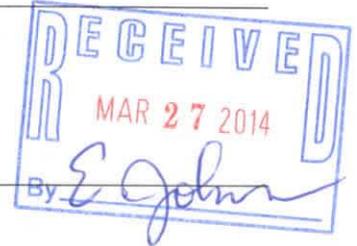


Board of Governors of the Federal Reserve System



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, Gideon T Haymaker

Reporter's Name, Street, and Mailing Address

Three Shores Bancorporation, Inc.

Name of the Holding Company Director and Official

President, Chief Executive Officer & Director

Legal Title of Holding Company

201 S. Orange Ave., Suite 1350

Title of the Holding Company Director and Official

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

Orlando FL 32801

City State Zip Code

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.

same

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:

Barry Griffiths SVP & CFO

Name Title

407-567-2212

Area Code / Phone Number / Extension

407-567-1084

Area Code / FAX Number

bgriffiths@seasidebank.com

E-mail Address

www.threeshorescorporation.com

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

Gideon T. Haymaker, ITS: CEO

Signature of Holding Company Director and Official

03/21/2014

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 3934562
 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

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)

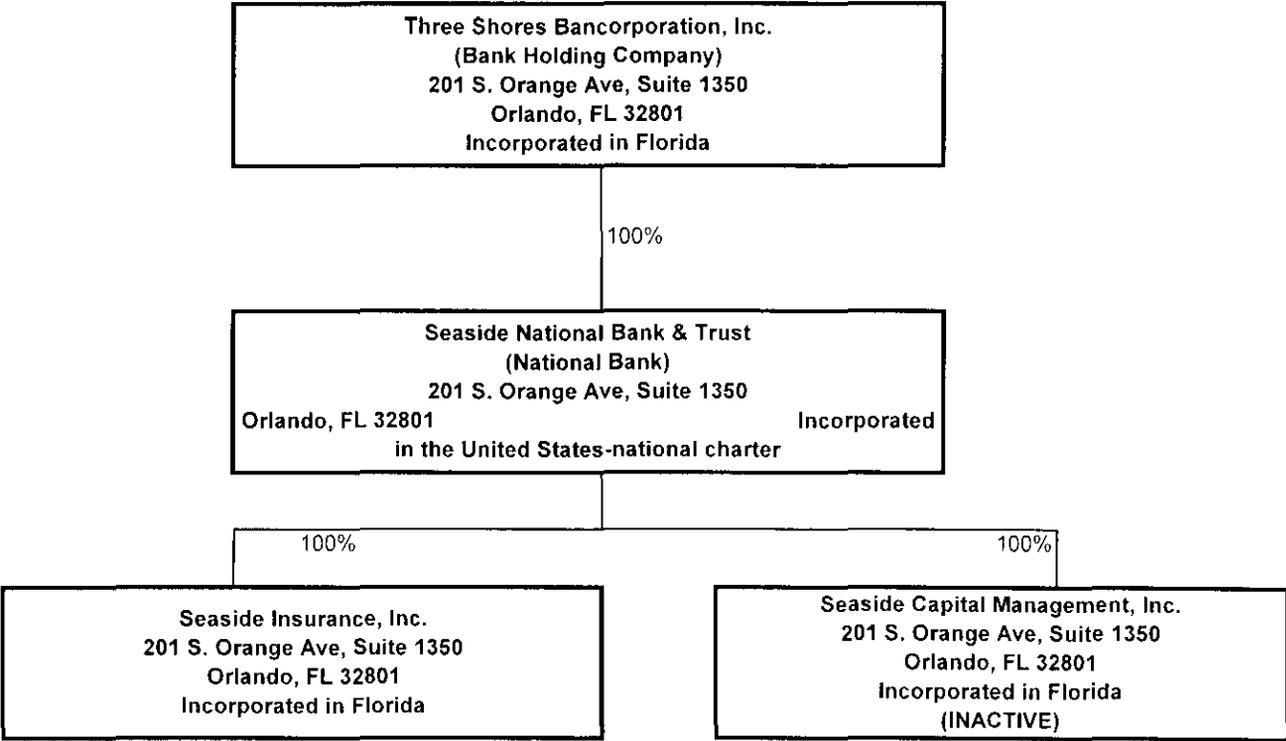
FORM FR Y-6

Report Item 1: Annual Report to Shareholders

Three Shores Bancorporation, Inc. is not registered with the SEC and prepares an annual report for its shareholders. Two copies are enclosed.

