

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

MAR 30 REC'D

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.

I, Cathy P. Swanson

Name of the Holding Company Director and Official

Director, CEO & President

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.

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.

Cathy Swanson

Signature of Holding Company Director and Official

03/28/2016

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 472974
 C.I. _____

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2015

Month / Day / Year

N/A

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address

Fourth Street Banking Company

Legal Title of Holding Company

1200 4th Street North

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

St. Petersburg FL 33701

City State Zip Code

N/A

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

C. Peter Bardin EVP & CFO

Name Title

727-820-8600

Area Code / Phone Number / Extension

727-820-3940

Area Code / FAX Number

pbardin@freedombank.com

E-mail Address

N/A

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

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

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

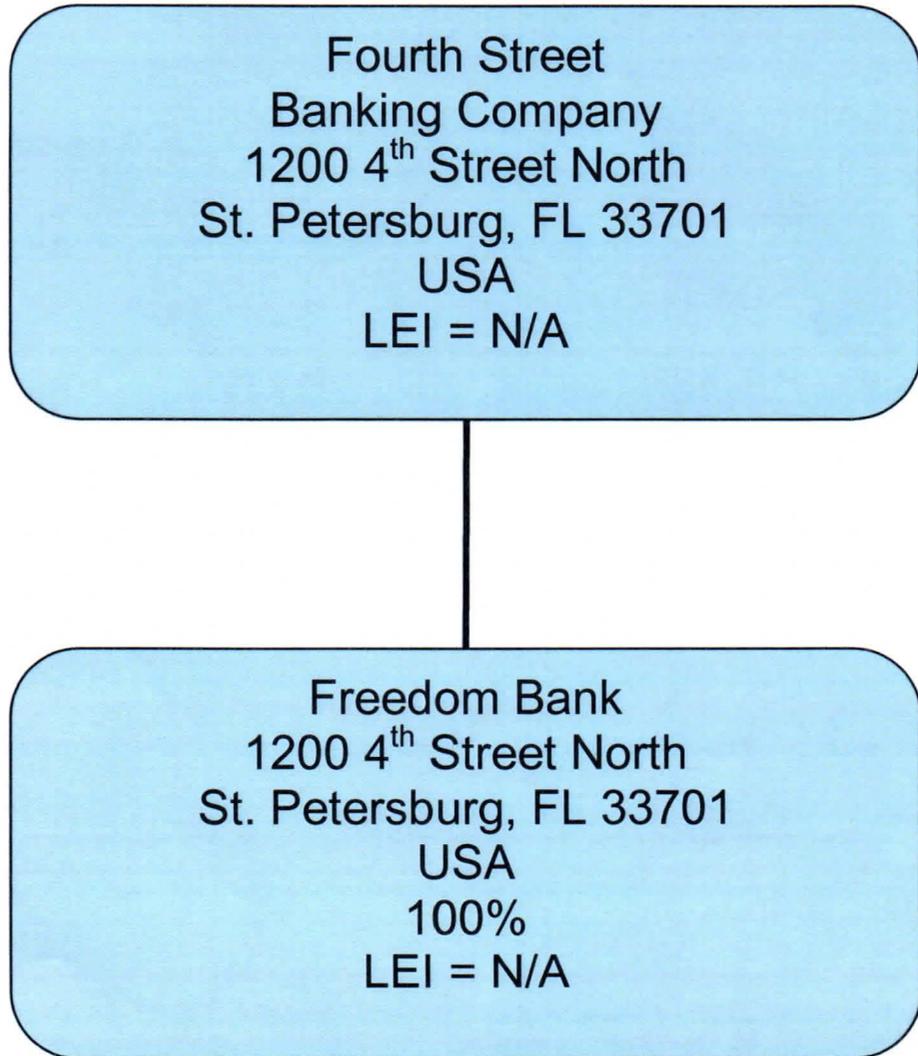
- In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.
- The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

