

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, Susan Martinez

Reporter's Name, Street, and Mailing Address

Florida Bank Group, Inc.

Legal Title of Holding Company

201 N. Franklin Street, Suite 100

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

Tampa

FL

33602

City

State

Zip Code

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:

Patty Linde

Secretary

Name

Title

813 233-0004

Area Code / Phone Number / Extension

813277-0296

Area Code / FAX Number

plinde@flbank.com

E-mail Address

flbank.com

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

Signature of Holding Company Director and Official

01/28/2013

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
 C.I.

3557626

Does the reporter request confidential treatment for any portion of this submission?

Yes Please identify the report items to which this request applies:

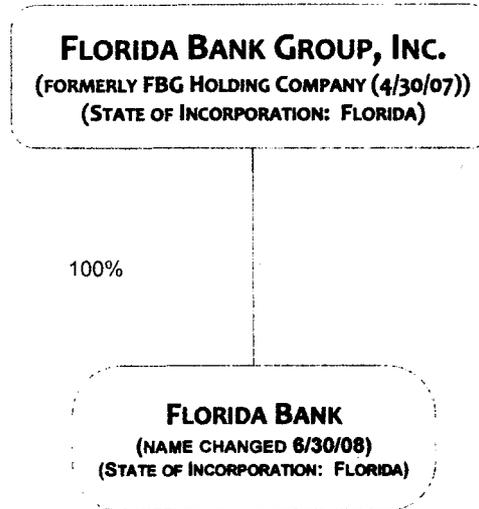
In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.

The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

Florida Bank Group, Inc.

December 31, 2012



2a: Organization Chart

Address: 201 N. Franklin Street
Suite 100
Tampa, FL 33602

2. b

Results: A list of branches for your holding company: FLORIDA BANK GROUP, INC. (3357633) OF TAMPA, FL.
 The data are as of 12/31/2013. Data reflects information that was received and processed through 01/02/2014.

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)	704737	FLORIDA BANK	201 NORTH FRANKLIN STREET, SUITE 100	TAMPA	FL	33602	HILLSBOROUGH	UNITED STATES	32670	0	FLORIDA BANK	704737	
ok		Full Service	3239249	BAY STREET BRANCH	135 WEST BAY STREET	JACKSONVILLE	FL	32202	DUVAL	UNITED STATES	419150	12	FLORIDA BANK	704737	
ok		Full Service	3927274	ORTEGA BRANCH	4211 SAN JUAN BLVD	JACKSONVILLE	FL	32210	DUVAL	UNITED STATES	490046	14	FLORIDA BANK	704737	
ok		Full Service	3750892	EAST LAKE BRANCH	3100 TAMPA ROAD	OLDSMAR	FL	34677	PINELLAS	UNITED STATES	480074	7	FLORIDA BANK	704737	
ok		Full Service	3688696	PONTE VEDRA BEACH BRANCH	250 A1A NORTH, SUITE 300	PONTE VEDRA BEACH	FL	32082	ST. JOHNS	UNITED STATES	481686	13	FLORIDA BANK	704737	
ok		Full Service	2703716	3065 34TH STREET NORTH BRANCH	3065 34TH STREET NORTH	SAINT PETERSBURG	FL	33713	PINELLAS	UNITED STATES	258694	1	FLORIDA BANK	704737	
ok		Full Service	3348851	DOWNTOWN SAINT PETERSBURG OFFICE	500 4TH STREET NORTH	SAINT PETERSBURG	FL	33701	PINELLAS	UNITED STATES	442630	4	FLORIDA BANK	704737	
ok		Full Service	3472185	PASADENA AVENUE	777 PASADENA AVENUE SOUTH	SAINT PETERSBURG	FL	33707	PINELLAS	UNITED STATES	430120	2	FLORIDA BANK	704737	
ok		Full Service	3462430	UNIVERSITY PARKWAY BRANCH	3704 84TH AVENUE CIRCLE EAST	SARASOTA	FL	34243	SARASOTA	UNITED STATES	494784	15	FLORIDA BANK	704737	
ok		Full Service	3742048	KERRY FOREST BRANCH	2915-501 SOUTH KERRY FOREST PARKWAY	TALLAHASSEE	FL	32309	LEON	UNITED STATES	445166	10	FLORIDA BANK	704737	
ok		Full Service	3556843	COVE BEND DRIVE OFFICE	3001 COVE BEND DRIVE	TAMPA	FL	33613	HILLSBOROUGH	UNITED STATES	466973	6	FLORIDA BANK	704737	
ok		Full Service	3384916	HIMES AVENUE BRANCH	4105 NORTH HIMES AVENUE	TAMPA	FL	33607	HILLSBOROUGH	UNITED STATES	442560	3	FLORIDA BANK	704737	
ok		Full Service	3395976	SOUTH TAMPA OFFICE	612 SOUTH DALE MABRY HIGHWAY	TAMPA	FL	33609	HILLSBOROUGH	UNITED STATES	452311	5	FLORIDA BANK	704737	