Item 2(a): Organization Chart

Three Shores Bancorporation, Inc.
Corporate Structure



FORM FR Y-6

Item 2b. Domestic Branch Listing

Results: A list of branches for your depository institution: SEASIDE NATIONAL BANK & TRUST (ID_RSSD: 3487518). This depository institution is held by THREE SHORES BANCORPORATION, INC. (3934562) of ORLANDO, FL. The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

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)	3487518	SEASIDE NATIONAL BANK & TRUST	201 SOUTH ORANGE AVENUE, SUITE 1350	ORLANDO	FL	32801	ORANGE	UNITED STATES	446203	0	SEASIDE NATIONAL BANK & TRUST	3487518	
OK		Full Service	4094454	BOCA RATON BRANCH	1800 NORTH MILITARY TRAIL, SUITE 100	BOCA RATON	FL	33431	PALM BEACH	UNITED STATES	493476	10	SEASIDE NATIONAL BANK & TRUST	3487518	
OK		Full Service	4491387	COCONUT GROVE OFFICE	2665 SOUTH BAYSHORE DRIVE, SUITE 1100	COCONUT GROVE	FL	33133	MIAMI-DADE	UNITED STATES		Not Required	SEASIDE NATIONAL BANK & TRUST	3487518	
OK		Full Service	4583127	CORAL GABLES BRANCH	2222 PONCE DE LEON BOULEVARD, SUITE 100	CORAL GABLES	FL	33134	MIAMI-DADE	UNITED STATES		Not Required	SEASIDE NATIONAL BANK & TRUST	3487518	
OK		Full Service	4094436	LAS OLAS BRANCH	450 EAST LAS OLAS BOULEVARD, SUITE 150	FORT LAUDERDALE	FL	33301	BROWARD	UNITED STATES	493847	12	SEASIDE NATIONAL BANK & TRUST	3487518	
OK		Full Service	4094397	LAKE MARY BRANCH	707 PLATINUM POINT, SUITE 1021	LAKE MARY	FL	32746	SEMINOLE	UNITED STATES	467775	3	SEASIDE NATIONAL BANK & TRUST	3487518	
OK		Full Service	4094388	WINDERMERE BRANCH	4705 SOUTH APOPKA-VENELAND ROAD, SUITE 120	ORLANDO	FL	32819	ORANGE	UNITED STATES	466362	2	SEASIDE NATIONAL BANK & TRUST	3487518	
OK		Full Service	4094445	PALM BEACH BRANCH	420 ROYAL PALM WAY, SUITE 200	PALM BEACH	FL	33480	PALM BEACH	UNITED STATES	493475	9	SEASIDE NATIONAL BANK & TRUST	3487518	
OK		Full Service	3760251	PALM BEACH GARDENS BRANCH	4290 PROFESSIONAL CENTER DRIVE, SUITE 201, 204	PALM BEACH GARDENS	FL	33410	PALM BEACH	UNITED STATES	476958	5	SEASIDE NATIONAL BANK & TRUST	3487518	
OK		Full Service	4094463	PONTE VEDRA BEACH BRANCH	820 HIGHWAY 1A NORTH, SUITE E-11	PONTE VEDRA BEACH	FL	32082	ST. JOHNS	UNITED STATES	493477	11	SEASIDE NATIONAL BANK & TRUST	3487518	
OK		Full Service	4094409	SARASOTA BRANCH	1999 VAIN STREET	SARASOTA	FL	34236	SARASOTA	UNITED STATES	471113	4	SEASIDE NATIONAL BANK & TRUST	3487518	
OK		Full Service	4094427	STUART BRANCH	319 SE OSCEOLA STREET, SUITE 106	STUART	FL	34994	MARTIN	UNITED STATES	493474	8	SEASIDE NATIONAL BANK & TRUST	3487518	
OK		Full Service	4094418	TAMPA-WEST SHORE BRANCH	3426 BAY CENTER DRIVE, SUITE 175	TAMPA	FL	33609	HILLSBOROUGH	UNITED STATES	493473	7	SEASIDE NATIONAL BANK & TRUST	3487518	
OK		Full Service	3767144	WINTER PARK BRANCH	700 WEST MORSE BOULEVARD, SUITE 100	WINTER PARK	FL	32789	ORANGE	UNITED STATES	478839	6	SEASIDE NATIONAL BANK & TRUST	3487518	

