

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. J. Malcolm Jones, Jr

Reporter's Name, Street, and Mailing Address

Florida Capital Group, Inc.

Legal Title of Holding Company

10151 Deerwood Park Blvd

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

Jacksonville

FL

32256

City

State

Zip Code

Name of the Holding Company Director and Official

CEO

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:

Robert Ventrone

Controller

Name

Title

904-472-2746

Area Code / Phone Number / Extension

904-472-2731

Area Code / FAX Number

bventrone@fcb.com

E-mail Address

Signature of Holding Company Director and Official

03/29/2013

Date of Signature

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

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 **-rec**
- is not prepared

For Federal Reserve Bank Use Only

RSSD ID

C.I.

3223828

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

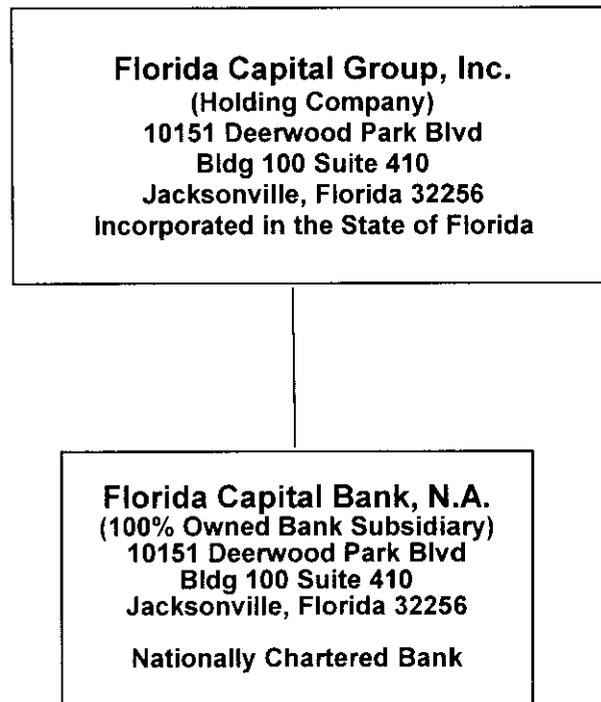
revised

**Annual Report of Bank Holding Companies - FR Y-6
Florida Capital Group, Inc.
For the Fiscal Year Ending December 31, 2012**

Report Item:

1. The bank holding company is in the process of preparing an annual report for its shareholders, copies will be forwarded at a later date.

2a: Organizational Chart



Annual Report of Bank Holding Companies - FR Y-6
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 For the Fiscal Year Ending December 31, 2012

Report Item 2b: Domestic Branch Listing

Brch#	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
001	OK		Full Service (Head Office)	188430	FLORIDA CAPITAL BANK, N.A.	10151 DEERWOOD PARK BOULEVARD, BLDG 300 SUITE 110	JACKSONVILLE	FL	32256	DUVAL	UNITED STATES	32826	0	FLORIDA CAPITAL BANK, N.A.	188430	
448	OK		Full Service	3843051	DAYTONA BEACH BRANCH	1305 BEVILLE ROAD	DAYTONA BEACH	FL	32119	VOLUSIA	UNITED STATES	467820	19	FLORIDA CAPITAL BANK, N.A.	188430	
331	OK		Full Service	3437054	GAINESVILLE BRANCH	5010 WEST KENNEDY ROAD, SUITE C	GAINESVILLE	FL	32607	ALACHUA	UNITED STATES	444351	3	FLORIDA CAPITAL BANK, N.A.	188430	
219	OK		Full Service	3607277	SAN JOSE BRANCH	10024 SAN JOSE BOULEVARD	JACKSONVILLE	FL	32217	DUVAL	UNITED STATES	465481	13	FLORIDA CAPITAL BANK, N.A.	188430	
786	OK		Full Service	3643042	ORLANDO MAIN BRANCH	109 EAST CHURCH STREET, SUITE 100	ORLANDO	FL	32801	ORANGE	UNITED STATES	Not Required	Not Required	FLORIDA CAPITAL BANK, N.A.	188430	
104	OK		Full Service	3600698	PINELLAS PARK BRANCH	8200 66TH STREET NORTH	PINELLAS PARK	FL	33781	PINELLAS	UNITED STATES	462480	12	FLORIDA CAPITAL BANK, N.A.	188430	
217	OK		Full Service	3437018	SAINT AUGUSTINE BEACH OFFICE	1017 A1A BEACH ROAD	SAINT AUGUSTINE	FL	32080	ST. JOHNS	UNITED STATES	441425	1	FLORIDA CAPITAL BANK, N.A.	188430	
102	OK		Full Service	3437027	DOWNTOWN TAMPA BRANCH	501 EAST KENNEDY BOULEVARD, SUITE 150	TAMPA	FL	33602	HILLSBOROUGH	UNITED STATES	Not Required	Not Required	FLORIDA CAPITAL BANK, N.A.	188430	
103	OK		Full Service	3470499	TAMPA WESTSHORE	4404 WEST KENNEDY BOULEVARD	TAMPA	FL	33609	HILLSBOROUGH	UNITED STATES	466764	14	FLORIDA CAPITAL BANK, N.A.	188430	
101	OK		Full Service	3727625	TARPON SPRINGS BRANCH	710 EAST TARPON AVENUE	TARPON SPRINGS	FL	34689	PINELLAS	UNITED STATES	469156	21	FLORIDA CAPITAL BANK, N.A.	188430	
787	OK		Full Service	3650620	WINTER PARK BRANCH	220 WEST FAIRBANKS AVENUE	WINTER PARK	FL	32789	ORANGE	UNITED STATES	469196	22	FLORIDA CAPITAL BANK, N.A.	188430	

