

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.

I, Kerry Mark Westbrook  
 Name of the Holding Company Director and Official  
SVP / CFO  
 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.

[Signature]  
 Signature of Holding Company Director and Official  
05/18/2014  
 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 2552400  
 C.I. \_\_\_\_\_

Date of Report (top-tier holding company's fiscal year-end):  
**December 31, 2013**  
 Month / Day / Year

Reporter's Name, Street, and Mailing Address  
Florida Bancshares, Inc.  
 Legal Title of Holding Company  
13315 US Hwy 301  
 (Mailing Address of the Holding Company) Street / P.O. Box  
Dade City FL 33525  
 City State Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:  
Kerry Mark Westbrook SVP / CFO  
 Name Title  
352-521-6689  
 Area Code / Phone Number / Extension  
352-567-1777  
 Area Code / FAX Number  
kwestbrook@fnbpasco.com  
 E-mail Address  
Fnbpasco.com  
 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

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

## 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.

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

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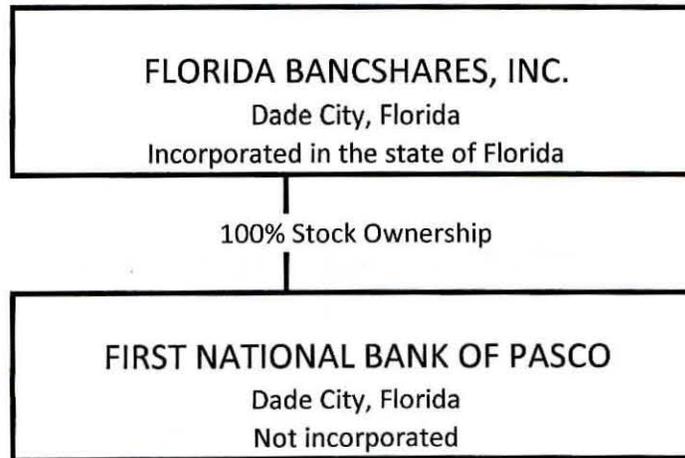
Florida Bancshares, Inc.  
FR Y-6 Report

Report Items:

- 1.a. Florida Bancshares, Inc. is not required to prepare form 10K for the SEC.
- b. Two copies will be sent under separate cover.
2. Organizational Chart attached.
  - a. N/A
  - b. N/A
3. Shareholders
  1. A. P. Gibbs and Sandra G. Gibbs, JT Tenants  
Dade City, FL  
Common Stock held – 125,350 shares  
Percentage – 12.62%  
American Citizen  
  
J Lamar Roberts  
Zephyrhills, FL  
Common Stock – 54,310  
Percentage – 5.47%  
American Citizen  
  
Marlene Sumner  
Dade City, FL  
Common Stock – 56,434  
Percentage – 5.68%  
American Citizen  
  
Ernest and Jimmie Peoples  
Zephyrhills, FL  
Common Stock – 74,885  
Percentage – 7.54  
American Citizen
  2. NA
4. Directors and Officers – see attached

**FLORIDA BANCSHARES, INC.**

ORGANIZATIONAL CHART OF DOMESTIC HOLDINGS



**Results:** A list of branches for your holding company: **FLORIDA BANCSHARES, INC. (2552400) of DADE 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 informa

**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

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**. 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
ok		Full Service (Head Office)	82033	FIRST NATIONAL BANK OF PASCO	13315 US HIGHWAY 301
ok		Full Service	948335	SOUTH ZEPHYRHILLS BRANCH	4518 S GALL BLVD
ok		Full Service	2760764	WEST ZEPHYRHILLS BRANCH	37215 STATE ROAD 54 WEST

tion first became valid in the **Effective Date** column.

in the **Effective Date** column.

Close, Delete, or Add.

City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office
DADE CITY	FL	33525	PASCO	UNITED STATES	36055	0	FIRST NATIONAL BANK OF PASCO
ZEPHYRHILLS	FL	33542	PASCO	UNITED STATES	260258	2	FIRST NATIONAL BANK OF PASCO
ZEPHYRHILLS	FL	33542	PASCO	UNITED STATES	260259	3	FIRST NATIONAL BANK OF PASCO

FLORIDA BANCSHARES, INC.

Report Item 4

(-1) Names and Addresses	(-2) Principal occupation If other than with Bank Holding Company	(3a) Title & Position with Bank Holding Company	(3b) Title & Position with subsidiaries (include names of subsidiaries)	(3c) Title & Postion with other businesses (include names of other businesses)	(4a) Percentage of voting shares in bank Holding Company	(4b) Percentage of voting shares in subsidiaries (include names of subsidiaries)	(4c) List of 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.).
R. Duane Anderson  Dade City, Fl USA	Retired- Funeral Director	Director	Director- First National Bank of Pasco	None	0.72%	None	None  None
A.P. Gibbs  Dade City, Fl USA	Retired- Attorney	Director & Chairman	Director & Chairman First National Bank of Pasco	Owner- Seminole Storage A.P. Gibbs, P.A. Gibbs & Parnell, PA	12.62%	None	Owner Seminole Storage 100% A.P. Gibbs, P.A. 100% Gibbs & Parnell, PA 50%
John E. Henson  Zephyrhills, FL USA	Certified Public Accountant	Director	Director- First National Bank of Pasco	Owner- John E. Henson, CPA	2.28%	None	Owner- John E. Henson, CPA 100%
Marlene H. Mann  Zephyrhills, FL USA	Retired Dental Office Manager	Director	Director- First National Bank of Pasco	None	3.28%	None	None  None
Paul P. Midilli  San Antonio, FL USA	Realtor Insurance Salesman Citrus Owner	Director- Vice Chairman	Director & Vice Chair First National Bank of Pasco	President- Jovita Insurance, Inc Paul Midilli Realty, Inc Four M Properties, Inc Economy Insurance Mart, Inc. Midilli Enterprises Inc	3.85%	None	President- Jovita Insurance, Inc 100% Paul Midilli Realty, Inc 100% Four M Properties, Inc 100% Economy Insurance 70% Mart, Inc. Midilli Enterprises Inc 14.50%
Ernest L. Peeples  Zephyrhills, FL USA	Citrus Grower	Director	Director- First National Bank of Pasco	Owner- Peeples Groves	7.54%	None	Owner- Peeples Groves 100%

Stephen D Carle Zephyrhills, FL USA	Attorney	Director	Director First National Bank of Pasco	Hodges & Carle P.A.	1.20%	None	Hodges & Carle P.A. 100%
Glen Greenfelder Dade City, FL USA	Attorney	Director	Director First National Bank of Pasco	Greenfelder, Mander, Murphy & Dwyer P.A.	0.81%	None	Greenfelder, Mander, Murphy & Dwyer P.A. 25%
Steve Hickman Dade City, FL USA	Banker	President Director	President Director- First National Bank of Pasco	None	2.18%	None	None None
Kerry M Westbrook Dade City, FL USA	Banker	Treasurer	SVP-CFO First National Bank of Pasco	None	1.02%	None	None None
Jody Grenville Dade City, FL USA	Banker	Secretary	Asst. to the President First National Bank of Pasco	None	None	None	None None