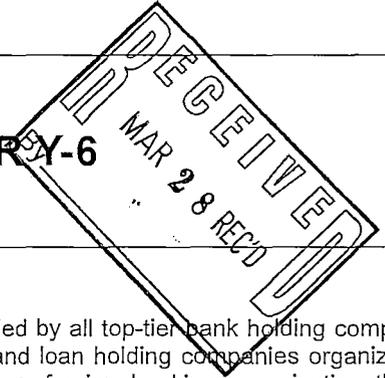


Board of Governors of the Federal Reserve System



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, John M. Barrett

Name of the Holding Company Director and Official

President & Chief Executive Officer

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.

Reporter's Name, Street, and Mailing Address

First Citrus Bancorporation, Inc.

Legal Title of Holding Company

10824 N. Dale Mabry Highway

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

|              |           |              |
|--------------|-----------|--------------|
| <u>Tampa</u> | <u>FL</u> | <u>33618</u> |
| City         | State     | Zip Code     |

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:

John T. Linton EVP/CFO

Name Title

813-792-7177

Area Code / Phone Number / Extension

813-792-9677

Area Code / FAX Number

jlinton@firstcitrus.com

E-mail Address

www.firstcitrus.com

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

Signature of Holding Company Director and Official

03/26/2013

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 3547841  
 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

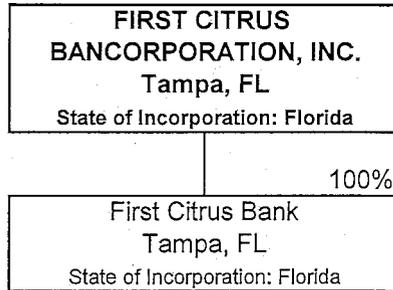
revised

**Tampa, Florida  
Fiscal Year Ending December 31, 2012**

Report Item

1: The bank holding company prepares an annual report for its securities holders.  
The annual report will be sent under separate cover when completed.

2a: Organizational Chart



2b: Submitted via email on 3/26/2013

Results: A list of branches for your depository institution: FIRST CITRUS BANK (ID\_RSSD: 2765602).  
 This depository institution is held by FIRST CITRUS BANCORPORATION, INC. (3547841) of TAMPA, FL.  
 The data are as of 12/31/2012. Data reflects information that was received and processed through 02/24/2013.

**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) | 2765602         | FIRST CITRUS BANK  | 10824 NORTH DALE MABRY HIGHWAY | TAMPA   | FL    | 33618    | HILLSBOROUGH | UNITED STATES | 61962        | 0              | FIRST CITRUS BANK | 2765602              |          |
| OK          |                | Full Service               | 3723058         | BRANDON BRANCH     | 1314 OAKFIELD DRIVE            | BRANDON | FL    | 33511    | HILLSBOROUGH | UNITED STATES | 363078       | 2              | FIRST CITRUS BANK | 2765602              |          |
| OK          |                | Full Service               | 3723047         | CITRUS PARK BRANCH | 13850 SHELDON ROAD             | TAMPA   | FL    | 33626    | HILLSBOROUGH | UNITED STATES | 447866       | 4              | FIRST CITRUS BANK | 2765602              |          |
| OK          |                | Full Service               | 3982959         | KENNEDY OFFICE     | 4302 WEST KENNEDY BLVD         | TAMPA   | FL    | 33609    | HILLSBOROUGH | UNITED STATES | 492919       | 5              | FIRST CITRUS BANK | 2765602              |          |
| OK          |                | Full Service               | 3722992         | SOUTH TAMPA BRANCH | 4240 HENDERSON BOULEVARD       | TAMPA   | FL    | 33629    | HILLSBOROUGH | UNITED STATES | 440148       | 3              | FIRST CITRUS BANK | 2765602              |          |

*VSP*

Form FR Y-6

First Citrus Bancorporation, Inc.  
Tampa, Florida  
Fiscal Year Ending December 31, 2012