FORM FR Y-6

FOURTH STREET BANKING COMPANY
ST. PETERSBURG, FLORIDA
FISCAL YEAR ENDING DECEMBER 31, 2015

- 1: a. Fourth Street Banking Company is not required to prepare form 10-KSB with the SEC.
- b. Fourth Street Banking Company provided its shareholders with an audited financial statement (copy enclosed). The Company does not produce an annual shareholder report.
- 2: Organizational Chart – all entities incorporated in the State of Florida and the subsidiary is 100% owned:



Results: A list of branches for your depository institution: **FREEDOM BANK (ID_RSSD: 3345065)**.
 This depository institution is held by **FOURTH STREET BANKING COMPANY (4792974)** of **SAINT PETERSBURG, FL**.
 The data are as of **12/31/2015**. Data reflects information that was received and processed through **01/07/2016**.

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) | 3345065 | FREEDOM BANK | 1200 4TH STREET NORTH | SAINT PETERSBURG | FL | 33701 | PINELLAS | UNITED STATES | 432280 | 0 | FREEDOM BANK | 3345065 | |
| OK | | Full Service | 4441254 | KOGER BRANCH | 9700 KOGER BOULEVARD NORTH | SAINT PETERSBURG | FL | 33702 | PINELLAS | UNITED STATES | 468177 | 3 | FREEDOM BANK | 3345065 | |

| FOURTH STREET BANKING COMPANY | | | | FR Y-6 DECEMBER 31, 2015 | | |
|--|--|--|--------------------------------|--|--|--|
| Report Item 3: Shareholders (1)(a) (1)(b) (1)(c) (2)(a) (2)(b) (2)(c) | | | | | | |
| Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-2015 | | | | 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 12-31-2015 | | |
| (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 |
| Balough Family Partnership, LLC Miami Beach, FL U.S.A. | USA | 829,910 common 165,982 warrants | 8.59% * | NONE | | |
| Esrick Investments LP SME Children LP North Palm Beach, FL U.S.A. | USA | 830,910 common 166,182 warrants | 8.60% * | | | |
| Kijomo, LLLP ** St. Petersburg, FL U.S.A. | USA | 618,180 common 123,636 warrants | 6.40% 1.18% <u>7.58%</u> | | | |
| Christian D. Ruppel Clearwater, FL U.S.A. | USA | 468,000 common 89,850 warrants | 4.84% 0.92% <u>5.76%</u> | | | |
| Dennis G. Ruppel St. Petersburg, FL U.S.A. | USA | 450,240 common 75,048 warrants | 4.66% 0.73% <u>5.39%</u> | | | |
| Richard D. Wilkes, DVM St. Petersburg, FL U.S.A. | USA | 475,000 common 76,686 warrants Total | 4.92% 0.74% <u>5.66%</u> | | | |

* Neither of these shareholders has regulatory approval to exceed 9.9%, therefore warrants are NOT included in the percentage ownership.

** Kijomo is jointly owned by Directors C. Moench, J. Savage and N. Savage

FORM FR Y-6
DECEMBER 31, 2015

Fourth Street Banking Company
REPORT ITEM 4: DIRECTORS AND OFFICERS
(1) (2) (3)(a)(b)(c) and (4)(a)(b)(c)

