieres, 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	2.41%	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%

Darryl K. Christen Houma, LA USA	Christen & Associates Attorney/Pilot	Director	Director South LA Bank	Christen & Rhymes, APLC President	3.11%	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	4.49%	NA	Haydel Family Practice, APMC 33.33%

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Karla G. Spinella Houma, LA USA	Attorney at Law	Director	Director South LA Bank	Max Welders, Inc. Stockholder	2.91%	NA	NA
Sidney C. Sundbery Houma, LA USA	Attorney at Law	Director	Secretary South LA Bank	Duval Funderburk Sundbery Lovell & Watkins Shareholder/Director	1.63%	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 & CEO	Director & President & CEO	President South LA Bank	Dularge Properties, L.L.C. Member	0.84%	NA	Dularge Properties, L.L.C. 33.33%
			Registered Agent SLFS, L.L.C.				NA

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Charles K. Weaver Houma, LA USA	South Louisiana Bank Chairman of the Board	Chairman	Chairman of the Board South LA Bank	None	1.93%	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	0.33%	NA	Courtland Properties 100%
			Registered Agent SLFS, L.L.C.				
James K. Walker Houma, LA USA	South Louisiana Bank Executive Vice President		South Louisiana Bank Sr. Vice President	None	0.04%	NA	NA
Randal J. Bernard Houma, LA USA	South Louisiana Bank Sr. Vice President - CFO		South Louisiana Bank Sr. Vice President - CFO	None	0.07%	NA	NA
George T. Robichaux Houma, LA USA	South Louisiana Bank Sr. Vice President		South Louisiana Bank Sr. Vice President	Williswood Plantation, L.L.C. Board Member	0.08%	NA	NA
				Assumption Land Board Member			NA
				EGR, L.L.C. Board Member			NA
				Assumption Energy, L.L.C. Board Member			NA
				Lafourche Land, L.L.C. Board Member			NA

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Steven J. Crispino Houma, LA USA	South Louisiana Bank Sr. Vice President	South Louisiana Bank Sr. Vice President	None	0	NA	NA
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Victoria H. Rhea Houma, LA USA	South Louisiana Bank Vice- President	South Louisiana Bank Vice-President	None	0.65%	NA	NA
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David G. Roger Houma, LA USA	South Louisiana Bank Vice-President	South Louisiana Bank Vice-President	None	0	NA	NA
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Robert L. Ross Houma, LA USA	South Louisiana Bank Vice-President	South Louisiana Bank Vice-President	None	0	NA	NA
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