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APR 26 2013
By Kew

FR Y-6
OMB Number 7100-0297
Approval expires December 31, 2015
Page 1 of 2

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, **Trevor R. Burgess**
Name of the Holding Company Director and Official
CEO & Vice Chairman
Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address
CBM FLORIDA HOLDING COMPANY
Legal Title of Holding Company
100 5th Street South
(Mailing Address of the Holding Company) Street / P.O. Box
St. Petersburg FL 33701
City State Zip Code

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:
Tom Punzak Vice President/ Controller
Name Title
941-714-7745
Area Code / Phone Number / Extension
727-502-8594
Area Code / FAX Number
Tom.Punzak@C1Bank.com
E-mail Address
N/A
Address (URL) for the Holding Company's web page

Signature of Holding Company Director and Official
[Handwritten Signature]
9/24/13

Date of Signature

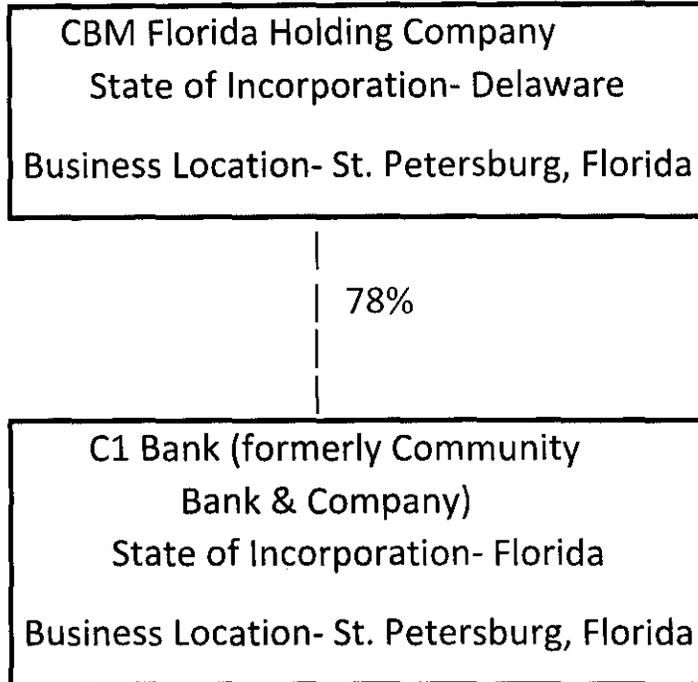
For holding companies not registered with the SEC—
Indicate status of Annual Report to Shareholders:
 is included with the FR Y-6 report
 will be sent under separate cover
 is not prepared

For Federal Reserve Bank Use Only
RSSD ID **3819267**
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

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 20561, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

FR Y-6 Report Item 2a: Organization Chart
CBM Florida Holding Company
'December 31, 2012



Results: A list of branches for your deposit institution. (3,346 of 65,533 branches)
 (FBI report for institution type of FINANCIAL INSTITUTION - OTHER) (1,252,274 of 5,546,477,581,396)
 The data are as of 12/31/2013. Data reflects information that was reviewed and processed through 04/29/2013.

- Reconciliation and Verification Steps**
1. In the Data Action column, enter a row number of any of the branches you are looking for.
 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, re-enter the data, enter "Change" in the Data Action column and the date when this information has been updated in the Effective Date column.

Close: If a branch has been sold or closed, enter "Close" in the Data Action column and the date of closure in the Effective Date column.

Delete: If a branch type was never entered by this reporting 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 closing date in the Effective Date column.

If printing the list, you may need to adjust the page setup in MS Excel. Try using automatic or print on page scaling, and/or high speed paper.

Submission Procedure

When you are finished, send a saved copy to your file contact. See the detailed instructions on this page for more information. If you are emailing this report, FBI contact and your institution name, city and state are requested in the email.

Note

To satisfy the FD-10 reporting requirements, you must also submit the FD-10 Domestic Branch Schedule for each branch with a Data Action of Change, Close, Delete or Add. The FD-10 report may be submitted in a hardcopy format via the FD-10 Online application - <https://fd10online.federalreserve.gov>.