| (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 name of subsidiaries) | (3)(c) Title & Position with Other Businesses (include names of other businesses) | * (4)(a) Percentage of Voting Shares in Bank Holding Co. | (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) |
|---|--|--|--|--|--|---|--|
| William B. McQueen St. Petersburg, FL U.S.A | Attorney | Director | Director - Freedom Bank | Attorney McQueen & Siddall, LLP | 1.75% | N/A | McQueen & Siddall, LLC, 50% partner St. Petersburg Legacy Properties, LLC - 80% Member |
| Richard D. Wilkes, DVM St. Petersburg, FL U.S.A | Business Owner | Director | Director - Freedom Bank | President Purchasing Services, Inc. | 5.66% | N/A | Purchasing Services, Inc. - 100% Benchmark Payment Systems, LLC - 80% IL Sogno Ranch, LLC - 100% Strategic Growth Alliance, LLC - 50% Wescost Mechanical Contractors, LLC 51% |
| Christopher S. Moench Tampa, FL U.S.A | Chief Executive Officer | Director | Director - Freedom Bank | CEO, Directed Capital Resources | 7.58% <small>** See footnote below</small> | N/A | Directed Capital Resources - 51% Kijomo Management Inc. - Spouse owns 25% |
| Stephenson Anderson St. Petersburg, FL U.S.A | Business Owner | Director | Director - Freedom Bank | President Anderson Ventures | 0.94% | N/A | AccountAble, Inc - 50% Anderson Clean Car Group, LLC - 65% Anderson Ventures - 50% Burg Development - 45% JSA Properties - 50% Soreno Vista, LC - 25% Sparkle Car Washes of Brevard, LLC - 40% Title Security II, Inc. - 47% Triann Holdings, LLC - 34% Seaside Shipping, Inc. - 50% Heritage Associates - 50% Investin, Inc. - 55% |
| Frederick L. Bickley St. Petersburg Beach, FL U.S.A | Real Estate Investor | Director | Director - Freedom Bank | Partner, Real Estate | 1.59% | N/A | Bickley Management Corp - 100% Bickley Family LLLP - 49.95% FLB GP LLC - 100% 4770-B4 LLLP - 100% B4-GP LLC - 100% B6 LLLP - 100% B6 GP LLC - 100% B7 LLLP - 49.95% Mango Sales Inc. - 100% Morgan Island Trust - 25% |
| John W. Savage St. Petersburg, FL U.S.A | Senior Executive | Director | Director - Freedom Bank | President Directed Capital Resources | 7.58% <small>** See footnote below</small> | N/A | N/A |
| Kern M. Davis St. Petersburg, FL U.S.A | Medical Doctor | Director | Director - Freedom Bank | MD - Pathology Associates, PA Director - United Insurance Holdings Corporation | 2.47% | N/A | N/A |

| (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 name of subsidiaries) | (3)(c) Title & Position with Other Businesses (include names of other businesses) | * (4)(a) Percentage of Voting Shares in Bank Holding Co. | (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) |
|---|--|--|--|--|--|---|--|
| Neil W. Savage St. Petersburg, FL U.S.A. | Retired Banker | Director & Chairman of the Board | Director - Freedom Bank | Chairman Directed Capital Resources | 7.58% ^{** See footnote below} | N/A | N/A |
| James A. Montgomery, Jr. Seminole, FL U.S.A. | Retired Investment Manager | Director | Director - Freedom Bank | | 0.38% | N/A | N/A |
| Christian D. Ruppel Clearwater, FL U.S.A. | Entrepreneur and Investor | Director | Director - Freedom Bank | | 4.86% | N/A | Velocity Growth Advisors, LLC - 50% DPCC, LLC - 50% RCD, LLC - 50% |
| Dennis G. Ruppel St. Petersburg, FL U.S.A. | Insurance Co Executive | Director & Vice Chairman | Director & Vice Chairman- Freedom Bank | CEO & Mgr- Ark Royal Holdings LLC CEO & Mgr- Ark Royal Underwriters LLC CEO - Ark Royal Insurance Company Mgr & Pres - Evergreen 114, LLC | 4.66% | N/A | AR-DGR, LLC - 38.35% Ar-DGR Management, Inc. - 100% Potter & Ruppel, LLP - 50% Evergreen 114, LLC - 33% DGR, LLC - 100% DPCC, LLC - 50% RCD, LLC - 50% CCDP, LLC - 50% D and P, LLC - 100% |
| Cathy P. Swanson St. Petersburg, FL U.S.A. | Bank CEO | Director, CEO & President | CEO - Freedom Bank | | 0.00% | N/A | N/A |
| G. Andrew Williams St. Petersburg, FL U.S.A. | Bank Executive | Director | Vice Chairman - Freedom Bank | | 2.01% | N/A | N/A |
| C. Peter Bardin St. Petersburg, FL U.S.A. | Bank CFO | Chief Financial Officer | CFO - Freedom Bank | | N/A | N/A | Bardin LLC - 25% |

** Represents shares owned jointly by each of these Directors