

CENTURY NEXT FINANCIAL Corp
Form DEF 14A
April 17, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No. _____)

Filed by the Registrant [X]
Filed by a Party other than the Registrant []

Check the appropriate box:

- [] Preliminary Proxy Statement
 [] Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
 [X] Definitive Proxy Statement
 [] Definitive Additional Materials
 [] Soliciting Material Pursuant to ' 240.14a-12

Century Next Financial Corporation
(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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- [X] No fee required
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April 17, 2013

Dear Shareholder:

You are cordially invited to attend the Annual Meeting of Shareholders of Century Next Financial Corporation. The meeting will be held at the Old Central Station located at 200 East Mississippi Avenue, Ruston, Louisiana 71270, on Wednesday, May 22, 2013 at 10:30 a.m., Central Time. At our Annual Meeting, you will be asked to act on the following proposals, all of which are more completely set forth in the accompanying proxy statement:

- (1) To elect three directors for a three-year term, or until their successors are elected and qualified;
- (2) To adopt a non-binding resolution to approve the compensation of our named executive officers;
- (3) To consider an advisory vote on the frequency of the non-binding resolution to approve the compensation of our named executive officers; and
- (4) To consider and ratify the appointment of our independent registered public accounting firm for the year ending December 31, 2013.

It is very important that you be represented at the Annual Meeting regardless of the number of shares you own or whether you are able to attend the meeting in person. We urge you to mark, sign, and date your proxy card today and return it in the envelope provided, even if you plan to attend the Annual Meeting. This will not prevent you from voting in person at the Annual Meeting, but will ensure that your vote is counted if you are unable to attend.

Your continued support of Century Next Financial Corporation is sincerely appreciated.

Very truly yours,
Benjamin L. Denny
President and Chief Executive Officer

CENTURY NEXT FINANCIAL CORPORATION
505 North Vienna Street
Ruston, Louisiana 71270
(318) 255-3733

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

TIME	10:30 a.m., Central Time, Wednesday, May 22, 2013
PLACE	Old Central Station 200 East Mississippi Avenue Ruston, Louisiana
ITEMS OF BUSINESS	<p>(1) To elect three directors for a three-year term expiring in 2016 and until their successors are elected and qualified;</p> <p>(2) To adopt a non-binding resolution to approve the compensation of our named executive officers;</p> <p>(3) To consider an advisory vote on the frequency of the non-binding resolution to approve the compensation of our named executive officers; and</p> <p>(4) To ratify the appointment of Heard McElroy & Vestal, LLC as our independent registered public accounting firm for the year ending December 31, 2013.</p> <p>To transact such other business, as may properly come before the meeting or at any adjournment thereof. We are not aware of any other such business.</p>
RECORD DATE	Holders of Century Next Financial Corporation common stock of record at the close of business on March 27, 2013 are entitled to vote at the meeting.
ANNUAL REPORT	Our Form 10-K for the year ended December 31, 2012 is enclosed but is not a part of the proxy solicitation materials.
PROXY VOTING	It is important that your shares be represented and voted at the meeting. You can vote your shares by completing and returning the proxy card sent to you. Most shareholders whose shares are held in "street" name can also vote their

shares over the Internet or by telephone. If Internet or telephone voting is available to you, voting instructions are printed on the voting instruction form you received. You can revoke a proxy at any time prior to its exercise at the meeting by following the instructions in the accompanying proxy statement.

BY ORDER OF THE BOARD OF DIRECTORS
G. Randall Allison
Corporate Secretary

Ruston, Louisiana
April 17, 2013

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CENTURY NEXT FINANCIAL CORPORATION

PROXY STATEMENT

ABOUT THE ANNUAL MEETING OF SHAREHOLDERS

We are furnishing this proxy statement to holders of common stock of Century Next Financial Corporation, the holding company of Bank of Ruston. We are soliciting proxies on behalf of our Board of Directors to be used at the Annual Meeting of Shareholders to be held at the Old Central Station located at 200 East Mississippi Avenue, Ruston, Louisiana, on Wednesday, May 22, 2013 at 10:30 a.m., Central Time, and at any adjournment thereof, for the purposes set forth in the attached Notice of Annual Meeting of Shareholders. This proxy statement is first being mailed to shareholders on or about April 17, 2013.

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on May 22, 2013.

This proxy statement and our Form 10-K for the year ended December 31, 2012 are available on our website at www.bankruston.com/pages/investor_relations_annualmeetinginfo.php. The same website address also contains information on how to obtain directions to attend the Annual Meeting.

What is the purpose of the Annual Meeting?

At our Annual Meeting, shareholders will act upon the election of directors, a non-binding resolution to approve the compensation of our named executive officers, an advisory vote on the frequency of the non-binding resolution to approve the compensation of our named executive officers and ratification of our independent registered public accounting firm. In addition, management will report on the performance of Century Next Financial and respond to questions from shareholders.

Who is entitled to vote?

Only our shareholders of record as of the close of business on the record date for the meeting, March 27, 2013, are entitled to vote at the meeting. On the record date, we had 1,058,000 shares of common stock issued and 1,055,760 shares outstanding and no other class of equity securities outstanding. For each issued and outstanding share of common stock you own on the record date, you will be entitled to one vote on each matter to be voted on at the meeting, in person or by proxy.

How do I submit my proxy?

After you have carefully read this proxy statement, indicate on your proxy card how you want your shares to be voted. Then sign, date and mail your proxy card in the enclosed prepaid return envelope as soon as possible. This will enable your shares to be represented and voted at the Annual Meeting.

Can I attend the meeting and vote my shares in person?

Yes. All shareholders are invited to attend the Annual Meeting. Shareholders of record can vote in person at the Annual Meeting. If your shares are held in "street" name, then you are not the shareholder of record and you must ask your broker or other nominee how you can vote at the Annual Meeting.

Can I change my vote after I return my proxy card?

Yes. If you are a shareholder of record, there are three ways you can change your vote or revoke your proxy after you have sent in your proxy card.

- First, you may complete and submit a new proxy card. Any earlier proxies will be revoked automatically.
- Second, you may send a written notice to our Corporate Secretary, Mr. G. Randall Allison, Century Next Financial Corporation, 505 North Vienna Street, Ruston, Louisiana 71270, stating that you would like to revoke your proxy.
- Third, you may attend the Annual Meeting and vote in person. Any earlier proxy will be revoked. However, attending the Annual Meeting without voting in person will not revoke your proxy.

If your shares are held in “street” name and you have instructed a broker or other nominee to vote your shares, you must follow directions from your broker or other nominee to change your vote.

If my shares are held in “street name” by my broker, could my broker automatically vote my shares?