* FDIC UNIFORM Office Number and D-BSO Country prefix reference only, verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID	BSO*	Popular Name	Street Address	City	State	ZIP Code	County	Country	FDIC UNIFORM*	Office Number*	Head Office	Head Office ID	BSO*	Comments
OK		Full Service	3342022	CL	BANK	1003 7th STREET SOUTH	SAN PETERSBURG	FL	33702	PINELLAS	UNITED STATES	36232		021 BANK	2360074		
OK		Full Service	4158200	SO	TH SHORE BRANCH	6024 NORTH HILLS HIGHWAY 41	SAFOLIO BEACH	FL	33472	HILLSBOROUGH	UNITED STATES	445577		021 BANK	2360074		
OK		Full Service	3642005	BR	ADEN RIVER BRANCH	6000 STATE ROAD 701 EAST	BRADENTON	FL	34203	MANATEE	UNITED STATES	466948		021 BANK	2360074		
OK		Full Serv. 24	4463071	LA	WOODWAY OFFICE	7203 MANATEE RANCH BLDG	BRADENTON	FL	34211	MANATEE	UNITED STATES	Not Required		021 BANK	2360074		
OK		Full Service	2396613	WE	ST BRANCH	7702 MANATEE AVENUE WEST	BRADENTON	FL	34209	MANATEE	UNITED STATES	290387		021 BANK	2360074		
OK		Full Service	4158331	DO	DE CITY BRANCH	13839 US HIGHWAY 98 Bypass	DODE CITY	FL	33525	PALM	UNITED STATES	478801		021 BANK	2360074		
OK		Full Service	4396727	BE	LIAR BRANCH	525 INDIAN HOOKS ROAD NORTH	LARGO	FL	33770	PINELLAS	UNITED STATES	Not Required		021 BANK	2360074		
OK		Full Service	4158440	LA	WOODWAY OFFICE	2075 SEMANOL BOULEVARD	LARGO	FL	33728	PINELLAS	UNITED STATES	423386		021 BANK	2360074		
OK		Full Service	2357727	PE	LUSS BRANCH	9001 BELCHER ROAD	PINELLAS PARK	FL	33742	PINELLAS	UNITED STATES	45104		021 BANK	2360074		
OK		Full Service	4158559	PN	CHARLOTTE BRANCH	2590 AVALON TRAIL	PORCHAMONTE	FL	33948	CHARLOTTE	UNITED STATES	287388		021 BANK	2360074		
OK		Full Service	4158468	VE	TERANS BRANCH	3200 VETERANS BOULEVARD	PORCHAMONTE	FL	33954	CHARLOTTE	UNITED STATES	492497		021 BANK	2360074		
OK		Full Service	4184395	PN	TAMPA BRANCH	3855 TAMPA TRAIL	PUNTA GORDA	FL	33950	CHARLOTTE	UNITED STATES	492488		021 BANK	2360074		
OK		Full Service	4193426	RI	VERNE N OFFICE	10109 US HIGHWAY 301 SOUTH	RIEVIEW	FL	33748	HILLSBOROUGH	UNITED STATES	473864		021 BANK	2360074		
OK		Full Service	4293250	BR	ANCH DRIVE BRANCH	158 BRANCH DRIVE	SAN PETERSBURG	FL	33701	PINELLAS	UNITED STATES	Not Required		021 BANK	2360074		
OK		Full Service	4183007	SA	NT BRANCH	6100 4TH STREET NORTH	SAN PETERSBURG	FL	33703	PINELLAS	UNITED STATES	479935		021 BANK	2360074		
OK		Full Service	4283231	VE	TERANS BRANCH	6180 CENTRAL AVENUE	SAN PETERSBURG	FL	33707	PINELLAS	UNITED STATES	485929		021 BANK	2360074		
OK		Full Service	3388901	DA	WOODWAY OFFICE	202 EAST GALT BOULEVARD	TAYPA	FL	33806	HILLSBOROUGH	UNITED STATES	453248		021 BANK	2360074		
OK		Full Service	3740978	FR	ANK N STREET OFFICE	304 NORTH BRANK N STREET	TAYPA	FL	33802	HILLSBOROUGH	UNITED STATES	474207		021 BANK	2360074		
OK		Full Service	3167883	MA	CC OFFICE	7302 SOUTH VAQUIL AVENUE	TAYPA	FL	33829	HILLSBOROUGH	UNITED STATES	368355		021 BANK	2360074		
OK		Full Service	3642078	SO	TH BOULEVARD OFFICE	110 SOUTH BOULEVARD	TAYPA	FL	33808	HILLSBOROUGH	UNITED STATES	418505		021 BANK	2360074		
OK		Full Service	4183182	WE	ST SHORE BRANCH	3802 SOUTH WEST SHORE BOULEVARD	TAYPA	FL	33811	HILLSBOROUGH	UNITED STATES	464039		021 BANK	2360074		
OK		Full Service	4183821	BE	LIAR BRANCH	7243 GALT BOULEVARD	ZEPHYRHILLS	FL	33841	PALM	UNITED STATES	492489		021 BANK	2360074		

Form FR Y-6
 CBM Florida Holding Company
 Fiscal Year Ending December 31, 2012

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

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fi scal year ending 12-31-2012			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 fi scal year ending 12/31/2012		
(1)(a) Name, City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name, City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Marcelo Lima Sao Paulo, SP, Brazil	Brazil	273,314 Shares - 46.61%	N/A- All Security Holders reported on (1)(a)-(1)(c)		
Trevor Burgess Saint Petersburg, FL, USA	USA	41,516 Shares - 7.08%	N/A- All Security Holders reported on (1)(a)-(1)(c)		
Oakland Investment LLC, Lewes, DE, USA (Marcio Camargo, Sao Paulo, SP, Brazil - Beneficial Owner)	USA	125,545 Shares - 21.41%	N/A- All Security Holders reported on (1)(a)-(1)(c)		
Erwin Russel Sao Paulo, SP, Brazil	Netherlands	146,010 Shares - 24.90%	N/A- All Security Holders reported on (1)(a)-(1)(c)		

CBM FLORIDA HOLDING COMPANY

DECEMBER 31, 2012

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Report Item 4

ADDITIONAL RESPONSIVE DATA MAY BE FOUND IN THE CONFIDENTIAL VOLUME