

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, **David R. Denyer**

Reporter's Name, Street, and Mailing Address

**Florida Community Bankshares, Inc.**

Name of the Holding Company Director and Official

**ESVP & CFO**

Legal Title of Holding Company

**PO Box 1570**

Title of the Holding Company Director and Official

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

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.

**Ocala FL 34478**

City State Zip Code

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.

**1603 SW 19th Ave., Ocala, FL 34471**

Physical location (if different from mailing address)

*David R. Denyer*  
Signature of Holding Company Director and Official

Person to whom questions about this report should be directed:

**Carol Eddy SVP/Cashier & HRO**

Name Title

**352-369-1000**

Area Code / Phone Number / Extension

**352-291-5967**

Area Code / FAX Number

**ceddy@cbtfl.com**

E-mail Address

**cbtfl.com**

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

Date of Signature

**4/5/13**

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 **2902005**  
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*

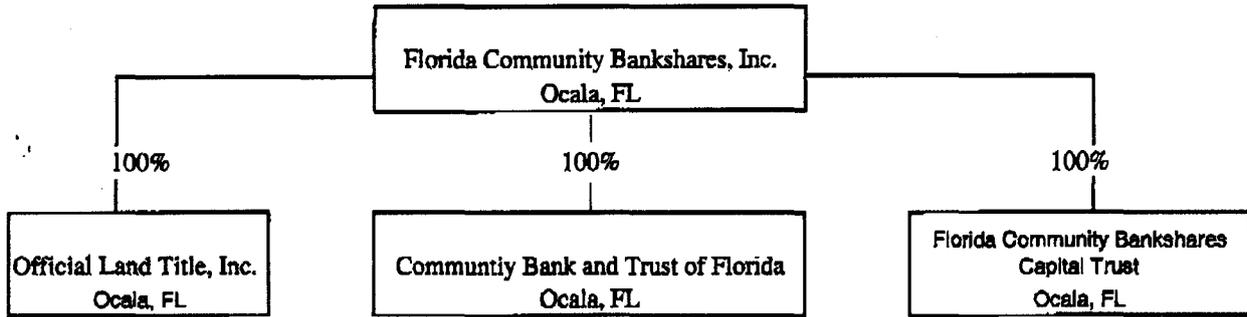
Form FR Y-6

Florida Community Bankshares, Inc.  
Ocala, FL  
Fiscal Year Ending December 31, 2012

Report Item:

1: a. The BHC does prepare an annual report for it's shareholders.  
Copy is included.

2 Organizational Chart



All entities are incorporated in the State of Florida

## Report Item 2b:

Branch Service Type	Popular Name	Date Opened/Closed Or change	Street Address	City	County	State	Country	Zip Code
Full Service	Community Bank & Trust of Florida - Golden Hills Office	Opened - 4/2/1998	6850 North US Hwy 27	Ocala	Marion	Florida	USA	34482
Full Service - Head Office	Community Bank & Trust of Florida - Ocala Main Office	Opened - 12/1/1998	1603 SW 19th Ave	Ocala	Marion	Florida	USA	34471
Full Service	Community Bank & Trust of Florida - East Office	Opened - 11/30/2000	1520 East Silver Springs Blvd.	Ocala	Marion	Florida	USA	34471
Full Service	Community Bank & Trust of Florida - Belleview Office	Opened - 11/30/2000	10131 South US Hwy 441	Belleview	Marion	Florida	USA	34420
Full Service	Community Bank & Trust of Florida - North Office	Opened - 11/18/2004	7139 North US Hwy 441	Ocala	Marion	Florida	USA	34475
Full Service	Community Bank & Trust of Florida - Heath Brook Office	Opened - 12/15/2005	5450 SW College Road	Ocala	Marion	Florida	USA	34474
Full Service	Community Bank & Trust of Florida - Villages Office	Opened - 7/19/2006	2285 Parr Drive	The Villages	Sumter	Florida	USA	32162
Full Service	Community Bank & Trust of Florida - Oaks Office	Opened - 9/2/2010	6120 NW 1st Place	Gainesville	Alachua	Florida	USA	32607
Full Service	Community Bank & Trust of Florida - Spruce Creek Office	Opened - 8/9/2012	11220 SE 179th Place	Summerfield	Marion	Florida	USA	34491

