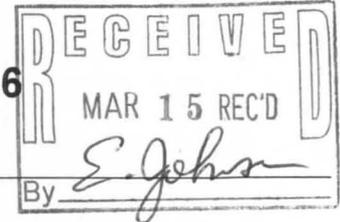


Board of Governors of the Federal Reserve System



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, Stephen M. Prielozny  
 Name of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

Belle Glade Bank Corporation

Legal Title of Holding Company

108 S.E. Avenue D

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

Belle Glade FL 33430

City State Zip Code

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:

Yusimy D. Silva Secretary / EVP

Name Title

(561) 996-6711

Area Code / Phone Number / Extension

(561) 996-6558

Area Code / FAX Number

yusimy@bankbg.com

E-mail Address

Signature of Holding Company Director and Official

3/12/2013

Date of Signature

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

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 1138272  
 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

revised

## BELLE GLADE BANK CORPORTION

December 31, 2012

**Report Item 1:** Form 10-K filed with the Securities and Exchange Commission

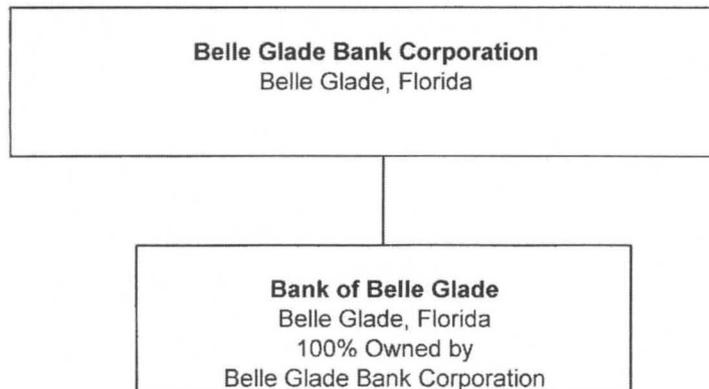
**Not Applicable**

**Report Item 1a:** Annual Report to Shareholders

**See Attached**

**Report Item 2:**

### Organizational Chart All Incorporated in the State of Florida



### Supplemental Information

There are no other direct, indirect or foreign subsidiaries, companies or banks affiliated with the parent company or its subsidiary as shown on this chart.

**Results:** A list of branches for your depository institution: BANK OF BELLE GLADE (ID\_RSSD: 302030).  
 This depository institution is held by BELLE GLADE BANK CORPORATION (1138272) of BELLE GLADE, 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)	302030	BANK OF BELLE GLADE	108 SOUTHEAST AVENUE D	BELLE GLADE	FL	33430	PALM BEACH	UNITED STATES	12777	0	BANK OF BELLE GLADE	302030	

revised

**BELLE GLADE BANK CORPORATION**

**December 31, 2012**

**Report Item 3: (1) SHAREHOLDERS**

<u>Name and Address</u>	<u>Country</u>		<u>Number of Shares</u>	<u>Percent</u>
Frances R. Hand or Homer J. Hand Belle Glade, Florida 33430	USA	2342		
Frances R. Hand		100		
Homer J. Hand		387	2829	17.6%
Marjorie Joanne Royal Revocable Trust Belle Glade, Florida 33430 Controlled By: Marjorie Joanne Royal	USA		2729	17.0%
Wedgworth Family Limited Partnership Belle Glade, Florida 33430	USA	2488		
Wedgworth Farms, Inc. Belle Glade, Florida 33430 Controlled By: George H. Wedgworth		477	2965	18.5%

**Report Item 3: (2) N/A**

Note: All above shareholders are U.S. Citizens.

