



FR Y-6
OMB Number 7100-0297
Approval expires December 31, 2015
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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, Keith Leibfried

Reporter's Name, Street, and Mailing Address

First Federal Bancorp, Inc.

Name of the Holding Company Director and Official

Chairman of the Board, CEO and President

Legal Title of Holding Company

P.O. Box 2029

Title of the Holding Company Director and Official

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

Lake City FL 32056

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.

4705 US Highway 90 W, Lake City FL

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:

Amy Peacock Fin. & Rpt. Specialist

Name Title

386-755-0600 3359

Area Code / Phone Number / Extension

904-296-0948

Area Code / FAX Number

peacocka@ffsb.com

E-mail Address

www.ffsb.com

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

Signature of Holding Company Director and Official

3/21/2014

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 3846465
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

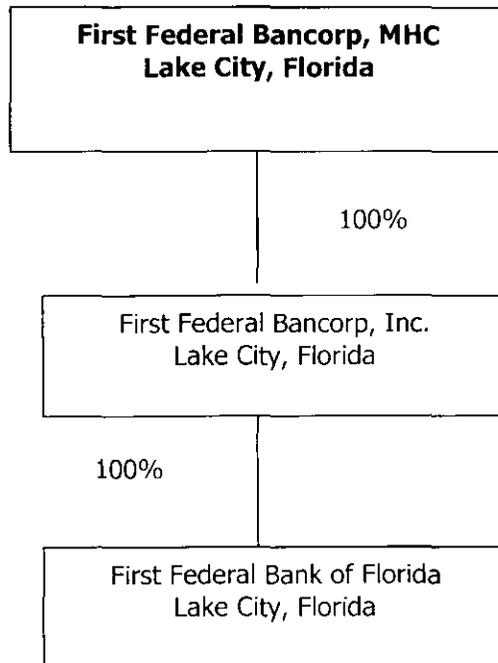
Form FR Y-6

**First Federal Bancorp, Inc.
Lake City, Florida
Fiscal year ending December 31, 2013**

Report item

1. The savings and loan holding company prepares an annual report for its members and is not registered with the SEC. As specified by the responsible Reserve Bank, two copies will be sent when available.

2. a. Organizational chart



NOTE: None of the three tiers is incorporated under any state laws. They are incorporated by operation of federal law.

2.b. Domestic Branch Listing: Provided to the Federal Reserve Bank.

Top: 3841405.

Results: A list of branches for your depository institution: FIRST FEDERAL BANK OF FLORIDA (ID_RSSD: 384278).

