

Board of Governors of the Federal Reserve System

MAR 21 REC'D



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, **Lewis Albert**

Reporter's Name, Street, and Mailing Address

Calusa Financial Corporation, Inc.

Legal Title of Holding Company

3105 Tamiami Trail

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

Punta Gorda

FL

33950

City

State

Zip Code

Name of the Holding Company Director and Official

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:

Thomas Whelan

CFO, CNB

Name

Title

941-505-4300

Area Code / Phone Number / Extension

931-505-4305

Area Code / FAX Number

twhean@calusabank.com

E-mail Address

www.calusabank.com

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

Signature of Holding Company Director and Official

03/20/2014

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 **3571006**
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.

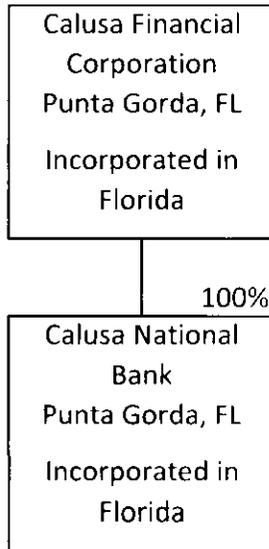
Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical location (if different from mailing address)	Physical location (if different from mailing address)
Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
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City State Zip Code	City State Zip Code
Physical location (if different from mailing address)	Physical location (if different from mailing address)
Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical location (if different from mailing address)	Physical location (if different from mailing address)

Form FR Y-6

Calusa Financial Corporation
Punta Gorda, Florida
Fiscal Year Ending December 31, 2013

1: The bank holding company prepares an annual report for its securities holders. Two copies will follow.

2(a): Organizational Chart



2(b): Domestic Branch Listing

Main Office
Opened: 04/23/2007
3105 Tamiami Trail
Punta Gorda, Charlotte County, FL, USA 33950
Full Service

Murdock Branch
Opened: 10/22/2007
1850 Tamiami Trail
Port Charlotte, Charlotte County, FL, USA 33948
Full Service

North Port Branch
Opened: 10/9/2008
14942 Tamiami Trail
North Port, Sarasota County, FL, USA 34287
Full Service

Form FR Y-6
Calusa Financial Corporation
 December 31, 2013

Report Item 3: Securities 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 12-31-2013	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 12-31-2013
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(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
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Larry Tenbusch Port Charlotte, Florida USA	USA	120,000 - 5.91% Common Stock 80,952 - 3.84% Warrants			
Todd H. Katz Punta Gorda, Florida USA	USA	26,200 - 1.29% Common Stock 34,448 - 1.67% Warrants 50,000 - 2.40% Options on Common Stock			

N/A

Detail:	Numerato		Denominato	
Tenbusch				
<i>Common Stock:</i>	120,000		2,029,098	
Percentage	5.91%	Common Stock		
<i>Warrants:</i>			2,029,098	
			80,952	
	80,952		2,110,050	
Percentage	3.84%	Warrants		
Katz				
<i>Common Stock:</i>	27,500		2,029,098	
Percentage	1.36%	Common Stock		
<i>Warrants:</i>			2,029,098	
			34,448	
	34,448		2,063,546	
Percentage	1.67%	Warrants		
<i>Options:</i>			2,029,098	
			50,000	
	50,000		2,079,098	
Percentage	2.40%	Options		

Form FRY-6
Calusa Financial Corporation
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 names 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 of 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)
Lewis S. Albert Punta Gorda, FL USA	N/A	Director, Chairman, CEO	Director, Chairman, CEO Calusa National Bank	V.P. & Director; Albertini's Design, Inc.	4.40%	None	Albertini's Design, Inc.; 50%
David Holmes Port Charlotte, FL USA	Attorney	Director	Director Calusa National Bank	HF Investments, LLC - Member and Manager; HF Investments II, LLC - Member and Manager; Texas Yankee, LLC, - Member	1.86%	None	HF Investments, LLC, - 50%; HF Investments I, LLC - 100%; Texas Yankee, LLC - 33 1/3%
Todd H. Katz Punta Gorda, FL USA	N/A	Director, President	Director, President Calusa National Bank	Dog and Cat LLC - Managing Partner; Texas Yankee, LLC - Partner; Punta Gorda Warehouse and Distribution Systems, LLC - Managing Partner; KTZ Warehouse, LLC - Partner	5.24%	None	Dog and Cat LLC - 49%; Texas Yankee, LLC - 33%; Punta Gorda Warehouse and Distribution Systems, LLC - 25%; KTZ Warehouse, LLC - 25%
Catherine Sanders Punta Gorda, FL USA	Real Estate Broker and General Contractor	Director	Director Calusa National Bank	Five Star Realty of Charlotte County, Inc - Vice President; Five Star General Contracting, Inc. dba SandStar Custom Homes - Secretary; Arthur Rutenberg Homes SandStar LLC - Franchisee	1.65%	None	Five Star Realty of Charlotte County, Inc - 100%; Five Star General Contracting, Inc. dba SandStar Custom Homes - 51%; Arthur Rutenberg Homes SandStar LLC - 51%
Larry Tenbusch Port Charlotte, FL USA	Real Estate Construction	Director	Director Calusa National Bank	Tenbusch Construction - President	9.52%	None	Tenbusch Construction - 80%

	Detail	Numerator	Denominator
	Tenbusch		
	Common Stock	120,000	2,029,098
	Warrants	80,952	80,952
	Totals	200,952	2,110,050
	Percentage	9.52%	
	Katz		
	Common Stock	26,200	2,029,098
	Warrants	34,448	34,448
	Options	50,000	50,000
	Totals	110,648	2,113,546
	Percentage	5.24%	