Your broker may not vote on the election of directors, the non-binding proposal to approve the compensation of our named executive offices and the advisory vote on the frequency of the non-binding proposals to approve the compensation of our named executive officers if you do not furnish instructions for proposals one, two or three. You should use the voting instruction form provided by the institution that holds your shares to instruct your broker to vote your shares or else your shares may not be voted or may be considered “broker non-votes.”

Your broker may vote in his or her discretion on the ratification of the appointment of our independent registered public accounting firm if you do not furnish instructions. If your broker votes in his or her discretion on proposal four and you do not provide instructions on the other proposals, then your shares will be considered “broker non-votes” on proposals one, two and three.

What constitutes a quorum?

The presence at the meeting, in person or by proxy, of the holders of a majority of the shares of common stock outstanding on the record date will constitute a quorum. Proxies received but marked as abstentions and broker non-votes will be included in the calculation of the number of shareholders considered to be present at the meeting.

What are the Board of Directors’ recommendations?

The recommendations of the Board of Directors are set forth under the description of each proposal in this proxy statement. In summary, the Board of Directors recommends that you vote (i) FOR the nominees for director described herein, (ii) FOR the non-binding resolution to approve the compensation of our named executive officers, (iii) for THREE YEARS on the advisory vote on the frequency of the non-binding resolution to approve the compensation of our named executive officers and (iv) FOR the ratification of our independent registered public accounting firm.

The proxy solicited hereby, if properly signed and returned to us and not revoked prior to its use, will be voted in accordance with your instructions contained in the proxy. If no contrary instructions are given, each proxy signed and received will be voted in the manner recommended by the Board of Directors and, upon the transaction of such other business as may properly come before the meeting, in accordance with the best judgment of the persons appointed as proxies. Proxies solicited hereby may be exercised only at the Annual Meeting and any adjournment of the Annual Meeting and will not be used for any other meeting.

What vote is required to approve each item?

The election of directors will be determined by a plurality of the votes cast at the Annual Meeting. The three nominees for director receiving the most “for” votes will be elected directors. The affirmative vote of a majority of the total votes cast is required for approval of the non-binding resolution approving the compensation of our named executive officers and the proposal to ratify the appointment of Heard McElroy & Vestal, LLC for 2013. The frequency of the advisory vote on the non-binding resolution to approve the compensation of our named executive officers receiving the greatest number of votes (either three years, two years or one year) will be the frequency that shareholders approve. Abstentions are considered in determining the presence of a quorum, but will not affect the vote on the proposals.

INFORMATION WITH RESPECT TO NOMINEES FOR DIRECTOR, CONTINUING DIRECTORS AND EXECUTIVE OFFICERS

Election of Directors (Proposal One)

Our Articles of Incorporation provide that the Board of Directors shall be divided into three classes as nearly equal in number as possible. The directors are elected by our shareholders for staggered three-year terms and until their successors are elected and qualified.

At this Annual Meeting, you will be asked to elect one class of directors, consisting of three directors, for a three-year term expiring in 2016 and until their successors are elected and qualified. Shareholders of Century Next Financial are not permitted to use cumulative voting for the election of directors. Our Board of Directors, upon recommendation of the Nominating and Corporate Governance Committee, nominated Messrs. J. Brandon Ewing, William D. Hogan and Neal Walpole to a three-year term expiring in 2016.

All of our current directors have served as directors of Century Next Financial since its organization in June 2010, except Dan E. O’Neal, III, whose term started during 2011, and all of such directors also serve as directors of Bank of Ruston, Century Next Financial’s wholly owned subsidiary. None of our directors or nominees for director is related to any of Century Next Financial’s other directors or executive officers by first cousin or closer.

Unless otherwise directed, each proxy executed and returned by a shareholder will be voted for the election of the nominees for director listed below. If any person named as a nominee should be unable or unwilling to stand for election at the time of the Annual Meeting, the proxies will nominate and vote for any replacement nominee or nominees recommended by our Board of Directors. At this time, the Board of Directors knows of no reason why any of the nominees listed below may not be able to serve as a director if elected.

Director Nominees and Members of the Board of Directors Continuing in Office

The following tables present information concerning the nominees for director and each director whose term continues. Ages are reflected as of March 27, 2013. Where applicable, service as a director includes service as a director of Bank of Ruston prior to the organization of Century Next Financial Corporation in 2010.

Nominees for Directors for a Three-Year Term Expiring in 2016

Name	Age and Principal Occupation During the Past Five Years/Public Directorships
J. Brandon Ewing	<p>Director since 2006. Owner of Ewing Timber L.L.C., located in Jonesboro, Louisiana.</p> <p>Mr. Ewing brings significant business, management and financial expertise to the Board as the owner of a family operated business. Age 44.</p>
William D. Hogan	<p>Director since 1996. President of Bank of Ruston since May, 2011 and Executive Vice President of Century Next Financial since September 2010. Previously, Executive Vice President, Business Development of Bank of Ruston from June 2009 to May 2011 and Vice President of Sales and Marketing from January 2008 to May 2009. Prior thereto, Owner and Senior Vice President of Sales at Hogan Hardwoods, located in Ruston, Louisiana from 2001 to 2008.</p> <p>Mr. Hogan brings financial and business expertise to the Board as our Executive Vice President, Business Development. Mr. Hogan has gained financial expertise through his service on our Board since 1996 and his prior term as an officer of a hardwoods and architectural building products supplier. Mr. Hogan owned and managed Builders Supply of Ruston from 1991 to 2001. Age 49.</p>
Neal Walpole	<p>Director since 2003. President of Walpole Tire Service, located in Ruston, Louisiana for over 30 years.</p> <p>Mr. Walpole brings significant business and management expertise and knowledge of the local business community from his years of service as President of a local service company. Age 60.</p>

The Board of Directors recommends that you vote FOR election of the nominees for directors

Directors Whose Term Expires in 2014

Name	Age and Principal Occupation During the Past Five Years/Public Directorships
Benjamin L. Denny	

Director since 1992. President and Chief Executive Officer of Century Next Financial since September 2010. Chief Executive Officer of Bank of Ruston since 1992 and President of Bank of Ruston from March 1992 to May 2011.

As President and Chief Executive Officer, Mr. Denny brings to the Board significant knowledge of Bank of Ruston's operations. Mr. Denny also has gained valuable banking and institutional knowledge from his 42 years of service in the financial institutions industry and his long-standing ties to the local business and legal community in the Ruston area. Age 64.

Dan E. O'Neal, III

Director since 2011. Owner of Ruston Exterminating, Inc., located in Ruston, Louisiana since 1993.