This depository institution is held by FIRST FEDERAL BANCORP, INC. (3839201) of LAKE CITY, 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	Popular Name	Street Address	City	State	Zip	County	Country	FDIC	Office	Head Office	Head Office	Comment
OK		Full Service (Head Office)	384278	FIRST FEDERAL BANK OF FLORIDA	4705 WEST U.S. HIGHWAY 90	LAKE CITY	FL	32055	COLUMBIA	UNITED STATES	44147		0	FIRST FEDERAL BANK OF FLORIDA	384278
OK		Full Service	4126645	BONIFAY BRANCH	300 NORTH WALKESHA STREET	BONIFAY	FL	32425	HOLMES	UNITED STATES	8895		113	FIRST FEDERAL BANK OF FLORIDA	384278
OK		Full Service	3977532	FLAGSHIP NATIONAL BANK BRANCH	6004 26TH STREET WEST	BRADENTON	FL	34207	MANATEE	UNITED STATES	74348		109	FIRST FEDERAL BANK OF FLORIDA	384278
OK		Full Service	3642933	CHIPLEY OFFICE	1012 MAIN STREET	CHIPLEY	FL	32428	WASHINGTON	UNITED STATES	457580		116	FIRST FEDERAL BANK OF FLORIDA	384278
OK		Full Service	4170406	FERNANDINA BEACH BRANCH	1500 SADLER ROAD	FERNANDINA BEACH	FL	32034	NASSAU	UNITED STATES	495516		108	FIRST FEDERAL BANK OF FLORIDA	384278
OK		Full Service	4567042	BOJC - GRACEVILLE BRANCH	5381 CLIFF STREET	GRACEVILLE	FL	32440	JACKSON	UNITED STATES	Not Required	Not Required		FIRST FEDERAL BANK OF FLORIDA	384278
OK		Full Service	4170303	JASPER BRANCH	507 HATLEY STREET SW	JASPER	FL	32052	HAMILTON	UNITED STATES	284142		1	FIRST FEDERAL BANK OF FLORIDA	384278
OK		Full Service	4170376	LAKE CITY BRANCH	2571 WEST US HIGHWAY 90	LAKE CITY	FL	32055	COLUMBIA	UNITED STATES	284145		102	FIRST FEDERAL BANK OF FLORIDA	384278
OK		Full Service	4170367	MAIN BOULEVARD BRANCH	707 SW MAIN BOULEVARD	LAKE CITY	FL	32025	COLUMBIA	UNITED STATES	284146		103	FIRST FEDERAL BANK OF FLORIDA	384278
OK		Full Service	4170385	DOWLING PARK BRANCH	11035 CR 136	LIVE OAK	FL	32060	SUWANNEE	UNITED STATES	284147		104	FIRST FEDERAL BANK OF FLORIDA	384278
OK		Full Service	4170312	LIVE OAK BRANCH	804 OHIO AVENUE SOUTH	LIVE OAK	FL	32064	SUWANNEE	UNITED STATES	424808		106	FIRST FEDERAL BANK OF FLORIDA	384278
OK		Full Service	4170424	NORTH OHIO BRANCH	1102 NORTH OHIO AVENUE	LIVE OAK	FL	32064	SUWANNEE	UNITED STATES	284148		105	FIRST FEDERAL BANK OF FLORIDA	384278
OK		Full Service	4170394	MACCLENNY BRANCH	784 SOUTH 6TH STREET	MACCLENNY	FL	32063	BAKER	UNITED STATES	492461		107	FIRST FEDERAL BANK OF FLORIDA	384278
Close	12/13/2013	Full Service	711333	BOJC - MARIANNA BRANCH	4285 LAFAYETTE STREET	MARIANNA	FL	32446	JACKSON	UNITED STATES	Not Required	Not Required		FIRST FEDERAL BANK OF FLORIDA	384278
OK		Full Service	4503554	EAST MARIANNA BRANCH	4701 US HIGHWAY 90 W	MARIANNA	FL	32446	JACKSON	UNITED STATES	Not Required	Not Required		FIRST FEDERAL BANK OF FLORIDA	384278
OK		Full Service	3642821	MARIANNA WEST OFFICE	4215 LAFAYETTE STREET	MARIANNA	FL	32446	JACKSON	UNITED STATES	440525		114	FIRST FEDERAL BANK OF FLORIDA	384278
OK		Full Service	4170415	MAYO BRANCH	187 NORTH FLETCHER AVENUE	MAYO	FL	32066	LAFAYETTE	UNITED STATES	284143		100	FIRST FEDERAL BANK OF FLORIDA	384278
OK		Full Service	2878735	CATTLEDGE BOULEVARD BRANCH	3451 CATTLEMEN RD	SARASOTA	FL	34232	SARASOTA	UNITED STATES	361538		110	FIRST FEDERAL BANK OF FLORIDA	384278
OK		Full Service	3335392	LOCKWOOD RIDGE BRANCH	8307 LOCKWOOD RIDGE ROAD	SARASOTA	FL	34243	SARASOTA	UNITED STATES	436704		111	FIRST FEDERAL BANK OF FLORIDA	384278
OK		Full Service	3729012	OSPREY BRANCH	126 SOUTH OSPREY AVENUE	SARASOTA	FL	34236	SARASOTA	UNITED STATES	476021		112	FIRST FEDERAL BANK OF FLORIDA	384278
OK		Limited Service	4443221	YULEE BRANCH	463845 STATE ROAD 200	YULEE	FL	32097	NASSAU	UNITED STATES	Not Required	Not Required		FIRST FEDERAL BANK OF FLORIDA	384278

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First Federal Bancorp, MHC
Fiscal year ending December 31, 2013

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 fiscal 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 fiscal year ending 12-31-2012.		
(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.
N/A: First Federal Bancorp, MHC is a mutual holding company and therefore issues no securities.					

