



Annual Report of Bank 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)). Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

NOTE: The *Annual Report of Bank Holding Companies* must be signed by one director of the top-tier bank holding company. This individual should also be a senior official of the top-tier bank holding company. In the event that the top-tier bank 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 Bank Holding Company Director and Official

President

Title of the Bank Holding Company Director and Official

attest that the *Annual Report of Bank Holding Companies* (including the supporting attachments) for this report date have 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 Bank Holding Company Director and Official

02/06/2012

Date of Signature

For bank 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. _____

This report form is to be filed by all top-tier bank 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). 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.

Date of Report (top-tier bank holding company's fiscal year-end):
December 31, 2011

Month / Day / Year

Reporter's Name, Street, and Mailing Address

Florida First City Bank's Inc.

Legal Title of Bank Holding Company

135 Perry Avenue SE

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

Fort Walton Beach FL 32548

City State Zip Code

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 Bank 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

FORM FR Y-6

FLORIDA FIRST CITY BANKS, INC.
Annual Report of Bank Holding Companies
Fiscal Year Ending 12/31/2011

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

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

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

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 12/31/2011. Data reflects information that was received and processed through 01/05/2012.

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
		Full Service (Head Office)	695134	FIRST CITY BANK OF FLORIDA	135 PERRY AVE., S.E.	FORT WALTON BEACH	FL	32548	OKALOOSA
		Full Service	1405349	DESTIN OFFICE	363 EAST U.S. HWY 98	DESTIN	FL	32541	OKALOOSA
Close	11/30/2011	Full Service	693738	FLOROSA BRANCH	2090 HIGHWAY 98	FORT WALTON BEACH	FL	32548	OKALOOSA
		Full Service	694230	RACETRACK ROAD BRANCH	24 RACETRACK ROAD NE	FORT WALTON BEACH	FL	32548	OKALOOSA
		Full Service	694632	SUN PLAZA BRANCH	217 E MARY ESTHER CUTOFF	FORT WALTON BEACH	FL	32548	OKALOOSA

Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
UNITED STATES	10863	0	FIRST CITY BANK OF FLORIDA	695134	
UNITED STATES	238695	5	FIRST CITY BANK OF FLORIDA	695134	
UNITED STATES	238694	4	FIRST CITY BANK OF FLORIDA	695134	
UNITED STATES	238693	3	FIRST CITY BANK OF FLORIDA	695134	
UNITED STATES	238692	2	FIRST CITY BANK OF FLORIDA	695134	

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

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 Grandchildren's Trust Fort Walton Beach, FL 32548	USA	14,480	3.45%

✓ Kathrine C. McGee Irrevocable Trust Agreement dated March 8, 1990 Fort Walton Beach, FL 32548	USA	33,850	8.07%
✓ John C. McGee Trustee of the McGee Family Irrevocable Trust Fort Walton Beach, FL 32548	USA	14,490	3.45%

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 12/31/11.

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

Report Item 4: Directors and Officers

(1): Name/Address 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 [REDACTED] 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. [REDACTED] 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 [REDACTED] 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 [REDACTED] 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 [REDACTED] 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 [REDACTED] 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