Mr. O'Neal brings to the Board significant business and management expertise as well as knowledge of the local real estate market as a developer of numerous housing subdivisions and the owner of a local service company. Age 57.

Directors Whose Term Expires in 2015

Name	Age and Principal Occupation During the Past Five Years/Public Directorships
Dr. Daniel D. Reneau	<p>Director since 1982. President of Louisiana Tech University, located in Ruston, Louisiana, since July 1987.</p> <p>Dr. Reneau brings significant leadership and management expertise to the Board as the President of a major Louisiana research university. Age 72.</p>
Thomas W. Rogers, Esq.	<p>Chairman of the Board since February 2005 and member of the Board since 1996. Partner with Napper, Madden & Rogers, located in Ruston, Louisiana since January 1979.</p> <p>Mr. Rogers brings significant knowledge of the local legal community and operations of Bank of Ruston having served as legal counsel. Age 60.</p>
Scott R. Thompson	<p>Director since 2005. Owner of STC, LLC, located in Ruston, Louisiana.</p> <p>Mr. Thompson brings to the Board significant business and management expertise as well as knowledge of the local real estate market as the owner of a local construction company. Age 55.</p>

Executive Officers Who Are Not Also Directors

James H. Hall, age 70 years, has served as Chief Credit Officer and Director Emeritus of Bank of Ruston since March 2000. Executive Vice President in 2011 and Senior Vice President from 2000-2010. For the 29 year period prior thereto, Mr. Hall served as a commercial lender in the local banking industry.

Lorie R. Hamlin, age 31 years, has served as Vice President and Operations Manager of Bank of Ruston since January 2010 and January 2009, respectively. Previously, Ms. Hamlin served as Assistant Operations Manager from 2006 to January 2009 and prior thereto, in other positions with Bank of Ruston since 2000.

Mark Taylor, CPA, age 51 years, has served as Senior Vice President and Chief Financial Officer of Century Next Financial and Bank of Ruston since September 2011. Previously, Mr. Taylor served as Chief Financial Officer of Lehr Brothers, Inc., an agricultural company located in Bakersfield, California since January 2010. Prior thereto, Mr. Taylor served as Senior Vice President and Chief Financial Officer of San Joaquin Bank and San Joaquin Bancorp in a series of positions since October 2005.

Warren L. Post, age 61 years, has served as Vice President and Mortgage Lender of Bank of Ruston since August 1994. Previously, Mr. Post served as a mortgage lender with Ruston State Bank from 1983 to 1994.

Our executive officers are elected annually and hold office until their successors have been elected and qualified or until death, resignation or removal by the board of directors.

Director Compensation

During 2012, each director of Bank of Ruston received an annual retainer of \$7,500, paid monthly, and board and committee fees of \$100 and \$50, respectively, paid if attended except for Mr. Rogers and Mr. Walpole. Effective October 1, 2012, Mr. Rogers's monthly board fee increased to \$200 for services as Chairman of the Board and Mr. Walpole's monthly audit committee fee for services as Chairman increased to \$250. Mr. Rogers also receives compensation from Bank of Ruston for legal services provided as counsel to the bank, which did not exceed \$120,000 for fiscal 2012.

Director Compensation Table. The following table sets forth total compensation paid to each director of Bank of Ruston during fiscal 2012, other than Messrs. Denny and Hogan whose compensation is set forth below under “—Management Compensation.” There was no above-market or preferential earnings on deferred compensation of directors under our deferred compensation plan. We did not award any equity shares to our directors in 2012.

Name	Fees Earned or Paid in Cash	Stock Awards (2)	Option Awards (2)	All Other Compensation(3)	Total
J. Brandon Ewing	\$ 10,500 (1)	\$ --	\$ --	\$ 34	\$ 10,534
Dr. Daniel D. Reneau	10,600	--	--	3,482	14,082
Thomas W. Rogers, Esq.	11,200 (1)	--	--	123	11,323
Scott R. Thompson	10,950 (1)	--	--	94	11,044
Neal Walpole	11,550 (1)	--	--	88	11,638
Dan E. O’Neal, III	11,100	--	--	22	11,122

(1) Includes amounts deferred at the election of the director pursuant to the Directors' Deferral Income Plan.

(2) As of December 31, 2012, each of our non-employee directors, other than Mr. O’Neal, had 1,693 and 5,290 shares of our common stock subject to outstanding restricted stock awards and option grants, respectively. Mr. O’Neal had 2,645 shares subject to option grants as of December 31, 2012.

(3) Includes for Dr. Reneau, annual retirement benefits paid pursuant to the Indexed Deferred Compensation Benefit Plan and for Messrs. Ewing, Rogers, Thompson and Walpole and Dr. Reneau, the dollar value of life insurance premiums.

Committees and Meetings of the Board of Directors

During the year ended December 31, 2012, the Board of Directors of Century Next Financial met 12 times. No director of Century Next Financial attended fewer than 75% of the aggregate of the total number of Board meetings held during the period for which he has served as a director and the total number of meetings held by all committees of the Century Next Financial Board on which he served. A majority of our directors are independent directors as defined in the Nasdaq listing standards. We have determined that all of our current directors Ewing, O’Neal, Reneau, Rogers, Thompson and Walpole are independent directors as defined in the rules of the Nasdaq Stock Market. Members of the Board also serve on other committees of Bank of Ruston. In determining director independence we considered that Mr. Rogers provides legal services to Bank of Ruston. Mr. Rogers is not deemed independent for Audit Committee purposes under additional applicable requirements of the Securities and Exchange Commission.

Audit Committee. The Audit Committee reviews with management and our independent registered public accounting firm Century Next Financial’s systems of internal controls, reviews our annual financial statements, including the Form 10-K and monitors Century Next Financial’s adherence to generally accepted accounting principles in our accounting and financial reporting. The Audit Committee is currently comprised of three directors, all of whom are independent directors as defined in the Nasdaq’s rules and the rules and regulations of the Securities and Exchange Commission

and met five times during 2012. The Board of Directors has not identified a member of the Audit Committee who meets the Securities and Exchange Commission's definition of audit committee financial expert. The Board of Directors believes that the Audit Committee members have sufficient expertise to fulfill their fiduciary duties. The committee's charter is available on our website at www.bankruston.com under the Investor Relations heading.

Compensation Committee. It is the responsibility of the Compensation Committee of Century Next Financial to set the compensation of Century Next Financial's Chief Executive Officer and Chief Financial Officer as well as the other executive officers. The Compensation Committee is currently comprised of three directors, each of whom is an independent director as defined in the Nasdaq rules and met once during 2012. The committee's charter is available on our website at www.bankruston.com under the Investor Relations heading.