Form FR Y-6
 Florida Bank Group, Inc.
As of December 31, 2012

Report Item 3.1: Securities Holders

1(a)	1(b)	1 (c)		
Robert Rothman				
Tampa, FL	USA	Robert Rothman Rev Trust Common	5,214,935	19.0%
		Robert Rothman 2006 GST Family Trust- Common*	577,500	2.1%
		Options	107,500	0.4%
		Roberth Rothman Rev Trust Preferred Shares	1,214	
		Robert Rothman Rev Trust Preferred Votes	1,517,500	5.5%
		Robert Rothman 2006 GST Family Trust- Pref Shares*	262	
		Robert Rothman 2006 GST Family Trust- Pref Votes*	327,500	1.2%
D. Scott Luttrell				
Tampa, FL	USA	LCM Group Employee Profit Sharing Plan Common	145,332	0.5%
		D. Scott Luttrell Living Trust Common	508,502	1.9%
		118 Capital Fund- Common	911,025	3.3%
		Options	7,500	0.0%
		LCM Group Employee Profit Sharing Plan Preferred Shares	66	
		LCM Group Preferred Votes	82,500	0.3%
		118 Capital Fund - Preferred Shares	317	
		118 Capital Fund - Preferred Votes	396,250	1.4%

**disclaims beneficial ownership*

Report Item 3.2: Not applicable

Report Item 3 continued

Securities Purchased Through the TARP CPP Program - July 24, 2009

U.S. Department of the Treasury

20,471 shares of Preferred Stock designated as "Fixed Rate Cumulative Perpetual Preferred Stock, Series A"

1,024 shares of Preferred Stock designated as "Fixed Rate Cumulative Perpetual Preferred Stock, Series B"

revised

FLORIDA BANK GROUP, INC.

FORM FRY-6

December 31, 2012

Report Item 4 - Directors and Officers

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

(1)	(2)	(3a)	(3b)	(3c)	(4a)	(4b)	(4c)
Names & Address	Principal Occupation	Title & Position with Bank Holding Company	Title & Position with Subsidiaries	Name of Other Business Title & Position with Other Business	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Subsidiaries	List Names of Other Corporations (or Partnerships) if 25% or more of the voting securities are held
	principal occupation	title with HC	title with Bank	title with outside co	% of HC shares	% of Bank shares	% of outside co if greater than 25%
Robert Rothman Tampa, FL USA	Investor	Director, Chair	not applicable	Director, Chairman, & CEO - Black Diamond Group, Inc.	See Report Item 3.1	None	Black Diamond Group, Inc. - 100% Black Diamond Capital - 100%
Kim P. Buchanan Tampa, FL USA	Executive	EVP-COO Assistant Secretary	Director EVP - COO Assistant Secretary	Director Black Diamond Group, Inc.	See Report Item 4.4a	None	BB Network, LLC - 100%
N. Troy Fowler Tampa, FL USA	Private Investor	Director	Director	Self-Employed	See Report Item 4.4a	None	Kelly Fowler Real Estate, LLC 50%
John R. Garthwaite Lutz, FL USA	Executive	EVP- Chief Investment Officer, Treasurer	Director EVP - Chief Investment Officer & Treasurer	not applicable	See Report Item 4.4a	None	None