revised

**BELLE GLADE BANK CORPORATION**  
December 31, 2012

**Report Item 4: Director and Officers**

NAME AND ADDRESS	PRINCIPAL OCCUPATION	TITLE OR POSITION (1) Belle Glade Bank Corp. (2) Bank of Belle Glade	SHARES	PERCENT	TITLE/POSITION with other Business Companies	COMPANY NAME	SHARES OWNED	PERCENT	SHARES CONTROLLED	PERCENT	SHARES VOTING	PERCENT
Frances R. Hand Belle Glade, FL 33430	Housewife	(1) Director/Chairperson (2) Director/Chairperson	2442 0	15.2% 0.0%	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Mary J. Royal Revocable Trust Belle Glade, FL 33430 Trustee: Mary J. Royal	Housewife	(1) Principal Shareholder (2) N/A	2729 0	17.0% 0.0%	Trustee	Susan Royal Wurth Foundation	0	0	0	0	0	0
William R. Kennedy Pahokee, FL 33476	Farmer	(1) Director (2) Director	200 0	1.2% 0.0%	President President / CED President President President General Partner Managing Member	William Kennedy Farm Inc. A. N. Kennedy & Sons, Inc William & Robert Kennedy Farms Inc Kennedy Farms Inc Sugar Cane Services Inc. Kennedy Enterprises Kennedy Family RE Holding, LLC	519 100 255 51 306 0 0	51 50 25.5 25.5 51 50 50	1000 101 500 100 600 0 0	100 50.5 50 50 100 50 100	1000 101 500 100 600 0 0	100 50.5 50 50 100 50 100
George H. Wedgworth Belle Glade, FL 33430	Farming	(1) Director (2) Director	0 0	0.0% 0.0%	President/Director Chairman of the Board Trustee Chairman of the Board	Sugar Cane Growers Coop of FL Wedgworth's Inc. Wedgworth FLP Wedgworth Farms, Inc.	0 200 2488 A,B,178	0 25 100 1	0 200 2488 A,112 B,66	0 25 100 1	0 200 2488 A,112 B,66	0 25 100 1
Stephen M. Prielozny Belle Glade, FL 33430	Banker	(1) President/Director (2) President/Director	0 0	0.0% 0.0%	Trustee Director Director / Treasurer Director Director Chairman Director Director	Bank of Belle Glade Pension Trust Glades ARC Black Gold Committee Farm Bureau - Western PBC LORE Street Beat, Inc. Belle Glade Chamber of Commerce Dolly Hand Cultural Arts Center	0 0 0 0 0 0 0 0	0 0 0 0 0 0 0 0	0 0 0 0 0 0 0 0	0 0 0 0 0 0 0 0	0 0 0 0 0 0 0 0	0 0 0 0 0 0 0 0
Paul R. Orsenigo Belle Glade, FL 33430	Farmer	(1) Director (2) Director	400	2.5% 0.0%	President VP / Co-Owner	Orsenigo Farm, Inc Grower's Management	1000 500	100 50	1000 500	100 50	1000 500	100 50
James M. Herring, Jr Belle Glade, FL 33430	Comptroller	(1) Director (2) Director	100 0	0.6% 0.0%	President Partner / Treasurer Manager Secretary / Treasurer Secretary / Treasurer Trustee Trustee Secretary / Treasurer Director / Treasurer	Herring Farms, Inc. CPH Properties, LLC Herring and Thornton, LLC Action Business Popeyes Royal's Inc. Royal's Trust Marjorie Joanne Royal Marital Trust Royal's OK Lunch, Inc. Belle Glade Alliance Church	1000 33 10 0 0 0 0 0 0 0	20 33 20 0 0 0 17 0 0	1000 33 10 0 0 0 0 0 0 0	20 33 10 0 0 0 17 0 0 0	20 33 10 0 0 0 0 0 0 0	
Yusimy D. Silva Royal Palm Beach, FL 33411	Banker	(1) Secretary (2) Exec. VP	0 0	0.0% 0.0%	Member Member	Black Gold Committee ELKS Club	0 0	0 0	0 0	0 0	0 0	0 0
Wedgworth FLP Wedgworth Farms, Inc. Belle Glade, FL 33430 Trustee: George H. Wedgworth	N/A	(1) Principal Shareholder (2) N/A	2488 477 2965	  18.5%	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

\*\* Bank of Belle Glade is wholly by Belle Glade Bank Corporation \*\*