Nominating and Corporate Governance Committee. It is the responsibility of the Nominating and Corporate Governance Committee to, among other functions, recommend to the full Board, nominees for election as directors at the Annual Meeting. The Nominating and Corporate Governance Committee met one time in 2012 to consider director nominations and recommended nominees for this Annual Meeting. The Nominating and Corporate Governance Committee is currently comprised of two directors, both of whom are independent directors, as defined in the Nasdaq rules. The committee's charter is available on our website at www.bankruston.com under the Investor Relations heading.

Membership on Certain Board Committees. The Board of Directors of Century Next Financial Corporation established an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee in February 2011. The following table sets forth the membership of such committees as of the date of this proxy statement.

Name	Audit Committee	Compensation Committee	Nominating and Corporate Governance Committee
J. Brandon Ewing			*
Dan E. O'Neal, III			
Dr. Daniel D. Reneau	*		
Thomas W. Rogers, Esq.		**	
Scott R. Thompson	*	*	
Neal Walpole	**	*	*

** Chairman.

Board Leadership Structure

Mr. Benjamin Denny serves as our President and Chief Executive Officer and Mr. Thomas Rogers serves as our Chairman of the Board. The Board of Directors has determined that the separation of the offices of Chairman of the Board and President enhances Board independence and oversight. Further, the separation of the Chairman of the Board permits the President and Chief Executive Officer to better focus on his responsibilities of managing the daily operations of Century Next Financial Corporation, enhancing shareholder value and expanding and strengthening our franchise while allowing the Chairman to lead the Board of Directors in its fundamental role of providing independent oversight and advice to management.

Board's Role in Risk Oversight

Risk is inherent with every business, particularly financial institutions. We face a number of risks, including credit risk, interest rate risk, liquidity risk, operational risk, strategic risk and reputational risk. Management is responsible for the day-to-day management of the risks Century Next Financial faces, while the Board, as a whole and through its committees, has responsibility for the oversight of risk management. In its risk oversight role, the Board of Directors ensures that the risk management processes designed and implemented by management are adequate and functioning as designed. In this regard, the Chairman of the Board meets regularly with management to discuss strategy and risks facing Century Next Financial.

Bank of Ruston has established a compliance committee that reviews and assesses our systems of internal control and meets and reviews the report of our compliance officer on a monthly basis. The members of the compliance committee are the senior officers of each of our business departments. Bank of Ruston also has established an information technology committee which meets on an as needed basis and also consists of members of senior management. Reports of the compliance and information technology committees are reviewed by the full Board.

Directors' Attendance at Annual Meetings

Although we do not have a formal policy regarding attendance by members of the Board of Directors at annual meetings of shareholders, we expect that our directors will attend, absent a valid reason for not doing so. All of our directors attended our annual meeting of shareholders in May 2012.

Director Nominations

Nominees for director of Century Next Financial are considered by the Nominating and Corporate Governance Committee and recommended to the full Board of Directors. The Nominating and Corporate Governance Committee will consider candidates for director suggested by other directors, as well as our management and shareholders. A shareholder who desires to recommend a prospective nominee for the Board should notify our Secretary in writing with whatever supporting material the shareholder considers appropriate. In addition, any shareholder wishing to make a nomination must follow our procedures for shareholder nominations, which are described under "Shareholder Proposals, Nominations and Communications with the Board of Directors."

The charter of the Nominating and Corporate Governance Committee sets forth certain criteria the committee may consider when recommending individuals for nomination as director including: (a) ensuring that the board of directors, as a whole, is diverse and consists of individuals with various and relevant career experience, relevant technical skills, industry knowledge and experience, financial expertise (including expertise that could qualify a director as a "financial expert," as that term is defined by the rules of the SEC), local or community ties and (b) minimum individual qualifications, including strength of character, mature judgment, familiarity with our business and industry, independence of thought and an ability to work collegially. The committee also may consider the extent to which the candidate would fill a present need on the board of directors.

Code of Ethics

Century Next Financial maintains a comprehensive Code of Ethics for Employees, Officers and Directors which requires that our directors, officers and employees avoid conflicts of interest; maintain the confidentiality of information relating to Century Next Financial and its customers; engage in transactions in the common stock only in compliance with applicable laws and regulations and the requirements set forth in the Code of Ethics; and comply with other requirements which are intended to ensure that they conduct business in an honest and ethical manner and otherwise act with integrity and in the best interest of Century Next Financial. Our separate Code of Ethics for Senior Financial Officers specifically imposes standards of conduct on our chief executive officer, chief financial and accounting officer and other persons with financial reporting responsibilities who are identified in regulations issued by the U.S. Securities and Exchange Commission dealing with corporate codes of conduct.

Our directors, officers and employees are required to affirm in writing that they have reviewed and understand the Code of Ethics. Copies of our Code of Ethics and Code of Ethics for Senior Financial Officers are available on our website at www.bankruston.com under the Investor Relations heading. In accordance with the requirements of the Securities and Exchange Commission's Form 8-K, we will disclose on Form 8-K the nature of any amendments to the Code of Ethics for Senior Financial Officers (other than technical, administrative, or other non-substantive amendments), our approval of any material departure from a provision of the Code of Ethics for Senior Financial Officers, and our failure to take action within a reasonable period of time regarding any material departure from a provision of this Code of Ethics for Senior Financial Officers that has been made known to any of our executive officers.

MANAGEMENT COMPENSATION

Summary Compensation Table

The following table sets forth a summary of certain information concerning the compensation earned during the fiscal years ended December 31, 2012 and 2011 by our principal executive officer and two other executive officers serving at the end of fiscal 2012 who were the most highly compensated executive officers in fiscal 2012. These officers are referred to as the named executive officers in this proxy statement.

Name and Principal Position	Year	Salary	Bonus	Stock Awards	Option Awards	All Other Compensation	Total
Benjamin L. Denny President and Chief Executive Officer	2012	\$ 136,000	\$ 2,040	\$--	\$--	\$ 24,297	\$ 162,337
William D. Hogan Executive Vice President, Business Development	2011	136,000	2,380	169,280	76,226	24,577	408,463
William D. Hogan Executive Vice President, Business Development	2012	\$ 123,000	\$ 1,845	\$--	\$--	\$ 20,741	\$ 145,586
Mark A. Taylor Senior Vice President, Chief Financial Officer	2011	125,000	2,153	70,080	76,226	20,798	294,257
Mark A. Taylor Senior Vice President, Chief Financial Officer	2012	\$ 130,000	\$ 1,950	\$--	\$--	\$ 6,636	\$ 138,586
	2011	36,458	638	--	17,105	138	54,339

(1) These amounts represent the aggregate grant date fair value of restricted stock awards and option grants in the year in which the award or grant was made in accordance with FASB ASC Topic 718. The assumptions used for calculating the grant date fair value are set forth in Note 15 of our consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2012, which was filed with the SEC on March 26, 2013. These amounts do not represent actual amounts paid to or realized by our executive officers for these awards during fiscal year 2011.

