

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. Russell Greene**
Name of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

Grand Bankshares, Inc.

Legal Title of Holding Company

2055 Palm Beach Lakes Boulevard

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

West Palm Beach, FL 33409

City

State

Zip Code

President and 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:

James R. Odza

EVP/CFO

Name

Title

(561) 615-5020

Area Code / Phone Number / Extension

(561) 684-1298

Area Code / FAX Number

jodza@gbf.com

E-mail Address

www.grandbankflorida.com

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

Signature of Holding Company Director and Official

March 27, 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 **3047163**
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:

4(c) Related Interest Attachment

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

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Report Item 1

See Attached

Grand Bankshares, Inc. is privately-owned. The common stock is not publicly traded and Grand Bankshares, Inc. does not report to the Securities and Exchange Commission.

Grand Bankshares, Inc.'s audited annual financial statement is attached.

Revised

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Report Item 2 A

GRAND BANKSHARES, INC.
West Palm Beach, Florida
USA
Incorporated State of Florida

100%

100%

GRAND BANK & TRUST OF FLORIDA
West Palm Beach, Florida
USA
Incorporated State of Florida

GRAND BANKSHARES CAPITAL TRUST I
West Palm Beach, Florida
USA
Organized State of Delaware

Results: A list of branches for your depository institution: GRAND BANK & TRUST OF FLORIDA (ID_RSSD: 2765611).
 This depository institution is held by GRAND BANKSHARES, INC. (3047163) of WEST PALM BEACH, FL.
 The data are as of 12/31/2012. Data reflects information that was received and processed through 02/24/2013.

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)	2765611	GRAND BANK & TRUST OF FLORIDA	2055 PALM BEACH LAKES	WEST PALM BEACH	FL	33409	PALM BEACH	UNITED STATES	61549	0	GRAND BANK & TRUST OF FLORIDA	2765611	Correct
OK		Full Service	3732722	LANTANA OFFICE	2000 LANTANA ROAD	LANTANA	FL	33462	PALM BEACH	UNITED STATES	301172	1	GRAND BANK & TRUST OF FLORIDA	2765611	Correct
OK		Full Service	3119257	PALM BEACH GARDENS OFFICE	3601 PGA BOULEVARD	PALM BEACH GARDENS	FL	33410	PALM BEACH	UNITED STATES	363335	3	GRAND BANK & TRUST OF FLORIDA	2765611	Correct

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Report Item 3

Section 3 (1)		Country	Number of		Total	As of	Outstanding	
Name	Address	of Citizenship	Shares	Options	Shares	12/31/2012	Shares	Note
Patricia B. Dean	West Palm Beach, FL USA	USA	57,000	0	57,000	3.06%	1,863,947	1
Roger Dean Revocable Trust d	West Palm Beach, FL USA	USA	79,000	0	79,000	4.24%	1,863,947	1
Total Dean			136,000	0	136,000	7.30%		
J. Russell Greene	Palm Beach Gardens, FL USA	USA	91,060	15,000	106,060	5.64%	1,878,947	2

Section 3 (2)	Country	Number of		Total		Note
None	of Citizenship	Shares	Options	Shares	%	

- Notes
1. Considered one shareholder; Patricia B. Dean is beneficiary & Trustee of Roger Dean Recovable Trust dated June 8, 1995; Total ownership is below 10%; thus, not a Principal Shareholder
 2. As of 12/31/12 with O/S shares of 1,863,947 plus 15,000 options shown as exercised

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Directors	Principal Occupation	Title or Position Grand Bankshares, Inc.	Title or Position Subsidiary Grand Bank & Trust of Florida	Number of Voting Shares	As of 12/31/12 % of Ownership
Gerard A. Arsenault North Palm Beach, FL USA	Certified Public Accountant; Real Estate Investment/Management/Leasing	Director	Director	57,250	3.07%
David H. Baker West Palm Beach, FL USA	Attorney	Director & Chairman	Director & Chairman	17,669	0.95%
Michael W. Bubis Palm Beach Gardens, FL USA	Residential and Commercial Construction	Director	Director	23,000	1.23%
Sandy L. Costello Atlantis, FL USA	Doctor of Optometry	Director	Director	43,175	2.32%
J. Russell Greene Stuart, FL USA	President and Chief Executive Officer of Grand Bank & Trust of Florida	Director President & CEO	Director & President & CEO	91,060	4.89%
Leighan R. Rinker Atlantis, FL USA	Educator and Business Owner	Director	Director	32,000	1.72%
Daniel J. Shepherd North Palm Beach, FL USA	Attorney	Director	Director	27,533	1.48%
Larry E. Wright Jensen Beach, FL USA	Real Estate Developer	Director	Director	20,000	1.07%

Executive Officers/Others

Gerald F. Martens West Palm Beach, FL USA	Executive Vice President and COO	Vice President	Executive Vice President and COO Executive Officer	19,300	1.04%
James R. Odza Coral Springs, FL USA	Executive Vice President & CFO	Secretary & Treasurer	Executive Vice President & CFO Executive Officer	15,750	0.84%
Total Shares as of 12/31/12 1,863,947					

Reported only shares that are owned with direct power to vote.