Form FR Y-6
Three Shores Bancorporation, Inc.
Fiscal Year Ending December 31, 2013

Report Item 3: Securities holders
(1)(a)(b)(c) and (2)(a)(b)(c)

Current securities holders with ownership, control or holdings of 5% or more of any class of voting stock with power to vote as of fiscal year ending December 31, 2013**

Securities holders not listed in 3(1)(a) through 3(1)(c) that had previous ownership, control or holdings of 5% or more of any class of voting stock with power to vote during the fiscal year ended December 31, 2013

(1)(a) Name, City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and percentage of each class of voting securities
Lovell Minnick Partners, LLC El Segundo, CA, USA Contact: John Cochran	USA	5,419,557 shares or 24.2% of all voting securities
Parthenon Capital, LLC San Francisco, CA, USA Contact: Brian Golson	USA	5,419,557 shares or 24.2% of all voting securities
Gapstow Capital Partners New York, NY, USA Contact: Jack Thompson	USA	2,233,192 shares or 9.9% of all voting securities
Continental Investors Fund, LLC San Diego, CA, USA Contact: Dave Purcell	USA	1,512,869 shares or 6.8% of all voting securities
Context BH Equity Fund II, LP San Jose, CA, USA Contact: Bob Hendershott	USA	1,200,000 shares or 5.4% of all voting securities

(2)(a) Name, City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and percentage of each class of voting securities
NONE		

**Please note that our preferred stock holders and common stock holders vote as one single class.

Form FR Y-6
Three Shores Bancorporation, Inc.
Fiscal Year Ending December 31, 2013

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

(1)(a) Name, City, State, Country	(2) Principal occupation if other than with Bank Holding Company	(3)(a) Title and Position with Bank Holding Company	(3)(b) Title and Position with Subsidiaries (include name of subsidiaries)	(3)(c) Title and Position with Other businesses (include name 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)
Gideon Haymaker Orlando, FL USA	N/A	President & CEO & Director	President & CEO & Director- Seaside National Bank & Trust	N/A	less than 1%	None	N/A
Thomas Yochum Orlando, FL USA	N/A	Chairman & Director	Chairman & Director- Seaside National Bank & Trust	N/A	less than 1%	None	N/A
Brian Golson San Francisco, CA USA	Partner of Private Equity Firm	Director	Director-Seaside National Bank & Trust	Partner-Parthenon Capital	less than 1%	None	N/A
John Cochran El Segundo, CA USA	Managing Director of Private Equity Firm	Director	Director-Seaside National Bank & Trust	Managing Director-Lovell Minnick Partners, LLC	less than 1%	None	N/A
Richard Walsh Orlando, FL USA	Business owner	Director	Director-Seaside National Bank & Trust	President-Knob Hill Group	less than 1%	None	Knob Hill Group (100%)
Thomas O'Shane Orlando, FL USA	retired	Director	Director-Seaside National Bank & Trust	N/A	less than 1%	None	N/A
Charles Bailes Orlando, FL USA	Retail-Fine Wine & Spirits	Director	Director-Seaside National Bank & Trust	President-ABC Fine Wine & Spirits	less than 1%	None	N/A
Barry Griffiths Orlando, FL USA	N/A	SVP & Chief Financial Officer	SVP & Chief Financial Officer-Seaside National Bank & Trust	N/A	less than 1%	None	N/A
Parthenon Capital, LLC San Francisco, CA USA Contact: Brian Golson	Private Equity Firm	Principal Shareholder	N/A	N/A	24.2%	None	N/A
Lovell Minnick Partners, LLC Radnor, PA USA Contact: John Cochran	Private Equity Firm	Principal Shareholder	N/A	N/A	24.2%	None	N/A