

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, Thomas H. Dargan Jr.

Reporter's Name, Street, and Mailing Address

Floridian Financial Group, Inc.

Legal Title of Holding Company

175 Timacuan Blvd.

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

Lake Mary

FL

32746

City

State

Zip Code

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:

Jorge F. Sanchez

Chief Financial Officer

Name

Title

407-321-3233

Area Code / Phone Number / Extension

407-321-6926

Area Code / FAX Number

jsanchez@floridianfinancialgroup.com

E-mail Address

www.floridianfinancialgroup.com

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

Signature of Holding Company Director and Official

*Thomas H. Dargan Jr.*  
 4/1/13

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 3383610  
 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

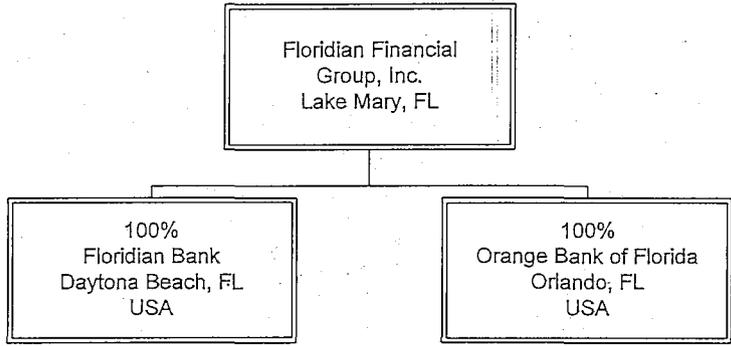
REVISED

FORM FR Y-6  
FLORIDIAN FINANCIAL GROUP, INC.  
LAKE MARY, FLORIDA  
FISCAL YEAR ENDING DECEMBER 31, 2012

1. n/a – The above bank holding company is registered with the SEC

2.a. Organizational Chart:

STATE OF INCORPORATION – FLORIDA



2.b. The reporter verified the Federal Reserve’s list of domestic offices for both Banks and emailed it to [structure.atl@atl.frb.org](mailto:structure.atl@atl.frb.org) on April 1, 2013. In addition, a copy of the forms forwarded are enclosed.

3. Current shareholders with ownership, control, or holdings of 5% or more with power to vote during the year ending 12/31/12:

<u>Name and Address</u>	<u>Citizenship</u>	<u>No. and Percent of Voting Security Class</u>
(1) None		
(2) None		

Results: A list of branches for your BHC: FLORIDIAN FINANCIAL GROUP, INC. (3383610) of LAKE MARY, FL. The data are as of 12/31/2012. Data reflects information that was received and processed through 04/01/2013.

**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	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	3383601	FLORIDIAN BANK	1696 NORTH CLYDE MORRIS BOULEVARD	DAYTONA BEACH	FL	32117	VOLUSIA	UNITED STATES	441333	0	FLORIDIAN BANK	3383601	
OK		Full Service	3687493	ORMOND BEACH OFFICE	299 WEST GRANADA BOULEVARD, STE C	ORMOND BEACH	FL	32174	VOLUSIA	UNITED STATES	465767	3	FLORIDIAN BANK	3383601	
OK		Full Service	3607352	PALM COAST BRANCH	7 BOULDER ROCK DRIVE, SUITE 4	PALM COAST	FL	32137	FLAGLER	UNITED STATES	461705	2	FLORIDIAN BANK	3383601	
OK		Full Service	3921900	PORT ORANGE BRANCH	4720 CLDYE MORRIS BLVD	PORT ORANGE	FL	32129	VOLUSIA	UNITED STATES	475988	4	FLORIDIAN BANK	3383601	
OK		Full Service (Head Office)	3357871	ORANGE BANK OF FLORIDA	519 NORTH MAGNOLIA AVENUE	ORLANDO	FL	32801	ORANGE	UNITED STATES	432624	0	ORANGE BANK OF FLORIDA	3357871	
OK		Full Service	3921919	CLERMONT OFFICE	2390 EAST HIGHWAY 50	CLERMONT	FL	34711	LAKE	UNITED STATES	477923	7	ORANGE BANK OF FLORIDA	3357871	
DELETE	1/25/2013	Full Service	3412172	CRYSTAL RIVER BRANCH	1101 N.E. 5TH STREET	CRYSTAL RIVER	FL	34429	CITRUS	UNITED STATES	445500	2	ORANGE BANK OF FLORIDA	3357871	
OK		Full Service	3921937	LAKE MARY OFFICE	175 TIMACUAN BLVD	LAKE MARY	FL	32746	SEMINOLE	UNITED STATES	482173	9	ORANGE BANK OF FLORIDA	3357871	
OK		Full Service	3607594	LONGWOOD BRANCH	2695 STATE ROAD 434	LONGWOOD	FL	32779	SEMINOLE	UNITED STATES	462441	3	ORANGE BANK OF FLORIDA	3357871	
OK		Full Service	3921946	WINTER PARK OFFICE	925 SOUTH ORLANDO AVENUE	WINTER PARK	FL	32789	ORANGE	UNITED STATES	477922	6	ORANGE BANK OF FLORIDA	3357871	