(2) Includes directors' fees of \$11,000 for Mr. Denny and \$11,050 for Mr. Hogan, the fair market value of the shares of Century Next Financial common stock allocated to the employee stock ownership plan accounts of Messrs. Denny, Hogan and Taylor during fiscal 2012 based on a closing price of \$13.00 on December 31, 2012, life insurance premiums and matching contributions under the 401(k) Plan. All other compensation does not include amounts attributable to other miscellaneous benefits. The costs to Bank of Ruston of providing such benefits did not exceed \$10,000.

Stock Benefit Plans

In May 2011, shareholders approved our 2011 Stock Option Plan and our 2011 Recognition and Retention Plan and Trust Agreement. Pursuant to the terms of the 2011 Stock Option Plan, options to acquire up to 105,800 shares of common stock of the Corporation may be granted to employees or non-employee directors. Pursuant to the terms of the 2011 Recognition and Retention Plan and Trust Agreement, awards of up to 42,320 shares of common stock of the Corporation may be granted to employees and non-employee directors. During the time these plans remain in effect, the aggregate grants of options to each employee and each non-employee director shall not exceed 25% and 5% of the shares of Common Stock initially available under the plan, respectively, and options granted to non-employee directors in the aggregate may not exceed 30% of the number of shares initially available under these Plans.

Outstanding Equity Awards at Fiscal Year End. The table below sets forth outstanding equity awards at December 31, 2012 to our named executive officers.

Name	Option Awards			Stock Awards		
	Number of Securities Underlying Unexercised Options(1)		Option Exercise Price	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested	Market Value of Shares or Units of Stock That Have Not Vested(2)
	Exercisable	Unexercisable				
Benjamin L. Denny	3,800	15,200	\$ 15.00	8/3/2021	8,464	\$ 110,032
William D. Hogan	3,800	15,200	15.00	8/3/2021	3,504	45,552
Mark A. Taylor, CPA	930	3,720	14.50	9/20/2021	--	--

(1) Options vest at a rate of 20% per year commencing on the first anniversary of the date of grant.

(2) Market value is calculated based on the closing price of \$13.00 on December 31, 2012.

Retirement Benefits

Retirement benefits are an important element of a competitive compensation program for attracting senior executives, especially in the financial services industry. Our executive compensation program currently includes (i) a 401(k) profit sharing plan which enables our employees to supplement their retirement savings with elective deferral contributions and with matching and discretionary contributions by us, and (ii) an employee stock ownership plan that allows participants to accumulate retirement benefits in the form of employer stock at no current cost to the participant. We also maintain an officers' deferred compensation plan and a defined benefit pension plan that was frozen in March 2007. Messrs. Denny and Hall are our only named executive officers who participate in the deferred compensation plan or have accrued benefits under the pension plan. In addition, we maintain a death benefit only income continuation plan for the benefit of Mr. Hall.

401(k) Plan. Bank of Ruston sponsors the Bank of Ruston 401(k) Plan which is a qualified, tax-exempt defined contribution plan with a salary deferral feature under Section 401(k) of the Internal Revenue Code. Under the 401(k) plan, participants are permitted to make salary reduction contributions (in whole percentages) equal to the lesser of (i) from 1% to 50% of compensation, or (ii) \$17,000 (for 2012, as indexed annually). Participants who are age 50 or older are permitted to make "catch up" contributions to the plan up to \$5,500 (for 2012, as indexed annually). Bank of Ruston currently contributes a matching contribution amount equal to 75% of the first 6% of the employee's contribution. Plan benefits generally will be paid to each participant in the form of a single cash payment at normal retirement age unless an earlier payment is selected, or in installments over a period not in excess of his remaining life expectancy. Normal retirement age under the 401(k) plan is age 65.

Employee Stock Ownership Plan. In connection with the initial public offering of Century Next Financial in September 2010, we established the Bank of Ruston Employee Stock Ownership Plan for our eligible employees. The employee stock ownership plan acquired 66,704 shares of our common stock utilizing a \$667,000 loan from Century Next Financial. The loan to the employee stock ownership plan has a term of 20 years and shares are released for allocation to employees' accounts as the debt service payments are made. Shares released from the suspense account are allocated to each eligible participant's plan account pro rata based on compensation. Forfeitures may be used for the payment of expenses or be reallocated among the remaining participants. Participants become 100% vested after

three years of service or normal retirement age. Participants also become fully vested in their account balances upon a change in control (as defined), death or disability. Benefits may be payable upon retirement or separation from service.

Officers' Deferred Compensation Plan. The Officers' Deferred Compensation Plan provides eligible employees with a specified amount of retirement benefits in addition to those provided by our tax-qualified retirement plans, which are limited due to certain restrictions and limitations of the Internal Revenue Code. Retirement benefits commence on the later of the first day of the year coincident with or following the participant's actual retirement or the date specified in the officer's individual participation agreement, and are payable in equal monthly installments for the greater of one hundred twenty months or the participant's lifetime.

Defined Benefit Pension Plan. Bank of Ruston participates in a multiple-employer, noncontributory defined benefit retirement plan that was frozen effective March 1, 2007. Those participants who had met the eligibility requirements as of March 1, 2007 will receive a benefit equal to the benefit accrued under the plan as of that date. As of December 31, 2012, Mr. Denny had 20 years and 11 months of credited service and his estimated annual benefit at retirement is \$28,500.

Death Benefit Only Income Continuation Plan. Bank of Ruston established the Death Benefit Only Income Continuation Plan in order to provide a minimum level of income continuation benefits to the beneficiaries of certain key employees in the event of such individual's death while in the service of Bank of Ruston. The only current participant in the plan is Mr. James H. Hall, our chief credit officer. In the event of Mr. Hall's death prior to reaching the later of age 70 or his actual date of retirement, we will pay Mr. Hall's beneficiary three thousand dollars (\$3,000) monthly for a total of two hundred forty months commencing upon the first day of the month following his date of death. Upon termination of employment or retirement from Bank of Ruston, all benefits are forfeited under the plan.

Related Party Transactions

During fiscal 2012, Century Next Financial has had, and expects to have in the future, banking transactions, including loans, with its directors and officers, and other related parties. These loans were made in the ordinary course of business, on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable loans with persons not related to Bank of Ruston. The loans do not involve more than the normal risk of collectability or present other unfavorable features. None of these loans are disclosed as non-accrual, past due, restructured or potential problem loans. Under Century Next Financial's Audit Committee Charter, the Audit Committee is required to review and approve all related party transactions, as described in Item 404 of Regulation S-K of the SEC's rules.

