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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. A. ANTHONY HUGHES

Reporter's Name, Street, and Mailing Address

BEACH COMMUNITY BANCSHARES, INC

Legal Title of Holding Company

17 EGLIN PARKWAY SOUTHEAST

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

FT WALTON BEACH FL 32548

City State Zip Code

Name of the Holding Company Director and Official

DIRECTOR, PRESIDENT & CEO

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:

GARY E. JOHNS EVP & CFO

Name Title

850-244-9900

Area Code / Phone Number / Extension

850-244-6742

Area Code / FAX Number

garyj@beachcommunitybank.com

E-mail Address

www.beachcommunitybank.com

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

Signature of Holding Company Director and Official

03/11/2014

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 3274996

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."

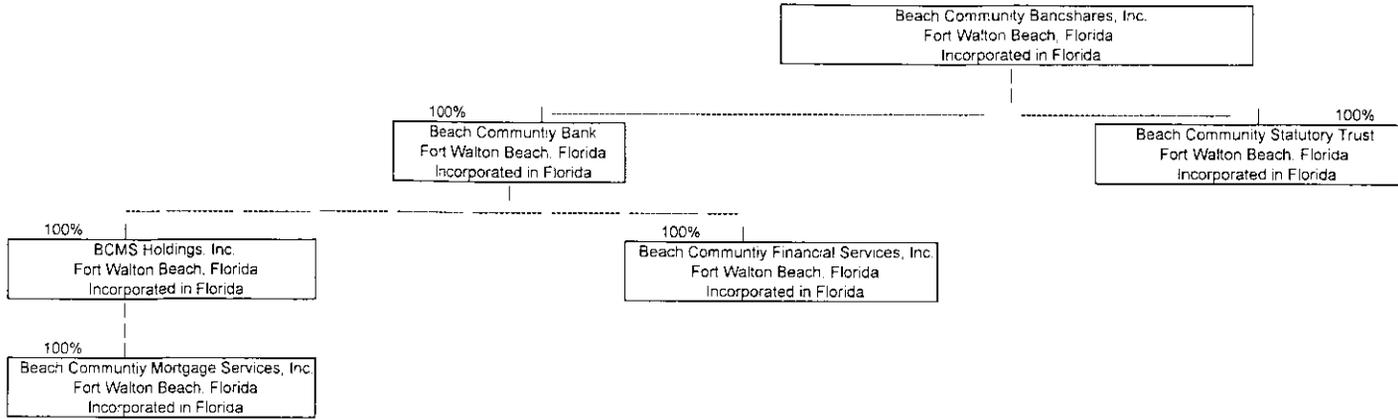
No

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.

<hr/> Legal Title of Subsidiary Holding Company <hr/> <hr/> (Mailing Address of the Subsidiary Holding Company) Street / P.O. Box <hr/> <hr/> City State Zip Code <hr/> <hr/> Physical location (if different from mailing address) <hr/>	<hr/> Legal Title of Subsidiary Holding Company <hr/> <hr/> (Mailing Address of the Subsidiary Holding Company) Street / P.O. Box <hr/> <hr/> City State Zip Code <hr/> <hr/> Physical location (if different from mailing address) <hr/>
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Form FR Y-6
Beach Community Bancshares, Inc.
Fort Walton Beach, Florida
Fiscal Year Ending, December 31, 2013



