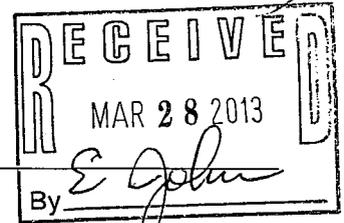


Board of Governors of the Federal Reserve System



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, 2012

Month / Day / Year

I, H. Jeff Bell

Reporter's Name, Street, and Mailing Address

BSA Financial Services, Inc.

Name of the Holding Company Director and Official

Director, President and CEO

Legal Title of Holding Company

120 State Road 312 W

Title of the Holding Company Director and Official

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

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

St. Augustine

FL

32086

City

State

Zip Code

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.

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Lisa Robinson

AVP

Name

Title

904-824-5600

Area Code / Phone Number / Extension

904-829-6503

Area Code / FAX Number

lisa@bankstaug.com

E-mail Address

Signature of Holding Company Director and Official

H. Jeff Bell

3-25-2013

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

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

3838491

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:

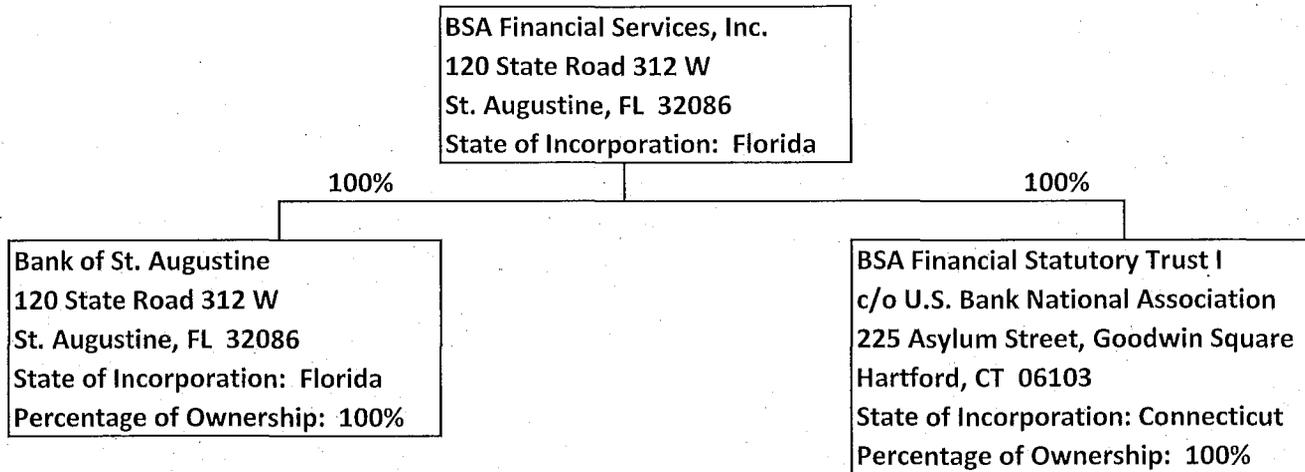
In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.

The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

Item 2a
BSA Financial Services, Inc.
Organization Chart

REVISED



Results: A list of branches for your holding company: BSA FINANCIAL SERVICES, INC. (3838491) of SAINT AUGUSTINE, FL
 The data are as of 12/31/2012. Data reflects information that was received and processed through 02/24/2013.

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
OK		Full Service (Head Office)	2597737	BANK OF ST. AUGUSTINE	120 STATE ROAD 312 WEST	SAINT AUGUSTINE	FL	32086	ST. JOHNS	UNITED STATES	57176	0	BANK OF ST. AUGUSTINE *	2597737	
OK		Full Service	4172594	BEACH BRANCH	1975 A1A SOUTH	SAINT AUGUSTINE	FL	32080	ST. JOHNS	UNITED STATES	492549	2	BANK OF ST. AUGUSTINE	2597737	
OK		Full Service	4445449	DOWNTOWN BRANCH	81 KING STREET	SAINT AUGUSTINE	FL	32084	ST. JOHNS	UNITED STATES	Not Required	Not Required	BANK OF ST. AUGUSTINE	2597737	
OK		Full Service	4172606	STATE ROAD 16 BRANCH	900 STATE ROAD 16	SAINT AUGUSTINE	FL	32084	ST. JOHNS	UNITED STATES	433553	1	BANK OF ST. AUGUSTINE	2597737	

