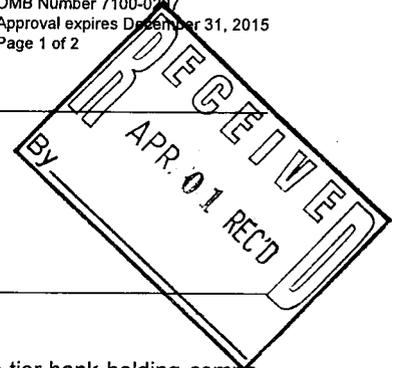


Board of Governors of the Federal Reserve System



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):

March 29, 2013

Month / Day / Year

Reporter's Name, Street, and Mailing Address

HCBF Holding Company, Inc

Legal Title of Holding Company

2222 Colonial Rd

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

Fort Pierce FL 34950

City

State

Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Randall Ezell EVP/ CFO

Name

Title

(772) 409-2273

Area Code / Phone Number / Extension

Area Code / FAX Number

randyezell@harborcb.com

E-mail Address

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

Michael J. Brown Sr.

Name of the Holding Company Director and Official

Chairman 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.

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.

Michael J. Brown Sr.

Signature of Holding Company Director and Official

3-29-13

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  
C.I.

4251499

Does the reporter request confidential treatment for any portion of this submission?

Yes Please identify the report items to which this request applies:

Appendix A & B

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."

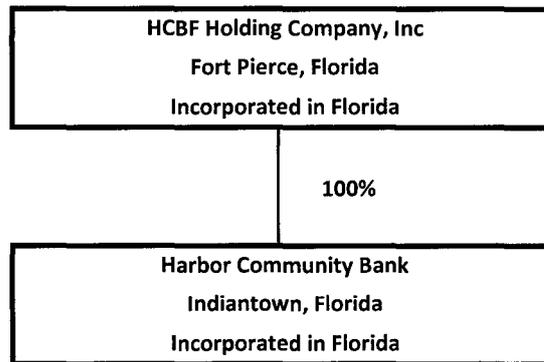
No

**Form FR Y-6**  
**HCBF Holding Company, Inc**  
**Fort Pierce, Florida**  
**Fiscal Year Ending December 31, 2012**

**Report Item**

The bank holding company prepares an annual report for its securities holders and is not registered with the SEC. As specified by  
**1** the appropriate Reserve Bank, one copy is enclosed

**2 Organizational Chart**



**2b** Domestic branch listing provided to the Federal Reserve Bank

**Results:** A list of branches for your depository institution: HARBOR COMMUNITY BANK (ID\_RSSD: 883137).  
 This depository institution is held by HCBF HOLDING COMPANY, INC. (4251499) of FORT PIERCE, 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.

\*\*\* Head Office listed as such and again as a branch

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
Change		Full Service (Head Office)***	883137	HARBOR COMMUNITY BANK	15588 SOUTHWEST WARFIELD BOULEVARD	INDIANTOWN	FL	34956	MARTIN	UNITED STATES	12070	0	HARBOR COMMUNITY BANK	883137	County and zip code incorrectly shown as St. Lucie
OK		Full Service	3607437	FORT PIERCE BRANCH	200 SOUTH INDIAN RIVER DRIVE	FORT PIERCE	FL	34950	ST. LUCIE	UNITED STATES	Not Required	Not Required	HARBOR COMMUNITY BANK	883137	
OK		Full Service	4395955	FORT PIERCE OFFICE	4009 OKEECHOBEE ROAD	FORT PIERCE	FL	34947	ST. LUCIE	UNITED STATES	Not Required	Not Required	HARBOR COMMUNITY BANK	883137	
OK		Full Service (Head Office)***	4424118	INDIANTOWN OFFICE	15588 SW WARFIELD BOULEVARD	INDIANTOWN	FL	34956	MARTIN	UNITED STATES	Not Required	Not Required	HARBOR COMMUNITY BANK	883137	
OK		Full Service	3732731	JUPITER OFFICE	6736 WEST INDIANTOWN ROAD	JUPITER	FL	33458	PALM BEACH	UNITED STATES	Not Required	Not Required	HARBOR COMMUNITY BANK	883137	
OK		Full Service	3289235	LAKEPORT OFFICE	11680 EAST STATE ROAD 78	MOORE HAVEN	FL	33471	GLADES	UNITED STATES	429972	5	HARBOR COMMUNITY BANK	883137	
Change		Full Service	2851907	OKEECHOBEE OFFICE	205 NORTH EAST PARK STREET	OKEECHOBEE	FL	34972	OKEECHOBEE	UNITED STATES	244026	3	HARBOR COMMUNITY BANK	883137	wrong zip code
OK		Full Service	4415385	PALATKA OFFICE	350 STATE ROAD 19 NORTH	PALATKA	FL	32177	PUTNAM	UNITED STATES	Not Required	Not Required	HARBOR COMMUNITY BANK	883137	
OK		Full Service	790936	PALM CITY OFFICE	2991 SW HIGH MEADOWS AVENUE	PALM CITY	FL	34990	MARTIN	UNITED STATES	244025	2	HARBOR COMMUNITY BANK	883137	
OK		Full Service	4462941	PORT ST. LUCIE BRANCH	7510 S U.S. HIGHWAY 1	PORT SAINT LUCIE	FL	34952	ST. LUCIE	UNITED STATES	Not Required	Not Required	HARBOR COMMUNITY BANK	883137	
Change		Full Service	3607419	SAINT LUCIE WEST OFFICE	1722 SW SAINT LUCIE WEST BLVD	PORT SAINT LUCIE	FL	34986	ST. LUCIE	UNITED STATES	Not Required	Not Required	HARBOR COMMUNITY BANK	883137	wrong zip code
OK		Full Service	2507099	NORTH SAINT AUGUSTINE OFFICE	2300 NORTH PONCE DE LEON BOULEVARD	SAINT AUGUSTINE	FL	32084	ST. JOHNS	UNITED STATES	261947	7	HARBOR COMMUNITY BANK	883137	
OK		Full Service	3724419	SOUTH SAINT AUGUSTINE OFFICE	3275 US 1 SOUTH	SAINT AUGUSTINE	FL	32086	ST. JOHNS	UNITED STATES	362132	8	HARBOR COMMUNITY BANK	883137	
OK		Full Service	4399412	SOUTH STUART BRANCH	3250 SE FEDERAL HIGHWAY	STUART	FL	34997	MARTIN	UNITED STATES	Not Required	Not Required	HARBOR COMMUNITY BANK	883137	
OK		Full Service	3924068	VERO BEACH BRANCH	3240 CARDINAL DRIVE	VERO BEACH	FL	32963	INDIAN RIVER	UNITED STATES	Not Required	Not Required	HARBOR COMMUNITY BANK	883137	