First Federal Bancorp, Inc.
Fiscal year ending December 31, 2013

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 fiscal 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 fiscal year ending 12-31-2012.		
(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.
N/A: First Federal Bancorp, Inc. is a mid-tier holding company of a mutual savings bank and therefore issues no securities.					

Form FR Y-6
First Federal Bancorp, MHC
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 Holding Company	(3)(a) Title & Position with 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 Holding Company	(4)(b) Percentage of voting shares in subsidiaries (include names of subsidiaries)	(4)(c) List 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.)
Robert F. McGranahan Live Oak, FL, USA	Businessman	Director	Director First Federal Bancorp, Inc. Director First Federal Bank of Florida	Owner Live Oak Pest Control, Inc. Owner RFM Farms LLC Owner RFM Management, Inc.	N/A	N/A	Live Oak Pest Control, Inc. (47%) RFM Farms LLC (49%) RFM Management Inc. (50%)
Philip J. Moses Jr. Lake City, FL, USA	Financial Advisor	Director	Director First Federal Bancorp, Inc. Director First Federal Bank of Florida	President Odom Moses and Co., LLP President Philip J. Moses, Jr. P.A. Owner First Street Asset Management Limited Partner Birley Road Stables General Partner Northwest Quadrant Land Trust Director Florida Gateway College Foundation Council Member Epiphany Catholic Church Finance Committee	N/A	N/A	Odom Moses and Co, LLP (55%) Philip J. Moses Jr. P.A. (100%) First Street Asset Management (55%)

Form FR Y-6
First Federal Bancorp, MHC
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 Holding Company	(3)(a) Title & Position with 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 Holding Company	(4)(b) Percentage of voting shares in subsidiaries (include names of subsidiaries)	(4)(c) List 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.)
Stephen A. Smith Lake City, FL, USA	Attorney	Director	Director First Federal Bancorp, Inc. Director First Federal Bank of Florida	Owner Stephen A. Smith, P.A. Vice President T.B. of Starke Inc. dba Mex Foods Limited Partner Mex Food Investments General Partner Northwest Quadrant Land Trust General Partner I-75 Land Trust General Partner Downtown Development Land Trust Owner Cypress Lake Properties of Lake City, Inc. General Partner Cypress Lake Land Trust General Partner C&W Land Trust General Partner Plantations Land Trust General Partner Forest Lake Land Trust	N/A	N/A	Stephen A. Smith P.A. (100%) T.B. of Starke, Inc. (25%) Mex Food Investments (50%)

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First Federal Bancorp, MHC
Fiscal year ending December 31, 2013

Report Item 4: Insiders

(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

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Stephen A. Smith (continued) Lake City, FL, USA	Attorney	Director	Director First Federal Bancorp, Inc. Director First Federal Bank of Florida	Limited Partner Price Creek LLC Limited Partner Beulah Road Properties LLC Limited Partner US 90 Gators LLC	N/A	N/A	
James G. Moses Lake City, FL, USA	N/A	Senior Executive Vice President / Chief Risk Officer	SEVP/Chief Risk Officer First Federal Bancorp, Inc. SEVP/Chief Risk Officer First Federal Bank of Florida	N/A	N/A	N/A	N/A
Ronald D. Poole Live Oak, FL, USA	Realtor	Director	Director First Federal Bancorp, Inc. Director First Federal Bank of Florida	General Partner Poole & Poole Owner Poole Realty, Inc. Limited Partner Alimar Properties Owner 51 Land Trust General Partner Old Sugar Mill Farms	N/A	N/A	Poole & Poole (50%) Poole Realty, Inc. (100%) Alimar Properties (50%) 51 Land Trust (50%)

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First Federal Bancorp, MHC
Fiscal year ending December 31, 2013

Report Item 4: Insiders

(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

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Ronald D. Poole (continued) Live Oak, FL, USA	Realtor	Director	Director First Federal Bancorp, Inc. Director First Federal Bank of Florida	Limited Partner Pelham Land Group LLC Limited Partner County Road 349 Partners LLC President Oakridge Owners Association, LLC	N/A	N/A	
Keith C. Leibfried Live Oak, FL, USA	N/A	Director, Chairman, President and Chief Executive Officer	Director, Chairman, President and Chief Executive Officer First Federal Bancorp, Inc. Director, Chairman, President and Chief Executive Officer First Federal Bank of Florida	Board member Suwanee Valley 4-Cs Signer Live, Love, Laugh Photography Board Member Haven Hospice Advisory Council Member Community Foundation	N/A	N/A	N/A
Pam Hitt Live Oak, FL, USA	N/A	Senior Executive Vice President / Chief Operating Officer	SEVP / Chief Operating Officer First Federal Bancorp, Inc. SEVP / Chief Operating Officer First Federal Bank of Florida	Owner Hitt Pest Control, Inc.	N/A	N/A	Hitt Pest Control (50%)