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Thomas E. Gibbs Jacksonville, FL USA	Attorney	Director	not applicable	Fowler White, Partner Ewing & Company, Director National P.E.T. Scan, Director Golden Rule Holdings, LLC (and subsidiaries), Chairman & CEO	See Report Item 4.4a	None	A&P Development - 33.33% Bono's at JTB - 33.33% Bono's at Eagle Harbor - 25% Bono's at Mandarin - 33.33% Golden Rule Holdings, LLC 60%
Paul Johan St. Petersburg, FL USA	Venture Capital	Director	not applicable	Managing Member: Ballast Point Venture Partners, LLC Pathfinder, LLC Four Fins, LLC BPV Management, LLC Managing Member	See Report Item 4.4a	None	Pathfinder, LLC 50% Four Fins, LLC 50%
Lewis Swift Lee, Jr. Ponte Vedra Beach, FL USA	Executive	Director	Director	President, Estabrook Capital Management LLC Longleaf, Inc., Chairman	See Report Item 4.4a	None	Longleaf, Inc. 64% JLHLAL LLLP 70%
D. Scott Luttrell Tampa, FL USA	Investment Professional	Director	not applicable	Chairman & Chief Inves LCM Group, Inc.	See Report Item 3.1	None	LCM Group, Inc. - 100% ML Development Co. - 100% 118 Capital Fund, Inc. - 100% LCM Alternative Assets Group, LLC - 80% LCM Global Partners, LLC - 85%
Susan Martinez Tampa, FL USA	Executive	Director President & CEO	Chairman, Director President & CEO	not applicable	See Report Item 4.4a	None	not applicable

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James Roberts Temple Terrace, FL USA	Executive	EVP, Retail Executive Officer	EVP, Retail Executive Officer	not applicable	None	None	not applicable
Lisa Smithson St. Petersburg, FL USA	CPA	Director	Director	President, Lisa Smithson & Company, PA President, Smithson Financial Services, Inc. President, Smithson Enterprises, Inc. Managing Member, Lepley3, LLC Managing Member, Nature's Way Wholesale Nursey, LLC CFO, Security Point Media, LLC Managing Member, Four Solutions, LLC	See Report Item 4.4a	None	Lisa Smithson & Company, PA - 75% Smithson Financial Services, Inc. 87.75 Smithson Enterprises, Inc. - 90% Lepley3, LLC - 33.34% Nature's Way Wholesale Nursery, LLC - 100% Mad Capital, LLC - 50% Crabby Bills USA, LLC - 30%
Charles B. Tomm Jacksonville, FL USA	Executive	Director	Director	President, CEO Brumos Companies	See Report Item 4.4a	None	
Gary Ward Tampa, FL USA	Executive	EVP, CFO	EVP, CFO	not applicable	See Report Item 4.4a	None	not applicable

Florida Bank Group
 FRY - 6 Disclosures
 As of December 31, 2012

revised

Item # 4.4a

20,900,565 6,571,250 27,471,815
 Common O/S Series C PS Total Vote

	<u>Common Votes</u>	<u>Preferred Votes</u>	<u>Options ***</u>
Troy Fowler	83,646 0.30%	26,250 0.10%	15,000 0.05%
Tom Gibbs	493,952 1.80%	350,000 1.27%	22,500 0.08%
Paul Johan	358,307 1.30%	108,750 0.40%	7,500 0.03%
Lewis Lee	10,775 0.04%	6,250 0.02%	15,000 0.05%
Susie Martinez	125,000 0.46%	125,000 0.46%	- 0.00%
Lisa Smithson	22,258 0.08%	12,500 0.05%	7,500 0.03%
Charlie Tomm	126,288 0.46%	75,000 0.27%	15,000 0.05%
Kim Buchanan	259,226 0.94%	187,500 0.68%	22,500 0.08%
John Garthwaite	34,196 0.12%	12,500 0.05%	22,500 0.08%
Gary Ward	1,250 0.00%	1,250 0.00%	0.00%

****Note: Individual Option added to
 Numerator & Denominator for purposes
 of % calculation