**Form FR Y-6**  
**HCBF Holding Company, Inc**  
**Indiantown, FL 34956**  
**Fiscal Year Ending December 31, 2012**

**Report Item 3: Securities holders**  
**(1)(a) (b) (c) and (2)(a) (b) (c)**

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2012						Securities holders not listed in 3(1)(c) that had ownership, control or holdings of 5% of more with power to vote during the fiscal year ending 12-31-2013					
(1)(a) Name City	State	Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities		(2)(a) Name City	State	Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting	
Trident V Depository Holdings, L.P.	Conn	USA	USA	911,420	13% Common Stock	<b>NONE</b>					
Trident V Parallel Depository Holdings, L.P.	Conn	USA	USA	639,190	9% Common Stock						
Trident V PF Depository Holdings, LLC	Conn	USA	USA	39,990	< 1% Common Stock						
<b>Total Stone Point Capital LLC</b>	<b>Conn</b>	<b>USA</b>	<b>USA</b>	<b>1,590,600</b>	<b>23% Common Stock</b>						
Kelso Investment Associates VIII, L.P.	NY	USA	USA	1,350,430	20% Common Stock						
KEP VI, LLC	NY	USA	USA	240,170	3% Common Stock						
<b>Total KELSO &amp; Company</b>	<b>NY</b>	<b>USA</b>	<b>USA</b>	<b>1,590,600</b>	<b>23% Common Stock</b>						
HarbourVest Partners VIII – Buyout Fund LP	MA	USA	USA	193,280	2% Common Stock						
HarbourVest Partners 2007 Direct Fund LP	MA	USA	USA	483,200	7% Common Stock						
<b>Total HarbourVest Partners</b>	<b>MA</b>	<b>USA</b>	<b>USA</b>	<b>676,480</b>	<b>9% Common Stock</b>						
<b>State of Wisconsin Investment Board</b>	<b>Wisc</b>	<b>USA</b>	<b>USA</b>	<b>589,237</b>	<b>8% Common Stock</b>						
<b>Investure Evergreen Fund, LP – 2010 Special Term Tranche</b>	<b>VA</b>	<b>USA</b>	<b>USA</b>	<b>491,031</b>	<b>7% Common Stock</b>						
Tinicum Capital Partners II, L.P.	NY	USA	USA	297,096	4% Common Stock						
Tinicum Capital Partners II Parallel Fund, L.P.	NY	USA	USA	1,546	< 1% Common Stock						
Tinicum Capital Partners II Executive Fund, LLC	NY	USA	USA	888	< 1% Common Stock						
Tinicum Capital Partners II Add-On Fund, L.P.	NY	USA	USA	190,555	2% Common Stock						
Tinicum Capital Partners II Add-On Parallel Fund, L.P.	NY	USA	USA	947	< 1% Common Stock						
<b>Total Tinicum Incorporated</b>	<b>NY</b>	<b>USA</b>	<b>USA</b>	<b>491,032</b>	<b>7% Common Stock</b>						