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BSA Financial Services, Inc.
Shareholders Having 5% or More of Total Stock
12/31/12

Item 3
BSA Financial Services, Inc.
Securities Holders

3.1

<u>Name and Position or Title</u>	<u>Country of Citizenship</u>	<u>Number & Percentage of Each Class of Voting Securities</u>
Dr. John DuBard/ Advanced Systems Design, Inc. Tallahassee, Florida	USA	45,350 - 8.35% Common Stock
John Lester Director Tallahassee, Florida	USA	41,250 - 7.6% Common Stock 1,500 - .0027% Options on Common Stock
Michael A. Versaggi Director Elkton, Florida	USA	39,750 - 7.32% Common Stock 1,500 - .0027% Options on Common Stock

3.2 None

Item 4
BSA Financial Services, Inc.
List of Insiders

Name, City, State & Country	Principal Occupation if other than with Holding Company	Title & Position With Holding Company	Title & Position With Subsidiaries - Bank of St. Augustine	Titles & Position with Other Businesses	Percentage of Voting Shares In Holding Company	Percentage of Voting Shares in Subsidiaries	Percentage of Voting Shares in Other Companies	Companies with 25% or More of Voting Securities Held
H. Jeff Bell Ponte Vedra Beach Florida, USA	Bank of St. Aug	President/CEO Director	President/CEO Director	None	2.96%	N/A	None	None
W. Frank DiMare St. Augustine, Florida, USA	Builder	Vice - Chairman Director	Vice- Chairman Director	President President President Manager Manager President Manager Manager Manager Manager Manager Manager	3.89%	N/A	100% 100% 100% 100% 85% 50% 100% 50% 50% 50% 34% 100% 50% 100% 50%	DiMare Construction DiMare, Inc. DiMare Building Corp. Three Twelve Business Park, Inc. Heartwood Properties, LLC Coastal Partners, LLC Moultrie Partners, LLC Bill Napier Properties, LLC S & D Properties, LLC Florida Cracker Properties, LLC DiMare Properties, LLC Magnolia South Properties, LLC Heartwood Developers, LLC Palm Properties, LLC
Charles J. Garner St. Augustine, Florida, USA	Architect (retired)	Director	Director	Owner Partner	3.71%	N/A	100% 50%	Garner Five, Inc. GM Partnership
Henry F. Green III St. Augustine, Florida, USA	Real Estate	Director	Director	President Partner Vice President Vice President Vice President Owner	2.40%	N/A	100% 100% 100% 50% 14% 100%	Hamblen Wholesale, Inc Green Family Investments, Inc. C.F. Hamblen, Inc. St. Augustine Investments, Inc. Old Brick Investments, Inc. Henry F. Green LLC
John A. Lester Tallahassee, Florida, USA	Owner- Multi Storage Facility	Chairman Director	Director	President/Director Director/Corp. Sect. Member President/Director Trustee/Beneficiary	7.60%	N/A	50% 100% 100% 100%	Cedars Development Medisyn Systems, Inc. Eagles Nest Storage LLC John Lester Mgmt Services, Inc. John Allen Lester Dynasty Trust
Jerod Meeks	HV/AC	Director	Director	Owner	3.36%	N/A	100%	Arnett Heating & Air Conditioning

Name, City, State & Country	Principal Occupation if other than with Holding Company	Title & Position With Holding Company	Title & Position With Subsidiaries - Bank of St. Augustine	Titles & Position with Other Businesses	Percentage of Voting Shares In Holding Company	Percentage of Voting Shares In Subsidiaries	Percentage of Voting Shares In Other Companies	Companies With 25% or More of Voting Securities Held
St. Augustine, Florida, USA	Contractor			President			60%	Meeks Enterprises LLC
Dwayne Porter St. Augustine, Florida, USA	Property Manager/ Textile (retired)	Director	Director	President Partner IRA Trustee	2.66%	N/A	33.3% 50% 100%	Porter St. Johns, Inc. GM Partnership Millenium Trust
Michael A. Versaggi St. Augustine, Florida, USA	Dentist	Director	Director	Owner	7.04%	N/A	100%	Michael A. Versaggi, DDS
Henry M. Whetstone St. Augustine, Florida, USA	Retail / Manufacturer	Director	Chairman Director	Owner Owner	3.08%	N/A	100% 100%	Bayfront Inn, Inc. 51 Cordova Rentals
Linda Whittington	Bank of St.Aug	None	Senior VP	N/A	1.84%	N/A	None	None