

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

MAR 30 2016

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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, 2015

Month / Day / Year

NA

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

I, Andrew W. Stein

Name of the Holding Company Director and Official

President/CEO and Director

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.

Reporter's Name, Street, and Mailing Address

Summit Financial Enterprises, Inc.

Legal Title of Holding Company

101 W. 23rd St

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

Panama City FL 32405

City State Zip Code

N/A

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:

Lesley L. Miller SVP/CAO

Name Title

850-640-2511

Area Code / Phone Number / Extension

850-481-1772

Area Code / FAX Number

lesley.miller@summitbankna.com

E-mail Address

N/A

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

Signature of Holding Company Director and Official

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 3696945  
 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

Form FR Y-6



**Summit Financial Enterprises, Inc.**  
**Panama City, FL 32405**  
**Fiscal Year Ending December 31, 2015**

Report Item

1. The bank holding company prepares an annual report for its shareholders. Two copies are included with this filing as required.
2. Organizational Chart

Summit Financial Enterprises, Inc.  
LEI=NA  
Panama City, FL, USA  
State of Incorporation-FL, USA

100%

Summit Bank, National Association  
LEI=54930041WT62XX21KC11  
Panama City, FL, USA  
State of Incorporation-FL, USA

**Results:** A list of branches for your depository institution: SUMMIT BANK, NATIONAL ASSOCIATION (ID\_RSSD: 3696936).  
 This depository institution is held by SUMMIT FINANCIAL ENTERPRISES, INC. (3696945) of PANAMA CITY, FL.  
 The data are as of 12/31/2015. Data reflects information that was received and processed through 03/14/2016.

**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
OK		Full Service (Head Office)	3696936	SUMMIT BANK, NATIONAL ASSOCIATION	101 WEST 23RD STREET	PANAMA CITY	FL
OK		Full Service	3607754	FORT WALTON BEACH BRANCH	32 BEAL PARKWAY NORTHWEST	FORT WALTON BEACH	FL
OK		Full Service	3974616	PENSACOLA BRANCH	4890 BAYOU BLVD.	PENSACOLA	FL
ADD		Full Service		PANAMA CITY BEACH BRANCH	600 GRAND PANAMA BLVD	PANAMA CITY BEACH	FL

column.

Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
32405	BAY	UNITED STATES	468028	0	SUMMIT BANK, NATIONAL ASSOCIATION	3696936	
32548	OKALOOSA	UNITED STATES	458366	3	SUMMIT BANK, NATIONAL ASSOCIATION	3696936	
32503	ESCAMBIA	UNITED STATES	500168	1	SUMMIT BANK, NATIONAL ASSOCIATION	3696936	
32407	BAY	UNITED STATES		4	SUMMIT BANK, NATIONAL ASSOCIATION	3696936	

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**Summit Financial Enterprises, Inc.**  
**Fiscal Year Ending December 31, 2015**

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

Current securities holders (including families) with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/2015			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 12/31/2015		
(1)(a) Name City, State, Country	(1)(b) Country of Citizenship	(1)(c) Number & Percentage of Each Class of Voting Securities	(2)(a) Name City, State, Country	(2)(b) Country of Citizenship	(2)(c) Number & Percentage of Each Class of Voting Securities
Andrew W. Stein Panama City, FL, USA Total Ownership with Warrants and Options 176,800 - 5.12%	USA	111,151 - 3.22% Common Stock 6,562 - 0.19% Warrants to buy Common Stock 59,087 - 1.71% Options to buy Common Stock	None	None	None

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**Summit Financial Enterprises, Inc.**  
**Fiscal Year Ending December 31, 2015**

Report Item 4: Insiders

(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) Name City, State, Country	(2) Principal occupation if other than with Bank Holding Co.	(3)(a) Title and Position with Bank Holding Company	(3)(b) Title and Position with Subsidiary (Summit Bank is only subsidiary)	(3)(c) Title & Position with Other Businesses (Responses can be found in the Volume)	(4)(a) Percentage of Voting Shares in Holding Co.	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) List Names of other companies if 25% or more of voting securities are held (Responses can be found in the Volume)
Andrew W. Stein Panama City, FL, USA	N/A	Director, President & Chief Executive Officer	Director, President & Chief Executive Officer	1) Shareholder and director of Gulf Management, LLC 2) Shareholder and director of Shipwreck Golf, LLC	5.12%	None	None
Barbara L. Haag Panama City, FL, USA	N/A	Executive Vice President & Chief Financial Officer	Executive Vice President & Chief Financial Officer	None	0.98%	None	None
Frank A. Hall * Panama City, FL, USA	N/A	Executive Vice President & Chief Operating Officer	Executive Vice President & Chief Operating Officer	None	1.89%	None	None
James R. Looker Panama City, FL, USA	N/A	Executive Vice President & Chief Credit Officer	Executive Vice President & Chief Credit Officer	None	1.30%	None	None
Dr. Neal P. Dunn ** Panama City, FL, USA	Chief Medical Officer, Advanced Urology Institute	Director & Chairman	Director & Chairman	1) Managing Member of Dunn Properties LLC 2) Managing Member of DEP, LLC 3) Managing Member of Gulf Management, LLC 4) Managing Member of DSI, LLC 5) Managing Member of Gulf Resources, LLC 7) Managing Member of Global CT and Pet Scanning/Pet Imaging, LLC 8) Managing Member of West PCB Holdings, LLC	4.83%	None	1) Dunn Properties LLC - 55% Panama City, FL 2) Gulf Management, LLC - 50% Panama City, FL 3) DSI, LLC - 100% Panama City, FL 4) Gulf Resources, LLC - 100% Panama City, FL 5) Global CT and PET Scanning/ PET Imaging, LLC - 81% Panama City, FL