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Report Item 3: Shareholders

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 fiscal year ending 12/31/2012		
(1)(a) Name & Address	(1)(b) Country of Citizenship	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name & Address	(2)(b) Country of Citizenship	(1)(c) Number and Percentage of Each Class of Voting Securities
William Heavener Winter Park, FL	USA	288,987,919 - 61.09% Common Stock	Clay Biddinger Palm Harbor, FL	USA	24,370,275 - 5.15% Common Stock
James T Katsur Altamonte Springs, FL	USA	31,874,315 - 6.74% Common Stock			

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Report Item 4: Insiders

(1)(a) Name & Address	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (Name)	(3)(c) Title & Position with Other Businesses (Names)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) Other companies if 25% or more of voting securities are held
Charles E. Hughes, Jr. Jacksonville, FL	Retired banking Executive	Director	Director (Florida Capital Bank, N.A.)	N/A	0.41%	N/A	N/A
Richard R. Dostie Jacksonville, FL	Real Estate Developer	Director	Director (Florida Capital Bank, N.A.)	President, Spartan Development Grp Inc Managing Member Vice President Member President President Manager	0.46%	N/A	Dos Four LLC (28%) Kingsouth Construction Inc. (99%) Kingsouth Investors LLC (87%) Kingsouth Inc. (100%) R.V.D. Group Inc. (100%) Dostie Homes LLC (100%)
J. Malcolm Jones, Jr. Jacksonville, FL	Private Investor	Director & CEO	President & CEO (Florida Capital Bank, N.A.)	President & Owner Partner Partner	3.13%	N/A	JMJ Capital, LLC (100%) Welborn Partners (44%) Artisan Partners, LLC (25%) EF Medical, LLC (25%) Suwannee River, LLC (33%)
W. Andrew Krusen, Jr. Tampa, FL	Private Investor	Director	Director (Florida Capital Bank, N.A.)	Officer & Director Officer & Director Partner Managing Member Managing Member Managing Member Managing Member Member Partner Partner	4.37%	N/A	DFG Management, Inc. (100%) Dominion Financial Group, Inc. (42%) Black Diamond Exploration, Inc. (50%) First Dominion Partners LLC (33%) KTI Energy Corp (50%) KTI Offshore (50%) Oakmont Farms, Inc. (50%) Tampa-Calgary Investment Co (50%) Tejas Partners, Ltd. (50%) Krusen Brothers Interests (50%) Gulf Standard Energy Co., LLC (25%) Dominion Capital Group, LLC (33%) Dominion Consulting Group, LLC (25%) First Dominion Properties, LLC (50%) First Dominion Realty, LLC (50%) First Southern Beneva, LLC (25%) Krusen-Thompson Interests, Ltd. (50%) Krusen-Vogt & C. (50%)
P. Bruce Culpepper Tampa, FL	Attorney	Director	Director (Florida Capital Bank, N.A.)	Bruce Culpepper LLC	0.02%	N/A	N/A
M.G. Sanchez Gainesville, FL	Retired Banking Executive	Director	Director (Florida Capital Bank, N.A.)	Director-Directo, Inc.	0.07%	N/A	
James W. Heavener, Jr. Orlando, FL	Investor	Director	Director (Florida Capital Bank, N.A.)	President/Owner The Heavener Company	61.09%	N/A	CCI of Winter Park, Inc.-Director-(100%) JEB/Europe, Inc.-Pres/Director-(100%) Real Estate Operations - Director-(100%) ERA Europe, Inc.-Pres/Director-(33%)