Results: A list of branches for your depository institution: **BEACH COMMUNITY BANK (ID_RSSD: 3022076)**.
 This depository institution is held by **BEACH COMMUNITY BANCSHARES, INC. (3274996)** of **FORT WALTON BEACH, 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-malling 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)	3022076	BEACH COMMUNITY BANK	17 EGLIN PARKWAY, S.E.	FORT WALTON BEACH	FL	32548	OKALOOSA	UNITED STATES	358301		0 BEACH COMMUNITY BANK	3022076	
OK		Full Service	3917985	CRESTVIEW OFFICE	5131 SOUTH FERDON BOULEVARD	CRESTVIEW	FL	32536	OKALOOSA	UNITED STATES	488811		13 BEACH COMMUNITY BANK	3022076	
OK		Full Service	3438903	DESTIN OFFICE	661 HARBOR BLVD	DESTIN	FL	32541	OKALOOSA	UNITED STATES	453551		6 BEACH COMMUNITY BANK	3022076	
OK		Full Service	3438912	MARY ESTHER OFFICE	412 MARY ESTHER CUTOFF NW	FORT WALTON BEACH	FL	32548	OKALOOSA	UNITED STATES	450599		5 BEACH COMMUNITY BANK	3022076	
OK		Full Service	3627828	RACETRACK OFFICE	3 NE RACETRACK ROAD	FORT WALTON BEACH	FL	32547	OKALOOSA	UNITED STATES	467502		9 BEACH COMMUNITY BANK	3022076	
OK		Full Service	3103706	GULF BREEZE BRANCH	60 NORTHCLIFF DRIVE	GULF BREEZE	FL	32561	SANTA ROSA	UNITED STATES	363085		1 BEACH COMMUNITY BANK	3022076	
OK		Full Service	3792315	NAVARRE OFFICE BRANCH	9290 NAVARRE PKWY	NAVARRE	FL	32566	SANTA ROSA	UNITED STATES	477427		12 BEACH COMMUNITY BANK	3022076	
OK		Full Service	3684027	NICEVILLE OFFICE	100 ARMSTRONG AVENUE	NICEVILLE	FL	32578	OKALOOSA	UNITED STATES	470265		11 BEACH COMMUNITY BANK	3022076	
OK		Full Service	3108662	CORDOVA BRANCH	4465 BAYOU BOULEVARD	PENSACOLA	FL	32503	ESCAMBIA	UNITED STATES	363582		3 BEACH COMMUNITY BANK	3022076	
OK		Full Service	3106305	GARDEN STREET BRANCH	33 WEST GARDEN STREET	PENSACOLA	FL	32502	ESCAMBIA	UNITED STATES	363486		2 BEACH COMMUNITY BANK	3022076	
OK		Full Service	3389331	NINE MILE OFFICE BRANCH	9329 PALAFLOX STREET	PENSACOLA	FL	32534	ESCAMBIA	UNITED STATES	445505		4 BEACH COMMUNITY BANK	3022076	

Form FR Y-6
 Beach Community Bancshares, Inc.
 Fiscal year ending December 31, 2013

Report item 3: Securites Holders
 (1)(a)(b)(c) and (2)(a)(b)(c)

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-13			Shareholders 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 12-31-13		
(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of each Class of Voting Securities	(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
JBN Real Estate, Inc. Robert B. Wilson, President Lake Mary, FL, USA	USA	393,105 - 16.54% Common Stock			
Charles W. Clary III Destin, FL, USA	USA	214,775- 9.04% Common Stock 22,146- 0.88% Common Stock Options			
Julian MacQueen Gulf Breeze, FL, USA	USA	125,139- 5.27% Common Stock 12,820- 0.51% Common Stock Options			

Form FR Y-6
 Beach Community Bancshares, Inc.
 Fiscal year ending December 31, 2013

Report item 4 Insiders

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

(1) Names & Address (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 namees 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)
C. LeDon Anchors Fort Walton Beach, FL, USA	Attorney Anchors, Smith P.A.	Director	Director, Beach Community Bank	Attorney - Anchors, Smith P.A.	0.04%	none	n/a
Charles W. Clary III Destin, FL, USA	Architect	Vice Chairman & Director	Vice Chairman & Director, Beach Community Bank	Principal - DAG Architects	9.39%	none	n/a
Joseph W. Henderson Fort Walton Beach, FL, USA	CPA/Partner - Warren Averett O'Sullivan Creel	Chairman & Director	Chairman & Director, Beach Community Bank	CPA/Partner - Warren Averett O'Sullivan Creel	1.86%	none	n/a
A. Anthony Hughes Navarre, FL, USA	President & CEO Beach Community Bank	Director	Director, President & CEO, Beach Community Bank Director, President & CEO, BCMS Holdings, Inc. Director, President & CEO, Beach Community Financial Services, Inc. Director & CEO, Beach Community Mortgage Services, Inc.	n/a	4.42%	none	n/a
Gary E. Johns Fort Walton Beach, FL, USA	EVP & CFO Beach Community Bank	EVP & CFO	EVP & CFO, Beach Community Bank EVP & CFO, BCMS Holdings, Inc. EVP & CFO, Beach Community Financial Services, Inc. EVP & CFO, Beach Community Mortgage Services, Inc.	n/a	0.83%	none	n/a
Julian B. MacQueen Gulf Breeze, FL, USA	Hotelier - Innisfree Hotels, Inc	Director	Director, Beach Community Bank	Hotelier - Innisfree Hotels, Inc	5.47%	none	n/a
Dr. Joseph L. Story Gulf Breeze, FL, USA	Physician and Entrepreneur	Director	Director, Beach Community Bank	n/a	0.00%	none	n/a
JBN Real Estate, Inc. Robert B. Wilson, President Lake Mary, FL, USA	Investment Company	Principal Shareholder	N/A	Investment Company	16.54%	none	n/a