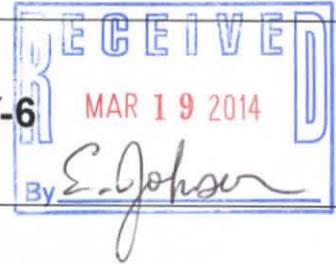


Board of Governors of the Federal Reserve System



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, **Daniel S. Hager**

Reporter's Name, Street, and Mailing Address

First America Holdings Corporation

Name of the Holding Company Director and Official

Legal Title of Holding Company

Chairman and Chief Executive Officer

2811 Manatee Avenue West

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.

Bradenton FL 34205
City State Zip Code

same as above

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:

Michael L. Hogan, CPA Executive Vice President

Name Title

941-761-7083

Area Code / Phone Number / Extension

941-761-7081

Area Code / FAX Number

mike.hogan@firstamericabank.com

E-mail Address

www.firstamericabank.com

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

Daniel S. Hager, CEO
Signature of Holding Company Director and Official
3.18.14

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 3490769
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.

There are no subsidiary bank holding companies owned

Legal Title of Subsidiary Holding Company

by First America Holdings Corporation

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

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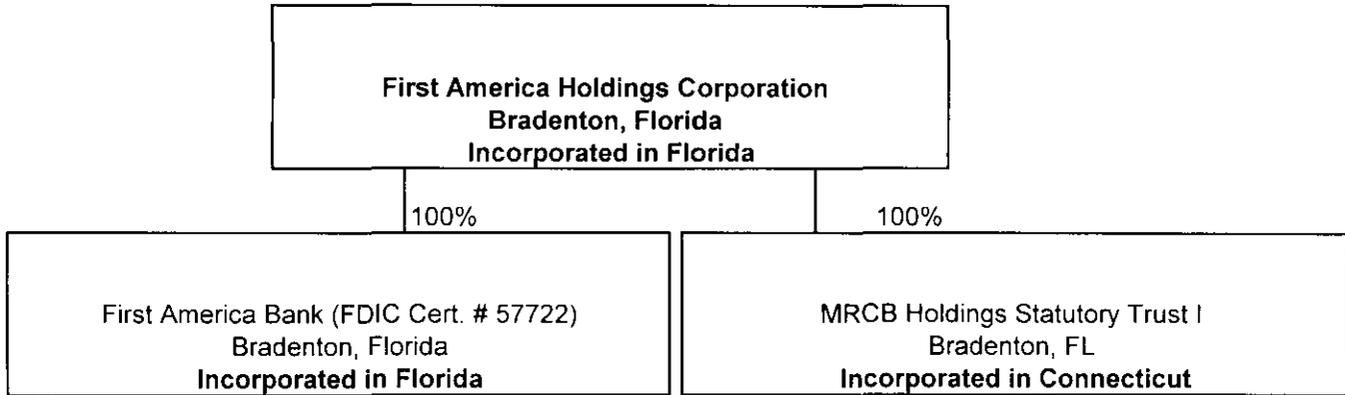
Physical location (if different from mailing address)

Form FR Y-6

First America Holdings Corporation
Bradenton, Florida
Fiscal Year Ending December 31, 2013

Report Item:

1. The bank holding company does **not** prepare an annual report for its securities holders.
2. Organizational Chart:



Form FR Y-6
Domestic Branch Listing
First America Holdings Corporation/First America Bank
December 31, 2013

Report item 2(b) Domestic Branch Listing

| <u>Branch Name</u> | <u>Date Opened</u> | <u>Street Address</u> | <u>City</u> | <u>County</u> | <u>State</u> | <u>Country</u> | <u>Zip Code</u> | <u>Branch Service Type</u> |
|-----------------------|--------------------|-----------------------|-------------|---------------|--------------|----------------|-----------------|----------------------------|
| Osprey Office | 2005 | 1307 S. Tamiami Trail | Osprey | Sarasota | Florida | USA | 34229 | Full Service |
| Manatee Avenue Office | 2004 | 2811 Manatee Ave West | Bradenton | Manatee | Florida | USA | 34205 | Full Service - Main Office |
| Downtown Sarasota | 2007 | 15 S. Palm Ave | Sarasota | Sarasota | Florida | USA | 34236 | Full Service |
| Palmetto Office | 2009 | 410 8th Avenue West | Palmetto | Manatee | Florida | USA | 34221 | Full Service |
| Ellenton Office | 2009 | 7204 US Highway 301 | Ellenton | Manatee | Florida | USA | 34222 | Full Service |

Form FR Y-6
First America Holdings Corporation
Fiscal Year Ending December 31, 2013

Report Item 3: Securities Holders

(1)(a)(b)© and (2)(a)(b)©

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:

| (1)(a) Name (City, State, Country) | (1)(b) Country of Citizenship or Incorporation | (1)© Number and Percentage of each class of voting securities | (2)(a) Name & Address (City, State, Country) | (2)(b) Country of Citizenship or Incorporation | (2c) Number and Percentage of each class of voting securities |
|--------------------------------------------------------------|------------------------------------------------------|-----------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------|------------------------------------------------------------------------|
| Robert Spencer Bradenton, FL, USA | USA | 249,703 - 6.18% common stock 5,278 - 0.13% options on common stock | There are no 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. | | |
| Daniel P. McClure Bradenton, FL, USA | USA | 38,937 - 0.96% common stock | | | |
| Corrine McClure Bradenton, FL, USA | USA | 38,937 - 0.96% common stock | | | |
| Family Total | | 332,855 - 8.24% common stock | | | |
| Sandler O'Neill Asset Management, LLC: New York, New York | USA | | | | |
| Malta Hedge Fund II LP | | 274,200 - 6.78% common stock | | | |
| Malta Offshore, LTD | | 62,400 - 1.54% common stock | | | |
| Malta Hedge Fund LP | | 38,400 - 0.95% common stock | | | |
| Sandler O'Neill Asset Management, LLC Total | | 375,000 - 9.28% common stock | | | |