FORM FR Y-6  
 FLORIDIAN FINANCIAL GROUP, INC.  
 LAKE MARY, FLORIDA  
 FISCAL YEAR ENDING DECEMBER 31, 2012

4. Insiders

Name & Address	Principal Occupation	Position w/Holding Co.	Position w/Subsidiary	% Voting Shares H.C.	% Voting Shares Subsidiaries	List of Affiliated Companies
Keith A. Bulko Ormond Beach, FL USA	Banker	Director	CEO/President/Director Floridian Bank	1.60	N/A	None
Thomas H. Dargan Ormond Beach, FL USA	Banker	President/CEO/ Director	Chairman/Director Floridian Bank  CEO/President/Director Orange Bank	2.80	N/A	MDSS, Inc. Real Estate Ownership (25%) Industrial Opportunity, LLC Real Estate (20%)
Richard M. Dunn Maitland, FL USA	Orthodontist	Director	Chairman/Director Orange Bank	< 1.0	N/A	Dunn & Brinkley Properties, LLC (50%)
Truman E. Gailey, Jr. Ormond Beach, FL USA	President, Owner Electrical Contracting Co.	Director	Director, Floridian Bank  Director, Orange Bank	1.30	N/A	Carter Electric Co., Inc. (100%); Lumina Group Inc. (50%)
Teague Gilliland Maitland, FL USA	Banker	SEVP/COO	SEVP/COO – Floridian Bank  SEVP/COO – Orange Bank	1.30	N/A	None
Peter B. Heebner Ormond Beach, FL USA	Attorney	Chairman/Director	Director Floridian Bank	< 1.0	N/A	See Attached.
Jennings L. Hurt, III Winter Park, FL USA	Attorney	Director	Director Orange Bank	1.80	N/A	See Attached
Blaine Staed Lansberry Daytona Beach, FL USA	Hotelier	Director	Director Floridian Bank	1.70	N/A	Aku Tiki, Ltd. (10%); Staed Family Assoc. (17.58%); Staed

						Family Associates Real Estate (19.72%)
Jorge F. Sanchez Winter Park, FL USA	Banker	SEVP/CFO	SEVP/CFO- Floridian Bank  SEVP/CFO – Orange Bank	< 1.0	N/A	None
Jerome P. McCauley Altamonte Springs, FL USA	Certified Public Accountant	Director	Director Orange Bank	<1.0	N/A	Jerome P. McCauley, CPA,PA (100%)
John D. Waters Ormond Beach, FL USA	Retired	Director	N/A	<1.0	N/A	None

Peter B. Heebner

SCHEDULE 1

1. Black Lagoon, LLC, 523 N. Halifax Ave., Daytona Beach, FL- managing member- 50% ownership-owner of vacant property, 2005
2. Heebner-Miller Partnership, 523 N. Halifax Ave., Daytona Beach, FL- owner of commercial property in Tallahassee, FL- 50% owner
3. Andros, LLC, 523 N. Halifax Ave., Daytona Beach, FL- managing member- owner of preferred shares of Stonewood Holdings, LLC- an owner of a restaurant chain known as Stonewood Tavern and Grill, 2004
4. Halifax Culinary Associates, LLC, 523 N. Halifax Ave., Daytona Beach, FL- managing member- owner of rights to distribution of income from Stonewood Tampa Palms, LLC, 2002
5. Halifax Culinary Associates II, LLC, 523 N. Halifax Ave., Daytona Beach, FL- managing member- owner of rights to distribution of income from Stonewood Port Orange, LLC, Stonewood North Sarasota, LLC, Stonewood Wellington, LLC, and Stonewood Jacksonville, LLC, 2003
6. Halsea Partners, 523 N. Halifax Ave., Daytona Beach, FL- 50% owner of building housing law office
7. TEP, LLC, 15 Signal Avenue, Daytona Beach, FL- 12.5% owner of airplane, 2004
8. Peter B. Heebner, P.A., 523 N. Halifax Avenue, Daytona Beach- 100% owner of law practice- 1981
9. American Real Estate Ventures, LLC, 1870 Mason Avenue, Daytona Beach, FL- 2.5% owner of real estate- 2005

**CORPORATE INTERESTS**

List all corporations, companies, and partnerships in which directors or executive officers are interested.

Name of Director/Officer	Name of Corporation, Company or Partnership & Address (City/State)	Title/Position in Entity	Amount of Ownership
<p>Jennings L. Hurt, III (Director)</p>	<p>Rissman, Barrett, Hurt, Donahue &amp; McLain Orlando, FL</p>	<p>Managing Partner</p>	<p>25.8%</p>
	<p>OVT Leasing Co. Orlando, FL</p>	<p>Partner (Ownership varies but less than 10%)</p>	<p>5.0%</p>
	<p>Fairbanks Professional Center Winter Park, FL</p>		<p>8.3%</p>

**AFFILIATE RELATIONSHIPS**

List all directors and executive officers that are directors or officers of other financial institutions.

THIS BANK		OTHER FINANCIAL INSTITUTIONS	
Name of Director or Officer	Title	Name & Address City/State	Title
<p>Jennings L. Hurt, III</p>	<p>Director</p>	<p>Floridian Financial Group, Inc. (Holding Company) / Lake Mary, Florida</p>	<p>Director</p>