Form FR Y-6  
December 31, 2012

Report Item 3: Shareholders

(1)(a) (1)(b) (1)⊕ (2)(a) (2)(b) (2)⊕

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12/31/12			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 12-31-12		
(1) (a) Name & Address (City, State, Country)	(1) (b) Country of Citizenship or Incorporation	(1)⊕ Number and Percentage of Each Class of Voting Securities	(2) (a) Name & Address (City, State, Country)	(2) (b) Country of Citizenship or Incorporation	(2) ⊕ Number and Percentage of Each Class of Voting Securities
C. Neal Anderson Gainesville, FL	USA	62,083 - 5.08% Common	None		
Hugh Dailey Anthony, FL	USA	71,615 - 5.86% Common			
Kenneth E. Ellenberg Nashville, TN	USA	89,500 - 7.32% Common			
Jimmy L. And Martha C. Gladwell III Williston, FL	USA	83,000 - 6.79% Common			
Harold J. And Opal A. Plumley Ocala, FL	USA	100,000 - 8.18% Common			
Beckie Thomas Ocala, FL	USA	68,625 - 5.61% Common			

revised

Form FR Y-6  
December 31, 2012

Report Item 4: Insiders

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

(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 (includes names of Subsidiaries)	(3) © Title & Position with Other Businesses (includes names of other Businesses)	(4) (a) Percentage of Voting Shares in Bank Holding Company	(4) (b) Percentage of Voting Shares in Subsidiaries (includes names of subsidiaries)	(4) © 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)
John L. Alvarez Ocala, FL	Produce Broker	Director	Director Community Bank & Trust of FL	President Alvarez Truck Brokers of FL Ocala, FL Alvarez, Inc Ocala, FL John Alvarez Investment Group LLC, Ocala, FL Alvarez Family Trust LLC Ocala, FL AAW LLC Ocala, FL	3.12%	N/A	Alvarez Truck Brokers of FL, Inc. 100% Alvarez, Inc. 100% John Alvarez Investment Group LLC 100% Alvarez Family Trust, LLC 100% AAW, LLC 100%
C. Neal Anderson Gainesville, FL	Sports/Farmer	Director	Director Community Bank & Trust of FL	President 35 Farms, Inc. Williston, FL 35 Farms Peanut Venture Williston, FL Manager Needmore Farms, LLC Williston, FL	5.08%	N/A	35 Farms, Inc. 75% 35 Farms Peanut 40% Needmore Farms 75%
C. Winston Bailey Oxford, FL	Rancher/Real Estate	Director	Director Community Bank & Trust of FL	Manager Bailey Brothers, Inc. Oxford, FL Manager/Member Nature Coast Timber LLC Oxford, FL Managing Partner Ocala Manufacturing Co. LTD Ocala, FL Owner C.W. Bailey, Jr. Corp Oxford, FL Broker BBI Realty LLC Oxford, FL	1.60%	N/A	Bailey Brothers 50% Nature Coast Timber 26% Ocala Manufacturing 22.0% C.W. Bailey 100% BBI Realty LLC 50%
Hugh F. Dailey Anthony, FL	N/A	Director President & CEO	Director President & CEO Community Bank & Trust of FL	None	5.86%	N/A	N/A
David R. Denyer Ocala, FL	N/A	Director EVP & CFO	Director SEVP & CFO Community Bank & Trust of FL	None	4.08%	N/A	N/A
Kenneth E. Eilenberg Nashville, TN	Manufacturing/Horses	Director	Director Community Bank & Trust of FL	CEO BTD Wood Powder Coating Brainerd, MN General Partner Cypress Farms 1991 Sanibel, FL	6.99%	N/A	BTD Wood 90% Cypress Farms 90%
Jimmy L. Gladwell, III Williston, FL	Real Estate/Horses	Director	Director Community Bank & Trust of FL	Owner The Kindergarten Farm Williston, FL Thoroughbred Mgmt LLC Williston, FL President J & R Holdings Williston, FL	6.79%	N/A	Kindergarten Farm 100% Thoroughbred Mgmt 100% J & R Holdings 40%
James Jernigan Ocala, FL	Photographer	Owner	Director Community Bank & Trust of FL	Owner Jim R. Jernigan, Inc. Ocala, FL	0.62%	N/A	Jim R. Jernigan, Inc. 50%
JoAnn R. Smith Micanopy, FL	Consultant/Rancher	Director	Director Community Bank & Trust of FL	Owner Smith Associates Micanopy, FL	0.99%	N/A	Smith Associates 100%