

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

MAR 14 REC'D

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, **Stephen M. Prielozny**

Reporter's Name, Street, and Mailing Address

Belle Glade Bank Corporation

Name of the Holding Company Director and Official

Legal Title of Holding Company

President & CEO

108 S.E. Avenue D

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.

Belle Glade **FL** **33430**
 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:

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

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

03/10/2014

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

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 Federal Reserve Bank Use Only

RSSD ID **1138272**
 C.I. _____

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

BELLE GLADE BANK CORPORTION

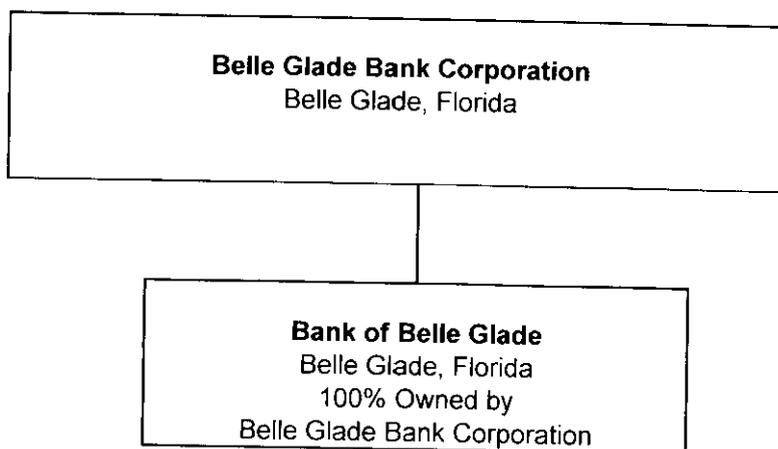
December 31, 2013

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.

Report Item : 26

Results: A list of branches for your holding company: BELLE GLADE BANK CORPORATION (1138272) of BELLE GLADE, 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-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	

BELLE GLADE BANK CORPORATION

December 31, 2013

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	USA	2447		
Frances R. Hand		100		
Homer J. Hand		387	2934	18.3%
Marjorie Joanne Royal Revocable Trust Belle Glade, Florida Controlled By: Marjorie Joanne Royal	USA		2694	16.8%
Wedgworth Family Limited Partnership Belle Glade, Florida	USA	2593		
Wedgworth Farms, Inc. Belle Glade, Florida Controlled By: George H. Wedgworth		477	3070	19.1%

Report Item 3: (2)

N/A

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

Marjorie Joanne Royal Revocable Trust and Marjorie Joanne Royal are the same person

BELLE GLADE BANK CORPORATION

December 31, 2013

Report Item 4: Director and Officers

NAME AND ADDRESS	PRINCIPAL OCCUPATION	TITLE OR POSITION		SHARES	PERCENT	TITLE POSITION with other Business Companies	COMPANY NAME	SHARES OWNED	PERCENT	SHARES CONTROLLED	PERCENT	SHARES VOTING	PERCENT
		(1) Belle Glade Bank Corp	(2) Bank of Belle Glade										
Frances R. Hand Belle Glade, FL	Housewife	(1) Director, Chairperson	(2) Director, Chairperson	2547	15.9%	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Mary J. Royal Belle Glade, FL Trustee: Mary J. Royal	Housewife	(1) Principal Shareholder	(2) N/A	2694	16.8%	Trustee	Susan Royal Wirth Foundation	0	0	0	0	0	0
William R. Kennedy Pahokee, FL	Farmer	(1) Director	(2) Director	255	1.6%	President	William Kennedy Farm Inc	510	51	1000	100	1000	100
				0	0.0%	President - CED	A.N. Kennedy & Sons, Inc	100	50	101	50.5	101	50.5
						President	William & Robert Kennedy Farms Inc	255	25.5	500	50	500	50
						President	Kennedy Farms Inc	51	25.5	100	50	100	50
						President	Sugar Cane Services Inc	300	51	600	100	600	100
						General Partner	Kennedy Enterprises	0	50	0	50	0	50
						Managing Member	Kennedy Family RE Holding, LLC	0	50	0	100	0	100
George H. Wedgworth Belle Glade, FL	Farming	(1) Director	(2) Director	0	0.0%	President, Director	Sugar Cane Growers Coop of FL	0	0	0	0	0	0
				0	0.0%	Chairman of the Board	Wedgworth's Inc	200	25	200	25	200	25
						Trustee	Wedgworth FLP	2488	100	2488	100	2488	100
						Chairman of the Board	Wedgworth Farms, Inc	A.B. 78	1	A.112	1	A.112	1
										B.66	1	B.66	1
Stephen M. Prazdzynski Belle Glade, FL	Banker	(1) President Director	(2) President Director	0	0.0%	Director	Glades ARC	0	0	0	0	0	0
				0	0.0%	Director - Treasurer	Black Gold Committee	0	0	0	0	0	0
						Director	Farm Bureau - Western PBC	0	0	0	0	0	0
						Director	LORE	0	0	0	0	0	0
						Director	Belle Glade Chamber of Commerce	0	0	0	0	0	0
						Director	Dolly Hand Cultural Arts Center	0	0	0	0	0	0
Paul R. Orsenigo Belle Glade, FL	Farmer	(1) Director	(2) Director	455	2.8%	Owner - President	Orsenigo Farm, Inc	1000	100	1000	100	1000	100
					0.0%	VP - Co-Owner	Grower's Management	500	50	500	50	500	50
						Red Sky Ranch	Owner	100	100	100	100	100	100
James M. Herring, Jr Belle Glade, FL	Comptroller	(1) Director	(2) Director	135	0.8%	President	Herring Farms, Inc	1000	20	1000	20	1000	20
				0	0.0%	Partner - Treasurer	CPH Properties, LLC	33	33	33	33	33	33
						Manager	Herring and Thornton, LLC	10	20	10	20	10	20
						Secretary - Treasurer	Action Business Popeyes	0	0	0	0	0	0
						Secretary - Treasurer	Royal's Inc	0	0	0	0	0	0
						Trustee	Royal's Trust	0	0	0	0	0	0
						Trustee	Margone Joanne Royal Mantal Trust	0	0	0	17	0	0
						Secretary - Treasurer	Royal's OK Lunch, Inc	0	0	0	0	0	0
						Treasurer	Belle Glade Alliance Church	0	0	0	0	0	0
						VP - Secretary - Treasurer	Purah Spring Water, Inc	0	0	0	0	0	0
Yusimy D. Silva Royal Palm Beach, FL	Banker	(1) Secretary	(2) Exec. VP	0	0.0%	Member	Black Gold Committee	0	0	0	0	0	0
				0	0.0%	Member	ELKS Club	0	0	0	0	0	0
						Member	Belle Glade Lions Club	0	0	0	0	0	0
						Member	Glades Leadership	0	0	0	0	0	0
Wedgworth FLP Wedgworth Farms, Inc Belle Glade, FL Trustee: George H. Wedgworth	N/A	(1) Principal Shareholder	(2) N/A	2543		N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
				477									
				5171	17.1%								

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