PROPOSAL TO ADOPT A NON-BINDING RESOLUTION TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS (Proposal Two)

Pursuant to Section 951 of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the Dodd-Frank Act"), the proxy rules of the Securities and Exchange Commission were amended to require that not less frequently than once every three years, a proxy statement for an annual meeting of shareholders for which the proxy solicitation rules of the Securities and Exchange Commission require compensation disclosure must also include a separate resolution subject to shareholder vote to approve the compensation of the company's named executive officers disclosed in the proxy statement.

The executive officers named in the summary compensation table and deemed to be “named executive officers” are Messrs. Denny, Hogan and Taylor. Reference is made to the summary compensation table and disclosures set forth under “Management Compensation” in this proxy statement.

The proposal gives shareholders the ability to vote on the compensation of our named executive officers through the following resolution:

“Resolved, that the shareholders approve the compensation of the named executive officers as disclosed in this proxy statement.”

The shareholder vote on this proposal is not binding on Century Next Financial or the Board of Directors and cannot be construed as overruling any decision made by the Board of Directors. However, the Board of Directors of Century Next Financial will review the voting results on the non-binding resolution and take them into consideration when making future decisions regarding executive compensation.

The Board of Directors recommends that you vote FOR the non-binding resolution to approve the compensation of our named executive officers.

ADVISORY VOTE ON THE FREQUENCY OF THE NON-BINDING RESOLUTION
TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS
(Proposal Three)

Section 951 of the Dodd-Frank Act also amended the proxy rules of the Securities and Exchange Commission to require that not less frequently than once every six years, a proxy statement for an annual meeting of shareholders for which the proxy solicitation rules of the Securities and Exchange Commission require compensation disclosure must also include a separate proposal subject to shareholder vote to determine whether the shareholder vote to approve the compensation of the named executive officers will occur every one, two or three years.

Accordingly, we are seeking a shareholder vote regarding whether the non-binding resolution to approve the compensation of our named executive officers should occur every three years, every two years or every year.

The Board of Directors asks that you support a frequency of every three years for future non-binding resolutions on compensation of our named executive officers. Setting an advisory vote every three years will be the most effective timeframe for Century Next Financial to respond to shareholder feedback and provide us with sufficient time to engage with shareholders to understand and respond to the vote results.

The advisory vote on this proposal is not binding on Century Next Financial or the Board of Directors and cannot be construed as overruling any decision made by the Board of Directors. However, the Board of Directors of the Century Next Financial will review the results on the advisory vote and take them into consideration when making future decisions regarding the frequency of submitting to shareholders the non-binding resolution to approve the compensation of our named executive officers.

The Board of Directors recommends an advisory vote for a frequency of THREE YEARS for future non-binding resolutions to approve the compensation of our named executive officers.

**BENEFICIAL OWNERSHIP OF COMMON STOCK
BY CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The following table sets forth as of March 27, 2013, the voting record date, certain information as to the common stock beneficially owned by (a) each person or entity, including any "group" as that term is used in Section 13(d)(3) of the Securities Exchange Act of 1934, who or which was known to us to be the beneficial owner of more than 5% of the issued and outstanding common stock, (b) the directors and director nominees of Century Next Financial, (c) named executive officers of Century Next Financial, and (d) all directors and executive officers of Century Next Financial as a group.

Name of Beneficial Owner or Number of Persons in Group	Amount and Nature of Beneficial Ownership as of March 27, 2013(1)		Percent of Common Stock	
5% Shareholders:				
Bank of Ruston Employee Stock Ownership Plan Trust 505 North Vienna Street Ruston, Louisiana 71270	66,704	(2)	6.3	%
Frank M. Cordaro Appraisal Services of North Louisiana, L.L.C. 408 West Mississippi Avenue Ruston, Louisiana 71270	74,034	(3)	7.0	
Name of Beneficial Owner or Number of Persons in Group	Amount and Nature of Beneficial Ownership as of March 27, 2013(1)(4)		Recognition and Retention Plan(5)	Percent of Common Stock
Directors:				
Benjamin L. Denny	25,132	(6)	8,464	3.2 %
J. Brandon Ewing	21,481		1,693	2.2
William D. Hogan	40,729	(7)	3,504	4.2
Dan E. O'Neal, III	20,529	(8)	--	1.9
Dr. Daniel D. Reneau	11,481	(9)	1,693	1.2
Thomas W. Rogers, Esq.	46,876	(10)	1,693	4.6
Scott R. Thompson	24,081	(11)	1,693	2.4
Neal Walpole	18,981	(12)	1,693	2.0
Other Named Executive Officer:				
Mark A. Taylor, CPA	2,013	(13)	--	0.2

All Directors and Executive Officers

as a Group (12

persons)

239,674 (14) 28,813 25.4 %

(1)Based upon filings made pursuant to the Securities Exchange Act of 1934 and information furnished by the respective individuals. Under regulations promulgated pursuant to the Securities Exchange Act of 1934, shares of common stock are deemed to be beneficially owned by a person if he or she directly or indirectly has or shares (i) voting power, which includes the power to vote or to direct the voting of the shares, or (ii) investment power, which includes the power to dispose or to direct the disposition of the shares. Unless otherwise indicated, the named beneficial owner has sole voting and dispositive power with respect to the shares and none of the shares are pledged. Under applicable regulations, a person is deemed to have beneficial ownership of any shares of common stock which may be acquired within 60 days of the record date pursuant to the exercise of outstanding stock options. Shares of common stock which are subject to stock options are deemed to be outstanding for the purpose of computing the percentage of outstanding common stock owned by such person or group but not deemed outstanding for the purpose of computing the percentage of common stock owned by any other person or group.

(Footnotes continued on following page)

- (2) As of March 27, 2013, 7,504 shares were allocated to participants in the Bank of Ruston Employee Stock Ownership Plan (“ESOP”) and 59,200 shares were unallocated and held in the ESOP trust for future allocation to the accounts of participating employees. Amounts held by Mr. Denny, as a plan trustee, exclude the shares held in the ESOP trust other than those shares specifically allocated to his account. Under the terms of the ESOP, the plan trustees vote all allocated shares in accordance with the instructions of the participating employees. Any unallocated shares are generally required to be voted by the plan trustees in the same manner that the majority of the allocated shares have voted.
- (3) Based on information provided to Century Next Financial, Mr. Cordaro beneficially owns 54,034 shares and Appraisal Services of North Louisiana, L.L.C., of which Mr. Cordaro is the managing member, beneficially owns 20,000 shares.
- (4) Includes stock options which have been granted to the directors and officers under the Company’s 2011 Stock Option Plan and which are exercisable within 60 days of the voting record date.