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 12/31/2012 |   |   | 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 12/31/2012 |   |   |
|---|---|---|--|---|---|
| (1) (a)<br>Name & Address<br>(City, State, Country)   | (1) (b)<br>Country of Citizenship<br>or Incorporation | (1) (c)<br>Number and Percentage of<br>Each Class of Voting<br>Securities | (2) (a)<br>Name & Address<br>(City, State, Country)  | (2) (b)<br>Country of Citizenship<br>or Incorporation | (2) (c)<br>Number and Percentage of<br>Each Class of Voting<br>Securities |
| John M. Barrett<br>Tampa, FL, USA   | USA   | 54,073 3% - Common Stock<br>48,500 3% - Options<br>on Common Stock        | NONE   |   |   |

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First Citrus Bancorporation, Inc.  
Tampa, Florida  
Fiscal Year Ending December 31, 2012

Report Item 4: Insiders  
(1), (2), (3) (a)(b)(c)

| (1)<br>Names &<br>Address<br>(City, State<br>Country) | (2)<br>Principal<br>Occupation if other<br>than with Bank<br>Holding Company | (3) (a)<br>Title & Position<br>with Bank Holding<br>Company | (3) (b)<br>Title & Position<br>with Subsidiaries<br>(include names<br>of subsidiaries) | (3) (c)<br>Title & Position<br>with Other<br>Businesses<br>(include names<br>of Other<br>Businesses) | (4) (a)<br>Percentage of<br>Voting Shares in<br>Bank Holding<br>Company | (4) (b)<br>Percentage of<br>Voting Shares in<br>Subsidiaries<br>(include names<br>of subsidiaries) | (4) (c)<br>List of<br>other companies<br>(includes<br>partnerships)<br>if 25% or more of<br>voting securities<br>are held (list<br>names of companies<br>and percentage of<br>voting securities held) |
|---|--|---|--|--|---|--|---|
| C. Russell Adams<br>Land O' Lakes, FL, USA            | Business Owner<br>Realtor  | Director  | Director<br>(First Citrus Bank)  | President<br>Russell Adams Realty, Inc.  | 1%  | N/A  | 50%<br>Russell Adams Realty, Inc.   |
| Michael Adcock<br>Tampa, FL, USA                      | Business Owner<br>Insurance  | Director<br>& Chairman                                      | Director<br>& Chairman<br>(First Citrus Bank)  | President<br>Adcock-Adcock<br>Insurance Agency, Inc.   | 2%  | N/A  | 90%<br>Adcock-Adcock<br>Insurance Agency, Inc.  |
| John M. Barrett<br>Tampa, FL, USA                     | N/A  | Director<br>President & CEO                                 | Director<br>President & CEO<br>(First Citrus Bank)                                     | N/A  | 6%  | N/A  | N/A   |
| Jack Geller<br>Clearwater, FL, USA                    | Attorney   | Director  | Director<br>(First Citrus Bank)  | Partner<br>Harper, Kynes, Geller<br>Buford, P.A.   | 3%  | N/A  | N/A   |
| James G. Hatton<br>Tampa, FL, USA                     | Business Owner<br>Construction/Engineering                                   | Director  | Director<br>(First Citrus Bank)  | President & CEO<br>BCI Industries, Inc.<br>Sun Metals Systems, Inc.                                  | 2%  | N/A  | 100%<br>BCI Industries, Inc.<br>Sun Metals Systems, Inc.  |
| Rodney O. Horton<br>Oldsmar, FL, USA                  | Business Owner<br>Manufacturer   | Director  | Director<br>(First Citrus Bank)  | President<br>Med Ops, Inc.   | 3%  | N/A  | 100%<br>Med Ops, Inc.   |
| Gerald L. Kolar<br>Tampa, FL, USA                     | Business Owner<br>Computer Equipment   | Director  | Director<br>(First Citrus Bank)  | President<br>Kolar Systems<br>International  | 3%  | N/A  | 100%<br>Kolar Systems<br>International  |
| John T. Linton<br>Tampa, FL, USA                      | N/A  | Executive Officer<br>CFO                                    | Director<br>EVP & CFO<br>(First Citrus Bank)   | N/A  | 2%  | N/A  | N/A   |
| Scott M. Shimberg<br>Tampa, FL, USA                   | Business Owner<br>Builder  | Director  | Director<br>(First Citrus Bank)  | President & CEO<br>Hyde Park Builders, Inc.  | 1%  | N/A  | 100%<br>Hyde Park Builders, Inc.  |