**Form FR Y-6**  
**HCBF Holding Company, Inc**  
**Indiantown, FL 34956**  
**Fiscal Year Ending December 31, 2012**

**Report Item 4: Insiders**  
**(1), (2), (3)(a) (b) (c), and (4)(a) (b) (c)**

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (Include name of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) 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)
Michael J Brown, Sr. Fort Pierce, FL USA	N/A	Chairman and CEO	Chairman and CEO Harbor Community Bank	N/A	1%	None	N/A
J Hal Roberts Jr Port St Lucie, FL USA	N/A	Director, President and COO	Director, President and COO Harbor Community Bank	Below  Managing Member Harbor Federal Realty, LLC	< 1%  None	None  None	Below  Harbor Federal Realty, LLC, 50% J Bar Ranch LLC, 40%
Randall A Ezell Fort Pierce, FL USA	N/A	EVP and CFO	EVP and CFO Harbor Community Bank	Below  President and owner RA EZELL, Inc.	< 1%  None	None  None	Below  RA EZELL, Inc., 100%
Michael J Brown, Jr. Fort Pierce, FL USA	N/A	EVP and CLO	EVP and CLO Harbor Community Bank	N/A  None	< 1%  None	None  None	Below  Harbor Federal Realty, LLC, 50%
Richard Lynch Fort Pierce, FL USA	CPA	Director	Director Harbor Community Bank	Below  Managing Member Lynch, Johnson & Long, LLC President Richard L. Lynch CPA PA Vice Presidnet Four R Marine Inc Managing Member Four R Realty LLC Sec/Treas Bobby's Brass Rail, Inc	< 1%  None None None None None	None  None None None None	Below  Lynch, Johnson & Long, LLC 85% Richard L. Lynch CPA PA 100% Four R Marine Inc 50% Four R Realty LLC 50% Bobby's Brass Rail, Inc 40%
Frank Fee, III Fort Pierce, FL USA	Attorney	Vice-Chairman	Vice-Chairman Harbor Community Bank	Below  Chariman & CEO Treasure Abstract and Title Insurance Co Managing Member Fee, DeRoss & Fee, P.L Managing Member FDF Holdings	< 1%  None None None	None  None None None	Below  Treasure Coast Abstract and Title Insuracne Co 25% Fee, DeRoss & Fee, P.L 25% FDF Holdings 25%
Raymond Gustini Washington, DC USA	Attorney	Director	N/A	Below  Senior Counsel Nixon Peabody LLP	< 1%  None	None  None	Below  None
Elwood Coley Winter Park, FL USA	Real Estate Consultant	Director	N/A	Below  Managing Partner - Value <sup>2</sup> Partners LLC	< 1%  None	None  None	Below  Value <sup>2</sup> Partners LLC 100%



**Form FR Y-6**  
**HCBF Holding Company, Inc**  
**Indiantown, FL 34956**  
**Fiscal Year Ending December 31, 2012**

Report Item 4: Insiders  
(1), (2), (3)(a) (b) (c), and (4)(a) (b) (c)

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (Include name of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) 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)
David Bessette Fort Pierce, FL USA	Real Estate Property Manager	N/A	Director Harbor Community Bank	Below Owner/CEO Real Living Real Estate Owner/CEO Florida Insurance Concepts, Inc Owner/CEO American Business College Partner All Florida Property Management Managing Partner Pinnacle Associates Management	< 1% None None None None None	None None None None None	Below Real Living Real Estate 100% Florida Insurance Concepts, Inc 100% American Business College 100% All Florida Property Management 52% None
Cynthia Angelos Port St Lucie, FL USA	Attorney	N/A	Director Harbor Community Bank	Below Owner Law Office of Cynthia G. Angelos PA	< 1% None	None None	Below Law Office of Cyntghia G. Angelos 100%
Jeffrey Leslie Tequesta, FL USA	CPA, Buisness Owner	N/A	Director Harbor Community Bank	Below President/CEO Postco, Inc President/CEO ITS Fiber, LLC President/CEO Indiantown Company, Inc Presisent/CEO ITS Telecommunications Systems Inc President/CEO Arrow Communications, Inc Managing Member Leslie Ventures, LLC Managing Member Indiantown Ventures, LLC Director Executive Enterprises of Hobe Sound, Inc	< 1% None None None None None None None None	None None None None None None None	Below Postco, Inc 100% ITS Fiber, LLC 100% Indiantown Company 100% ITS Telecommunication Systems Inc. 100% Arrow Communications, Inc 100% Leslie Ventures, LLC 50% Indiantown Ventures, LLC 33.33% None
Bobby Tucker Palm City, FL USA	Real Estate Broker	N/A	Director Harbor Community Bank	Below Owner B.H. Tucker Real Estate Inc Owner Tucker Group	< 1%	None	Below B.H. Tucker Real Estate Inc 100% Tucker Group 50%
Andrew Taylor Vero Beach, FL USA	CPA, Citus Agriculture	N/A	Director Harbor Community Bank	Below VP of Finance and Treasurer Peace River Citrus Products	None None	None None	Below None