Name	Stock Options
Benjamin L. Denny	3,800
J. Brandon Ewing	1,058
William D. Hogan	3,800
Dan E. O’Neal, III	529
Dr. David D. Reneau	1,058
Thomas W. Rogers, Esq.	1,058
Scott R. Thompson	1,058
Neal Walpole	1,058
Mark A. Taylor, CPA	930
All directors and executive officers as a group (12 persons)	15,879

- (5) Reflects unvested shares awarded pursuant to the 2011 Recognition and Retention Plan to executive officers and directors which vest at a rate of 20% per year, but over which the directors and executive officers do not have current voting or investment power.
- (6) Includes 7,500 shares held in Mr. Denny’s individual retirement account, 723 shares allocated to Mr. Denny’s account in the employee stock ownership plan and 11,711 units in the Bank of Ruston 401(k) Plan; however for purposes of voting authority, Mr. Denny had voting power over 11,001 shares in the 401(k) Plan.
- (7) Includes 6,000 shares held by Kelly’s Fashion of Ruston owned by Mr. Hogan’s spouse over which he disclaims beneficial ownership, 642 shares allocated to Mr. Hogan’s account in the employee stock ownership plan and 12,000 units in the Bank of Ruston 401(k) Plan; however for purposes of voting authority, Mr. Hogan had voting power over 11,273 shares in the 401(k) Plan. Includes 17,750 shares pledged to secure a loan.
- (8) Includes 20,000 shares are held by Mr. O’Neal’s corporation, Westwind Property, LLC.
- (9) Includes 10,423 shares are held jointly with Dr. Reneau’s spouse.
- (10) Includes 20,000 shares held jointly with Mr. Rogers’s spouse, 440 shares held in his individual retirement account and 460 shares held by his spouse in her individual retirement account.
- (11) Includes 22,600 shares held in Mr. Thompson’s individual retirement account.

- (12) Includes 17,500 shares held jointly with Mr. Walpole's spouse.
- (13) Includes 74 shares allocated to Mr. Taylor's account in the employee stock ownership plan and 1,009 units in the Bank of Ruston 401(k) Plan; however for purposes of voting authority, Mr. Taylor had voting power over 948 shares in the 401(k) Plan.
- (14) Includes an aggregate of 43,573 units in the Bank of Ruston 401(k) Plan and 2,645 shares allocated to the accounts of all executive officers as a group in the employee stock ownership plan.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires the officers and directors, and persons who own more than 10% of Century Next Financial's common stock to file reports of ownership and changes in ownership with the Securities and Exchange Commission. Officers, directors and greater than 10% shareholders are required by regulation to furnish us with copies of all Section 16(a) forms they file. We know of no person who owns 10% or more of Century Next Financial's common stock.

Based solely on our review of the copies of such forms furnished to us, or written representations from our officers and directors, we believe that during, and with respect to, the fiscal year ended December 31, 2012, our officers and directors complied in all respects with the reporting requirements promulgated under Section 16(a) of the Securities Exchange Act of 1934, except that Messrs. Denny, Hall, Hogan, Post and Ms. Hamlin were late reporting the withholding of shares for tax obligations on vesting of Recognition and Retention Plan shares and Mr. Hogan was late reporting one transaction in the 401(k) Plan.

**RATIFICATION OF APPOINTMENT OF INDEPENDENT
REGISTERED PUBLIC ACCOUNTING FIRM (Proposal Four)**

The Audit Committee of the Board of Directors of Century Next Financial has appointed Heard McElroy & Vestal, LLC independent registered public accounting firm, to perform the audit of our financial statements for the year ending December 31, 2013, and further directed that the selection of auditors be submitted for ratification by the shareholders at the Annual Meeting.

We have been advised by Heard McElroy & Vestal, LLC that neither that firm nor any of its associates has any relationship with Century Next Financial or its subsidiaries other than the usual relationship that exists between an independent registered public accounting firm and its clients. Heard McElroy & Vestal, LLC will have one or more representatives at the annual meeting who will have an opportunity to make a statement, if they so desire, and will be available to respond to appropriate questions.

In determining whether to appoint Heard McElroy & Vestal, LLC as our independent registered public accounting firm, the Audit Committee considered whether the provision of services, other than auditing services, by Heard McElroy & Vestal, LLC is compatible with maintaining their independence. During 2012, Heard McElroy & Vestal, LLC performed auditing services as well as reviewed our public filings. The Audit Committee believes that Heard McElroy & Vestal, LLC's performance of these services is compatible with maintaining the independent registered public accounting firm's independence.

The Audit Committee selects our independent registered public accounting firm and pre-approves all audit services to be provided by it to Century Next Financial. The Audit Committee also reviews and pre-approves all audit-related and non-audit related services rendered by our independent registered public accounting firm in accordance with the Audit Committee's charter. In its review of these services and related fees and terms, the Audit Committee considers, among other things, the possible effect of the performance of such services on the independence of our independent registered public accounting firm.

The Audit Committee pre-approves certain audit-related services and certain non-audit related tax services which are specifically described by the Audit Committee on an annual basis and separately approves other individual engagements as necessary. The Chair of the Audit Committee has been delegated the authority to approve non-audit related services in lieu of the full Audit Committee. On a quarterly basis, the Chair of the Audit Committee presents any previously-approved engagements to the full Audit Committee.

Each new engagement of Heard McElroy & Vestal, LLC was approved in advance by the Audit Committee or its Chair, and none of those engagements made use of the de minimis exception to pre-approval contained in the Securities and Exchange Commission's rules.

Audit Fees

The following table sets forth the aggregate fees paid by us to Heard McElroy & Vestal, LLC for professional services rendered in connection with the audit of Century Next Financial's consolidated financial statements for fiscal 2012 and 2011, as well as the fees paid by us to Heard McElroy & Vestal, LLC for tax services rendered during fiscal 2012 and 2011.

	Year Ended December 31,	
	2012	2011
Audit fees (1)	\$ 66,400	\$ 60,025
Audit-related fees	--	--
Tax fees (2)	6,500	5,800
All other fees	--	--
Total	\$ 72,900	\$ 65,825

(1) Audit fees consist of fees incurred in connection with the audit of our annual financial statements, the review of the interim financial statements included in our quarterly reports filed with the Securities and Exchange Commission, as well as work generally only the independent auditor can reasonably be expected to provide, such as statutory audits, consents and assistance with and review of documents filed with the Securities and Exchange Commission.