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First Federal Bancorp, Inc.
Fiscal year ending December 31, 2013

Report Item 4: Insiders

(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

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Robert F. McGranahan Live Oak, FL, USA	Businessman	Director	Director First Federal Bank of Florida	Owner Live Oak Pest Control, Inc. Owner RFM Farms LLC Owner RFM Management, Inc.	N/A	N/A	Live Oak Pest Control, Inc. (47%) RFM Farms LLC (49%) RFM Management Inc. (50%)
Philip J. Moses Jr. Lake City, FL, USA	Financial Advisor	Director	Director First Federal Bank of Florida	President Odom Moses and Co., LLP President Philip J. Moses, Jr. P.A. Owner First Street Asset Management Limited Partner Birley Road Stables General Partner Northwest Quadrant Land Trust Director Florida Gateway College Foundation Council Member Epiphany Catholic Church Finance Committee	N/A	N/A	Odom Moses and Co, LLP (55%) Philip J. Moses Jr. P.A. (100%) First Street Asset Management (55%)

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First Federal Bancorp, Inc.
Fiscal year ending December 31, 2013

Report Item 4: Insiders

(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

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Stephen A. Smith Lake City, FL, USA	Attorney	Director	Director First Federal Bank of Florida	Owner Stephen A. Smith, P.A. Vice President T.B. of Starke Inc. dba Mex Foods Limited Partner Mex Food Investments General Partner Northwest Quadrant Land Trust General Partner I-75 Land Trust General Partner Downtown Development Land Trust Owner Cypress Lake Properties of Lake City, Inc. General Partner Cypress Lake Land Trust General Partner C&W Land Trust General Partner Plantations Land Trust General Partner Forest Lake Land Trust	N/A	N/A	Stephen A. Smith P.A. (100%) T.B. of Starke, Inc. (25%) Mex Food Investments (50%)

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Stephen A. Smith (continued) Lake City, FL, USA	Attorney	Director	Director First Federal Bank of Florida	Limited Partner Price Creek LLC Limited Partner Beulah Road Properties LLC Limited Partner US 90 Gators LLC	N/A	N/A	
James G. Moses Lake City, FL, USA	N/A	Senior Executive Vice President / Chief Risk Officer	SEVP / Chief Risk Officer First Federal Bank of Florida	N/A	N/A	N/A	N/A
Ronald D. Poole Live Oak, FL, USA	Realtor	Director	Director First Federal Bancorp, Inc. Director First Federal Bank of Florida	General Partner Poole & Poole Owner Poole Realty, Inc. Limited Partner Alimar Properties Owner 51 Land Trust General Partner Old Sugar Mill Farms	N/A	N/A	Poole & Poole (50%) Poole Realty, Inc. (100%) Alimar Properties (50%) 51 Land Trust (50%)

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Ronald D. Poole (continued) Live Oak, FL, USA	Realtor	Director	Director First Federal Bank of Florida	Limited Partner Pelham Land Group LLC Limited Partner County Road 349 Partners LLC President Oakridge Owners Association, LLC	N/A	N/A	
Keith C. Leibfried Live Oak, FL, USA	N/A	Director, Chairman, President and Chief Executive Officer	Director, Chairman, President and Chief Executive Officer First Federal Bank of Florida	Board member Suwanee Valley 4-Cs Signer Live, Love, Laugh Photography Board Member Haven Hospice Advisory Council Member Community Foundation	N/A	N/A	N/A
Pam Hitt Live Oak, FL, USA	N/A	Senior Executive Vice President / Chief Operating Officer	SEVP / Chief Operating Officer First Federal Bank of Florida	Owner Hitt Pest Control, Inc.	N/A	N/A	Hitt Pest Control (50%)