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**Summit Financial Enterprises, Inc.**  
**Fiscal Year Ending December 31, 2015**

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

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(1) Name & address	(2) Principal occupation if other than with Bank Holding Co.	(3)(a) Title and Position with Bank Holding Company	(3)(b) Title and Position with Subsidiary (Summit Bank is only subsidiary)	(3)(c) Title & Position with Other Businesses (Responses can be found in the Volume)	(4)(a) Percentage of Voting Shares in Holding Co.	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) List Names of other companies if 25% or more of voting securities are held (Responses can be found in the Volume)
Tommy M. Cooley Panama City, FL, USA	Owner Cooley Management Co., (real estate management )	Director & Vice Chairman	Director & Vice Chairman	1) Manager of Cooley Management, LLC 2) Board Member of Credit Bureau Services, Inc. 3) Director of Assurance Healthcare, LLC 4) President of Shipwreck Golf, LLC 5) Director, Collection Bureau of Ft. Walton Beach, Inc.	1.06%	None	Mr. Cooley no longer owns any shares or partnership interest in any of the enterprises with which he is associated. He does take an active management role in the companies listed.
Dr. James T. Cook Panama City, FL, USA	Retired Cardiologist	Director	Director	1) President of Talmadge Chipola, Inc. 2) President of Econfina Cardiology Estates, Inc. 3) Managing Partner of Mulelot Timber Group	3.16%	None	1) Talmadge Chipola, Inc. - 100% Panama City, FL 2) Econfina Cardiology Estates, Inc.-20% Panama City, FL 3) Mulelot Timber Group - 50% Panama City, FL
Thomas S. Neubauer Panama City, FL, USA	President and CEO of Neubauer Real Estate, Inc. (real estate brokerage company)	Director	Director	1) President and CEO of Neubauer Real Estate, Inc. 2) Secretary/Treasurer of Cove Preservation Partners 3) President of Florida Moves, Inc.	1.06%	None	1) Neubauer Real Estate, Inc. - 100% Panama City, FL 2) Florida Moves, Inc. - 100% Panama City, FL
Neil C. Jones *** Panama City, FL, USA	Broker/Owner of Resource Realty Group (commercial real estate brokerage & management company)	Director	Director	1) Managing Member of DEP, LLC 2) Managing Member of Gulf Management, LLC 3) Managing Member of J & M Rentals, LLC 4) Managing Member of J & M Timber, LLC 5) Managing Member of Jones Boys, LLC 6) Managing Member of R. E. Source, LLC 7) Managing Member of Resource	2.64%	None	1) Resource Realty Group, LLC - 100% Panama City, FL 2) R. E. Source Properties, LLC - 100% Panama City, FL 3) J & M Rentals, LLC - 50% Panama City, FL 4) J & M Timber, LLC - 50% Panama City, FL 5) Jones Boys, LLC - 60% Panama City, FL

				<p>Realty Group, LLC</p> <p>8) Managing Member of Compton Investments, LLC</p> <p>9) Member Shipwreck Golf, LLC</p> <p>10) Managing Member of Gulf Resources, LLC</p> <p>11) Managing Member of West PCB Holdings, LLC</p>			<p>6) R. E. Source, LLC - 100% Panama City, FL</p> <p>7) Compton Investments, LLC - 60% Panama City, FL</p> <p>8) Shipwreck Golf, LLC - 16% Panama City, FL</p> <p>9) Gulf Resources, LLC - 50% Panama City, FL</p> <p>10) West PCB Holdings, LLC - 50% Panama City, FL</p>
Christine L. Reiss Panama City, FL, USA	Attorney, Sole Practitioner (with focus on real estate and banking)	Director	Director	<p>1) Managing Member of Cove Pointe Holdings, LLC</p> <p>2) Managing Member of 742 Harrison, LLC</p> <p>3) Managing Member of SANF, LLC</p> <p>5) Managing Member of Glencoe Holdings, LLC</p> <p>6) Managing Member of Gulf Management, LLC</p> <p>7) Director/Treasurer of Cove Pointe Owners Association, Inc.</p> <p>8) Director/Vice President of Cove Preservation Partners, Inc.</p> <p>9) Managing Member of Bene Vita, LLC</p>	1.78%	None	<p>1) Cove Pointe Holdings, LLC - 100% Panama City, FL</p> <p>2) 742 Harrison, LLC - 100% Panama City, FL</p> <p>3) SANF, LLC - 50% Panama City, FL</p> <p>4) Glencoe Holdings, LLC - 100% Panama City, FL</p> <p>5) Bene Vita, LLC - 95% Panama City, FL</p>
Elizabeth J. Walters Panama City, FL, USA	Attorney, with a firm	Director	Director	<p>1) Shareholder of Burke Blue Hutchison Walters &amp; Smith, P.A. Law Offices</p>	0.36%	None	None

\* Includes 0.60% or 13,095 shares of common stock and 7,500 options owned by Mr. Halls' sister as to which Mr. Hall disclaims beneficial interest.

\*\* Includes 0.79% or 27,500 shares of common stock controlled by Dr. Dunn's brother as to which Dr. Dunn disclaims beneficial interest.

\*\*\* Includes 0.56% or 19,470 shares of common stock owned by Mr. Jones brother as to which Mr. Jones disclaims beneficial interest.