(2) Tax fees consist primarily of fees paid in connection with preparing federal and state income tax returns and other tax related services.

The Board of Directors recommends that you vote FOR ratification of the appointment of Heard McElroy & Vestal, LLC as our independent registered public accounting firm for the fiscal year ending December 31, 2013.

REPORT OF THE AUDIT COMMITTEE

The Audit Committee has reviewed and discussed Century Next Financial's audited financial statements with management. The Audit Committee has discussed with the independent registered public accounting firm the matters required to be discussed by Statement on Auditing Standards No. 61, as amended (AICPA, Professional Standards, Vol. 1. AU section 380), as adopted by the Public Company Accounting Oversight Board in Rule 3200T. The Audit Committee has received the written disclosures and the letter from the independent registered public accounting firm required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent registered public accounting firm's communications with the Audit Committee concerning independence, and has discussed with the independent registered public accounting firm such firm's independence. Based on the review and discussions referred to above in this report, the Audit Committee recommended to the Board of Directors that the audited financial statements be included in Century Next Financial's Annual Report on Form 10-K for fiscal year ended December 31, 2012, for filing with the Securities and Exchange Commission.

Members of the Audit Committee

Dr. Daniel D. Reneau
 Scott R. Thompson
 Neal Walpole, Chairman

SHAREHOLDER PROPOSALS, NOMINATIONS AND COMMUNICATIONS
WITH THE BOARD OF DIRECTORS

Shareholder Proposals. Any proposal which a shareholder wishes to have included in the proxy materials of Century Next Financial relating to the next annual meeting of shareholders of Century Next Financial expected to be held in May 2014, must be received at the principal executive offices of Century Next Financial Corporation, 505 North Vienna Street, Ruston, Louisiana, 71270, Attention: G. Randall Allison, Corporate Secretary, no later than December 18, 2013. If such proposal is in compliance with all of the requirements of Rule 14a-8 under the Securities Exchange Act of 1934, as amended, it will be included in the proxy statement and set forth on the form of proxy issued for such annual meeting of shareholders. It is urged that any such proposals be sent certified mail, return receipt requested.

Shareholder proposals that are not submitted for inclusion in Century Next Financial's proxy materials pursuant to Rule 14a-8 may be brought before an Annual Meeting pursuant to Article 9.D. of Century Next Financial's Articles of Incorporation. Notice of the proposal must also be given in writing and delivered to, or mailed and received at, our principal executive offices December 18, 2013. The notice must include the information required by Article 9.D. of our Articles of Incorporation.

Shareholder Nominations. Our Articles of Incorporation provide that, subject to the rights of the holders of any class or series of stock having a preference over the common stock as to dividends or upon liquidation, all nominations for election to the Board of Directors, other than those made by or at the direction of the Board, shall be made by a shareholder who has complied with the notice provisions in the Articles of Incorporation. Written notice of a shareholder nomination generally must be communicated to the attention of the Corporate Secretary and either delivered to, or mailed and received at, our principal executive offices not later than, with respect to an annual meeting of shareholders, 120 days prior to the anniversary date of the mailing of proxy materials by us in connection with the immediately preceding annual meeting of shareholders. For our annual meeting in 2014, this notice must be received by December 18, 2013. Each written notice of a shareholder nomination is required to set forth certain information specified in Article 6.F. of Century Next Financial's Articles of Incorporation. We did not receive any shareholder nominations with respect to this Annual Meeting.

Other Shareholder Communications. Shareholders who wish to communicate with our Board of Directors may do so by sending written communications addressed to the Board of Directors of Century Next Financial Corporation, c/o G. Randall Allison, Corporate Secretary, 505 North Vienna Street, Ruston, Louisiana 71270.

ANNUAL REPORTS

A copy of our Annual Report on Form 10-K for the year ended December 31, 2012 accompanies this proxy statement. Such report is not part of the proxy solicitation materials.

Upon receipt of a written request we will furnish to any shareholder without charge a copy of the exhibits to our Annual Report on Form 10-K for fiscal 2012. Such written requests should be directed to Mr. G. Randall Allison, Corporate Secretary, Century Next Financial Corporation, 505 North Vienna Street, Ruston, Louisiana 71270. The Form 10-K is not a part of the proxy solicitation materials.

OTHER MATTERS

Management is not aware of any business to come before the Annual Meeting other than the matters described above in this proxy statement. However, if any other matters should properly come before the meeting, it is intended that the proxies solicited hereby will be voted with respect to those other matters in accordance with the judgment of the persons voting the proxies.

The cost of the solicitation of proxies will be borne by Century Next Financial. Century Next Financial will reimburse brokerage firms and other custodians, nominees and fiduciaries for reasonable expenses incurred by them in sending the proxy materials to the beneficial owners of Century Next Financial's common stock.

April 17, 2013

To: Participants in Bank of Ruston's 401(k) Plan and Employee Stock Ownership Plan (the "ESOP")

Re: Instructions for voting shares of Century Next Financial Corporation

As described in the enclosed materials, proxies are being solicited in connection with the proposals to be considered at the upcoming Annual Meeting of Shareholders of Century Next Financial Corporation. We hope you will take advantage of the opportunity to direct the manner in which shares of common stock of Century Next Financial Corporation allocated to your accounts in Bank of Ruston's 401(k) Plan and ESOP will be voted. You may receive two cards if you have accounts in both plans. Please vote all the cards you receive.

Enclosed with this letter is the Proxy Statement, which describes the matters to be voted upon, Form 10-K for the year ended December 31, 2012 and Voting Instruction Card. After you have reviewed the Proxy Statement, we urge you to vote your allocated shares held in the plans by marking, dating, signing and returning the enclosed Voting Instruction Card in the envelope provided to be received no later than Wednesday, May 15, 2013, or voting over the Internet or by telephone prior to 11:59 p.m. Eastern Time on May 15, 2013. Your votes will be tabulated for the purpose of having those shares voted by the Trustees.

We urge each of you to vote, as a means of participating in the governance of the affairs of Century Next Financial Corporation. If your voting instructions are not received, the shares allocated to your 401(k) Plan and ESOP accounts will generally not be voted. While I hope that you will vote in the manner recommended by the Board of Directors, the most important thing is that you vote in whatever manner you deem appropriate. Please take a moment to do so.

Please note that the enclosed material relates only to those shares which have been allocated to you in your account under the 401(k) Plan and ESOP. If you also own shares of Century Next Financial Corporation common stock outside of the plans, you should receive other voting material for those shares owned by you individually. Please promptly return all your voting material so that all your shares may be voted.

Sincerely,
Benjamin L. Denny
President and Chief Executive Officer

