

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, **David G. Powers**

Reporter's Name, Street, and Mailing Address

United Group Banking Company of Florida, Inc.

Legal Title of Holding Company

425 Highway 17-92 South

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

Longwood

FL

32750

City

State

Zip Code

Name of the Holding Company Director and Official
Chairman

Title of the Holding Company Director and Official

attest that the *Annual Report of Holding Companies* (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

Physical location (if different from mailing address)

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Person to whom questions about this report should be directed:

Shirley Tyler

EVP & CFO

Name

Title

407-261-2820 103

Area Code / Phone Number / Extension

407-261-2821

Area Code / FAX Number

shirley.tyler@unitedlegacybank.com

E-mail Address

www.unitedlegacybank.com

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

Signature of Holding Company Director and Official

03/25/2014

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 _____ : **3047574**
 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.

United Legacy Bank

Legal Title of Subsidiary Holding Company

425 Highway 17-92 South

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

Longwood

City

FL

State

32750

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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State

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Form FRY-6

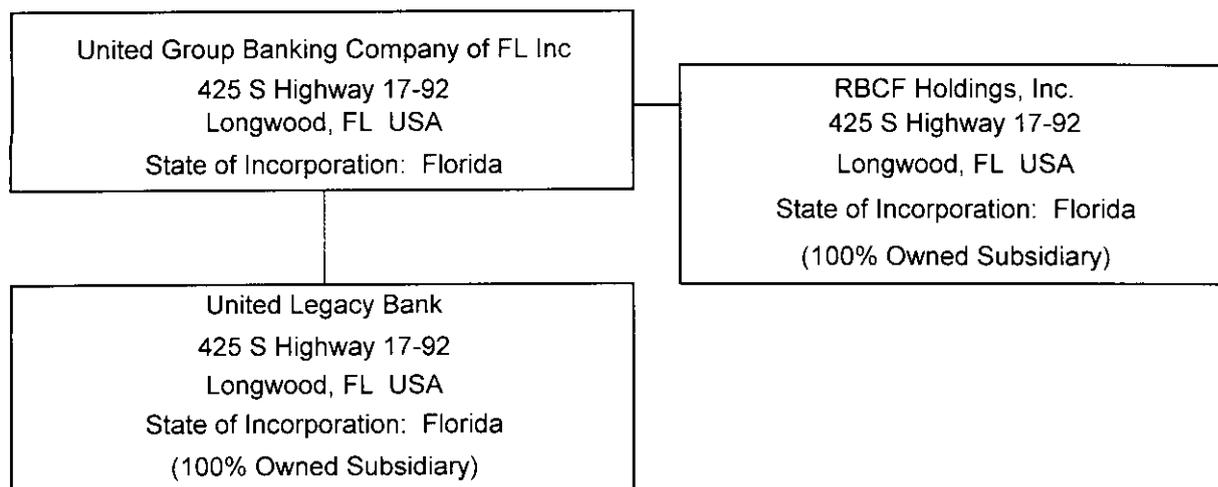
**United Group Banking Company of Florida Inc.
Longwood, FL
Fiscal Year Ending December 31, 2013**

Report Item

1 Annual Report To Shareholders

The Company does not prepare an annual report

2.a Organizational Chart



2.b Domestic Branch Listing

Submitted via email on March 25, 2014

Page 1

Results: A list of branches for your depository institution: UNITED LEGACY BANK (FDIC) (448861)
 This depository institution is held by: UNITED LEGACY BANK NATIONAL ASSOCIATION (FR) (448861) (448861)
 The data are as of: 7/8/2013. Data reflects information that was received and processed through 7/8/2013.

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
		Full Service (Head Office)	3048861		UNITED LEGACY BANK	425 SOUTH HIGHWAY 17-92	LONGWOOD	FL	32750	SEMINOLE	UNITED STATES	358775	0	UNITED LEGACY BANK		3048861	
		Full Service	3428605		KISSIMMEE KORNERS BRANCH	1017 EAST VINE STREET	KISSIMMEE	FL	34744	OSCEOLA	UNITED STATES	448840	2	UNITED LEGACY BANK		3048861	
		Full Service	3137420		OVIDO BRANCH	997 WEST BROADWAY STREET	OVIDO	FL	32765	SEMINOLE	UNITED STATES	443464	1	UNITED LEGACY BANK		3048861	
		Full Service	4313360		WINTER PARK BRANCH	401 SOUTH SEMORAN BLVD	WINTER PARK	FL	32792	ORANGE	UNITED STATES	Not Required	Not Required	UNITED LEGACY BANK		3048861	
Add	7/8/2013	Full Service	4619428		COLLEGE PARK BRANCH	3822 EDGEWATER DR	ORLANDO	FL	32804	ORANGE	UNITED STATES	Not Required	Not Required	UNITED LEGACY BANK		3048861	

United Group Banking Company of FL., Inc.
Form FR Y-6
Fiscal Year Ending 12/31/2013

Report Item 3: Securities Holders

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

Current Securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2010.

Securities holders not listed in (3)(1)(a) through (3)(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12/31/2010.