Form FR Y-6
First America Holdings Corporation
Fiscal Year Ending December 31, 2013

Report item #4:

| (1) Name & 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) % of voting shares in Bank Holding Company | (4)(b) % of voting shares in subsidiaries (include names of subsidiaries) | (4)c List names of other companies (includes part- nerships) if 25% or more of voting securities are held (List names of companies and % of voting securities held) |
|--------------------------------------------------|---------------------------------------------------------------------------------|------------------------------------------------------------|---------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------|---------------------------------------------------------------|---------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Paul D. Beittlich, Esq. Sarasota, FL | Attorney | Director | Director* | Partner-Icard, Merrill Law Firm | 1.26% | None | Icard, Merrill Law Firm - 8% |
| Douglas K. Chapman Osprey, FL | Retired Entrepreneur | Director | Director* | None | 1.93% | None | None |
| Carol B. Green Sarasota, FL | Retired Corpor- ate Executive | Director | Director | Investor - Wired I Investor - Wired | 1.79% | None | Wired I - 14% Wired - 14% |
| Daniel S. Hager Bradenton, FL | Banker | Chairman of the Board & CEO | Chief Executive Officer (CEO) | Owner - Hibernation Hideaway, LLC | 0.71% | None | Hibernation Hideaway, LLC - 100% |

Form FR Y-6

First America Holdings Corporation
Fiscal Year Ending December 31, 2013

Report item #4 (page 2):

| (1) Name & 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) % of voting shares in Bank Holding Company | (4)(b) % of voting shares in subsidiaries (include names of subsidiaries) | (4)(c) List names of other companies (includes part- nerships) if 25% or more of voting securities are held (List names of companies and % of voting securities held) |
|--------------------------------------------------|---------------------------------------------------------------------------------|------------------------------------------------------------|---------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------|---------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Michael L. Hogan, C.P.A. Bradenton, FL | Banker | Executive Vice President/CFO | Executive Vice President/CFO* | None | 0.27% | None | None |
| W. Allen Langford | Banker | Director and President | Director and President | N/A | 0.32% | None | None |
| James E. Bridges Sarasota, FL | Real Estate Developer | Director | Director* | Owner-Jebco Ventures, Inc. Owner-Italian Cabinetry Design (Lube USA) Owner-Paulding Exchange LLC Owner-Midway Station LLC Owner-Village Grand LLC Owner- Eastside Village LLC Owner-Family Dollar1 LLC Owner-Florida Land Trust GW-1 Owner-Grand Pavillion LLC Owner-Eastside Village Shops LLC Partner-Village Corners Owner-Ringling Blvd. Owner-Grand Point LLC Owner-AuBel Ra LLC Owner-Vista Bay Owner-Palazzi Al Mare LLC Owner-Kimball State LLC | 3.10% | None | Jebco Ventures - 100% Italian Cabinetry Design - 80% Paulding Exchange LLC - 100% Midway Station LLC - 100% Village Grand LLC - 100% Eastside Village LLC - 100% Family Dollar 1 LLC - 100% Florida Land Trust GW-1 - 100% Grand Pavillion LLC - 100% Eastside Village Shops LLC - 100% Village Corners - 50% Ringling Blvd. - 100% Grand Point LLC - 100% AuBel Ra LLC - 100% Vista Bay - 100% Palazzi Al Mare LLC - 100% Kimball State LLC - 100% |

Form FR Y-6
First America Holdings Corporation
Fiscal Year Ending December 31, 2013

Report item #4 (page 3):

| (1) Name & 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) % of voting shares in Bank Holding Company | (4)(b) % of voting shares in subsidiaries (include names of subsidiaries) | (4)c List names of other companies (includes part- nerships) if 25% or more of voting securities are held (List names of companies and % of voting securities held) |
|--------------------------------------------------|---------------------------------------------------------------------------------|------------------------------------------------------------|---------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------|---------------------------------------------------------------|---------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Robert N. Spencer Bradenton, FL | Executive | Director | Chairman of the Board of Directors | Vice President of Marketing- McClure Properties LLC | 6.18% | None | McClure Properties - 4.5% |
| Cameron O. Dakin Myakka City, FL | Dairy Farmer | Director | Director* | Owner-Cameron Dakin Dairy | 1.30% | None | Cameron Dakin Dairy (100%) |
| James E. Boyd Bradenton, FL | Insurance Executive | Director | Director* | Partner - Boyd Insurance & Investment Services | 0.40% | None | Boyd Insurance & Investment Services - 67% |
| Michael F. Turner Bradenton, FL | Banker | EVP | Executive Vice President/Chief Lending Officer* | N/A | 0.13% | None | None |
| Tammy S. Thompson, CPA Bradenton, FL | Banker | EVP | Executive Vice President/Chief Operations Officer | N/A | 0.12% | None | None |