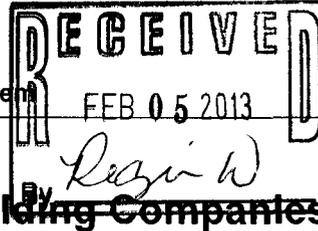


Board of Governors of the Federal Reserve System



# 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, Robert E. Bennett, Jr.

Name of the Holding Company Director and Official

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.

Signature of Holding Company Director and Official

1/31/2013

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 1246382  
C.I. \_\_\_\_\_

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

**December 31, 2012**

Month / Day / Year

Reporter's Name, Street, and Mailing Address

Florida First City Banks, Inc.

Legal Title of Holding Company

P.O. Box 2977

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

Fort Walton Beach FL 32549

City State Zip Code

135 Perry Avenue SE Fort Walton Beach, FL 32548

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Greg Aldridge

Secretary

Name

Title

850-244-5151 1263

Area Code / Phone Number / Extension

850-664-2126

Area Code / FAX Number

galdridge@firstcitybank.com

E-mail Address

firstcitybank.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

Revised

FORM FR Y-6

FLORIDA FIRST CITY BANKS, INC.  
Annual Report of Bank Holding Companies  
Fiscal Year Ending 12/31/2012

Report Item 1a: The BHC is not required to prepare form 10K with the SEC.

Report Item 1b: The BHC does not prepare an annual report for its shareholders.

Report Item 2.1: Organizational Chart

Florida First City Banks, Inc.  
135 Perry Avenue SE  
Fort Walton Beach, FL 32548  
Incorporated: Florida

Owner of 100% of shares of voting stock of  
First City Bank of Florida  
135 Perry Avenue SE  
Fort Walton Beach, FL 32548  
Incorporated: Florida

Owner of 100% of shares of voting stock of  
Non Banking Company  
Florida First Statutory Trust I  
135 Perry Avenue SE  
Fort Walton Beach, FL 32548  
Incorporated: Florida

**Results:** A list of branches for your depository institution: FIRST CITY BANK OF FLORIDA (ID\_RSSD: 695134). This depository institution is held by FLORIDA FIRST CITY BANKS, INC. (1246382) of FORT WALTON BEACH, FL. The data are as of 12/31/2012. Data reflects information that was received and processed through 01/06/2013.

**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
OK		Full Service (Head Office)	695134	FIRST CITY BANK OF FLORIDA	135 PERRY AVE., S.E.	FORT WALTON BEACH	FL	32548	OKALOOSA	UNITED STATES
OK		Full Service	1405349	DESTIN OFFICE	363 EAST U.S. HWY 98	DESTIN	FL	32541	OKALOOSA	UNITED STATES
OK		Full Service	694230	RACETRACK ROAD BRANCH	24 RACETRACK ROAD NE	FORT WALTON BEACH	FL	32548	OKALOOSA	UNITED STATES
OK		Full Service	694632	SUN PLAZA BRANCH	217 E MARY ESTHER CUTOFF	FORT WALTON BEACH	FL	32548	OKALOOSA	UNITED STATES

FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
10863	0	FIRST CITY BANK OF FLORIDA	695134	
238695	5	FIRST CITY BANK OF FLORIDA	695134	
238693	3	FIRST CITY BANK OF FLORIDA	695134	
238692	2	FIRST CITY BANK OF FLORIDA	695134	

Revised

Form FR Y-6

Report Item 3.1: Shareholders with power to vote 5% or more of any class of voting securities of the Bank Holding Company.

1a:	<u>Stockholder</u>	1b: <u>Country</u>	1c: <u>Shares</u>	<u>Percentage Common Stock</u>
	Norma S. Johansen Fairhope, Al 36532	USA	21,450	5.11%
	Oscar F. Johansen Fairhope, Al 36532	USA	21,450	5.11%
	John C. McGee Fort Walton Beach, FL 32548	USA	169,650	40.45%
*	John Christopher McGee Trust Under John McGee Family Trust Fort Walton Beach, FL 32548	USA	6,250	1.49%
*	John C. McGee Trustee for John Christopher McGee Under Irrevocable Grandchildren's Trust Fort Walton Beach, FL 32548	USA	14,670	3.50%
*	Matthew Nelson McGee Trust Under John McGee Family Trust Fort Walton Beach, FL 32548	USA	6,250	1.49%
	John C. McGee Trustee for Matthew Nelson McGee Under Irrevocable Grandchildren's Trust Fort Walton Beach, FL 32548	USA	22,830	5.44%
*	Pamela Michelle McGee Trust Under John McGee Family Trust Fort Walton Beach, FL 32548	USA	6,250	1.49%
*	John C. McGee Trustee for Pamela Michelle McGee Under Irrevocable	USA	14,480	3.45%

Revised

Grandchildren's Trust  
Fort Walton Beach, FL 32548

Kathrine C. McGee Irrevocable Trust Agreement dated March 8, 1990 Fort Walton Beach, FL 32548	USA	33,850	8.07%
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* John C. McGee Trustee of the McGee Family Irrevocable Trust Fort Walton Beach, FL 32548	USA	14,490	3.45%
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\* John C. McGee has controlling interest and voting rights for these shares.

FORM FR Y-6  
FLORIDA FIRST CITY BANKS, INC.  
continued

Report Item 3.2: 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.

2a:	<u>Shareholder</u>	2b:	<u>Country</u>	2c:	<u>Shares</u>	<u>Percentage Common Stock</u>
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N/A

Report Item 4: Directors and Officers

(1): Name City/State/Country	(2): Principal Occupation	(3)a: Position w/Holding Co.	(3)b: Position w/Subsidiary Name of Subsidiary	(3)c: Position w/Other Business Name of Business	4(a): % of Voting Shares in Bank Holding Co.	4(b): %Shares w/Subsidiary First City Bank of Florida	4(C): Name of any Other Co. % of Voting Shares if 25% or more are held
John C. McGee Ft Walton Beach, FL 32548, USA	Chairman, CEO First City Bank of Florida	Chairman,CEO Director	Chairman, CEO, Director First City Bank of Florida	Treasurer Northgate Dev. Co., Inc.	68.84%	0.00%	N/A
Robert E. Bennett, Jr. Ft. Walton Beach, FL 32547, USA	President,COO First City Bank of Florida	President Director	President, COO, Director First City Bank of Florida	None	0.398%	0.00%	N/A
James T. Abernethy Ft Walton Beach, FL 32548, USA	Retired First City Bank of Florida	Director	Director First City Bank of Florida	None	1.280%	0.00%	N/A
Frederick L. Pryor Mary Esther, FL 32569, USA	General Manager ( Retired) Okaloosa Gas District Ft Walton Bch, FL	Director	Director First City Bank of Florida	None	0.408%	0.00%	N/A
Larry E. Reeder Ft Walton Beach, FI 32548, USA	Partner Nicholson,Reeder & Demski PA, CPAs	Director	Director First City Bank of Florida	Partner Nicholson,Reeder & Demski PA, CPAs Ft Walton Beach, FL 32548	2.384%	N/A	N/A
Greg Aldridge Fort Walton Beach, FL 32548,USA	Executive Vice Pres/CFO First City Bank of Florida	Secretary	Executive Vice Pres/CFO First City Bank of Florida	None	0.122%	0.00%	N/A