(1) Name State, Country	(1)(b) Country of City, Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities
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(2)(a) Name State, Country	(2)(b) Country of City, Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
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N/A

N/A

United Group Banking Company of FL Inc
Form FR Y-6
Fiscal Year Ending 12/31/2013

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

(1) Names City, State, Country	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) 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)
Thomas B Ball, III Lake Mary, FL, USA	Real Estate Broker	Director	N/A	Partner - Thomas B Ball III LLP	1.79%	N/A	Thomas B Ball III LLP - 50%
Robley R Bruce, Jr Longwood, FL, USA	Automobile Dealer	Director	N/A	Owner - Rob Bruce Auto Sales Inc	1.65%	N/A	Rob Bruce Auto Sales Inc - 100%
William D Fredenck Jr Orlando, FL, USA	Citrus Owner	Director	N/A	None	1.71%	N/A	N/A
C William Harkins Eustis, FL, USA	Developer	Director	N/A	President - Williams Construction Co	1.71%	N/A	Williams Construction Co - 100%
J. Michael Hattaway Winter Springs, FL, USA	Real Estate Developer	Director	N/A	Owner - Hattaway Realty Owner - Hattaway Outdoor Advertising Owner - Spring Hammock Centre Partner - Hattaway and Hattaway Partner - Hattaway and Cable Partner - Hattaway & Brown Owner - Possum Trot LLC Partner - HB Venture of Longwood Partner - Conecuh Plantation President - Property Consultants	1.76%	N/A	Hattaway Realty - 100% Hattaway Outdoor Advertising - 100% Spring Hammock Centre - 100% Hattaway and Hattaway - 50% Hattaway and Cable - 66% Hattaway & Brown - 50% Possum Trot LLC - 25% HB Venture of Longwood - 50% Conecuh Plantation - 50% Property Consultants - 100%
James R Heistand Windermere, FL, USA	President & CEO - Parkway Properties	Director	N/A	President & CEO - Parkway Properties	2.34%	N/A	CP Aviation, LLC - 80% CRS-CFRP Capital, LLC - 75% ACP Peachtree Center Manager, LLC-21% JRH-RPT Capital, LLC - 65% ACP-JRL Partnership, Ltd - 97.5% Eola ACP, LLC - 73% ACP-Launch Partnership Ltd - 73% F&J Developers, LLC - 50% Eola Property Trust LP - 56.25% Banyan Street Office Holdings II, LLC - 60% Eola Capital Investment Fund II, LLC - 75% Langford Hotel, LLC - 100% CP/Eola Fund Investor, LLC - 100% Launch LLC - 100% Meeklenberg, LLC - 52.96% Suncolor Paints, Inc. - 11% CPS Lender, LLC - 24.06%
James L Hewitt Orlando, FL, USA	CEO - Hewitt Financial	Director	N/A	Owner - HFC Inc	1.65%	N/A	HFC Inc - 100%
Vincent S. Hughes Orlando, FL, USA	Partner - Hughes, Inc.	Director	N/A	Hughes, Inc.	1.81%	N/A	Hughes, Inc. - 33%
Richard T McCree Sr Orlando, FL, USA	Chairman - McCree Inc	Director	N/A	Pres & CEO - McCree Inc Pres & CEO - Lochaven Investment Sec/Treas - Alden LTD Partner	1.65%	N/A	McCree Inc - 51% Lochaven Investment - 100% Alden LTD - 50% Sidney Hayes, LLC - 50%
David M McLeod Orlando, FL, USA	EVP - United Legacy Bank	Director	EVP - United Legacy Bank	N/A	0.99%	N/A	N/A
Timothy L Murphy Orlando, FL, USA	High School Football Coach	Director	N/A	None	1.06%	N/A	N/A
David G. Powers Altamonte Springs, FL, USA	President & CEO of Bank and Chairman of BHC	Chairman	President & CEO United Legacy Bank	N/A	1.65%	N/A	N/A
Michael R Scures Winter Park, FL, USA	EVP & CCO - United Legacy Bk	Director	EVP & CCO - United Legacy Bk	N/A	1.16%	N/A	3101 Hillcrest, LLC - 33%
David L Shaw Orlando, FL, USA	CEO - Shaw Mechanical	Director	N/A	President - Shaw Mechanical Services LLC	1.65%	N/A	Shaw Mechanical Services, LLC-55% Robbinson-Shaw, Inc - 45%
Shirley L. Tyler Winter Springs, FL, USA	EVP & CFO United Legacy Bank	Secretary	EVP & CFO United Legacy Bank	N/A	0.33%	N/A	N/A
Donald F Wright Winter Springs, FL, USA	Senior Partner - Wright Fulford Moorhead & Brown PA	Director	N/A	Shareholder - Hangarco Inc Pres - Wright Fulford Moorhead & Brown	1.76%	N/A	Hangarco I, LLC - 63% Wright Fulford Moorhead & Brown - 32.5% Hangarco II, LLC - 100% Officoco, LLC - 20% Officoco II, LLC - 83%