

Board of Governors of the Federal Reserve System

APR 02 REC'D



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, 2014

Month / Day / Year

N/A

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

I, **Scott Jacobsen**

Name of the Holding Company Director and Official

EVP/COO

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.

Reporter's Name, Street, and Mailing Address

NorthStar Banking Corporation

Legal Title of Holding Company

400 N Ashley Dr Ste 1400

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

Tampa

FL

33602

City

State

Zip Code

N/A

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:

William M Fleming

SVP/CFO

Name

Title

813-549-5040

Area Code / Phone Number / Extension

813-223-4841

Area Code / FAX Number

MFleming@NorthStar-Bank.com

E-mail Address

NorthStar-Bank.com

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

Signature of Holding Company Director and Official

[Handwritten Signature]
 3/27/15

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 35 99046
 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."

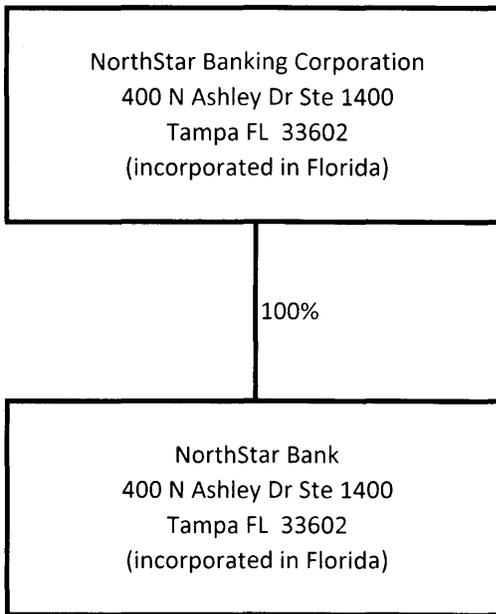
No

Form FR Y-6

NorthStar Banking Corporation
Tampa, Florida
Fiscal Year Ending December 31, 2014

Report Item

1. The bank holding company has an annual audit, but does not prepare a separate annual report.
Two copies of the audited financial statements are enclosed.
- 2.a. Organizational Chart



2.b.

- a) Downtown Tampa (Main) Office, 8/6/2007, 400 N Ashley Dr Tampa FL 33602, Full Service
- b) Belleair Bluffs Office, 10/15/2013, 770 Indian Rocks Rd Belleair Bluffs FL 33770, Full Service

Results: A list of branches for your depository institution: NORTHSTAR BANK (ID_RSSD: 3599055).

This depository institution is held by NORTHSTAR BANKING CORPORATION (3599046) of TAMPA, FL.

The data are as of 12/31/2014. Data reflects information that was received and processed through 04/06/2015.

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
Change	8/6/2007	Full Service (Head Office)	3599055	NORTHSTAR BANK	400 NORTH ASHLEY DRIVE, SUITE 1400	TAMPA	FL	33602	HILLSBOROUGH	UNITED STATES	455253	0	NORTHSTAR BANK	3599055	n/a
Change	10/15/2013	Full Service	4627580	BELLEAIR BLUFFS BRANCH	770 INDIAN ROCKS ROAD	BELLEAIR BLUFFS	FL	33770	PINELLAS	UNITED STATES	Not Required	Not Required	NORTHSTAR BANK	3599055	n/a

NorthStar Banking Corporation

Fiscal Year Ending December 31, 2014

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 12/31/14			Securities holders 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 12/31/14		
(1)(a) Name, City, State, Country	(1)(b) Country of Citizenship	(1)(c) Number and percentage of each class of voting securities	(1)(a) Name, City, State, Country	(1)(b) Country of Citizenship	(1)(c) Number and percentage of each class of voting securities
Patel, Kiran Tampa, FL, USA	USA	145,000 - 7.52% Common Stock			
Sykes, John Tampa, FL, USA	USA	185,000 - 9.60% Common Stock 12,500 - 0.58% Options on Common Stock		None	
Weigel, H. Monty Tampa, FL, USA	USA	110,000 - 5.71% Common Stock			

NorthStar Banking Corporation

Fiscal Year Ending December 31, 2014

Form FR Y-6 -- Report item 4: Insiders

(1), (2) (3)(a)(b)(c) and (4)(a)(b)(c)

(1)(a) Name, City, State, Country	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & position with Bank 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 Bank 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 per- centage of voting securities held)
Barefield, Simone Plant City, FL USA	Consultant	Director	Director NorthStar Bank	Pres/CEO - Gans, Gans & Associates	0.65%	N/A	Gans, Gans & Associates - 100%
Brookins, James Tampa USA	Retired, medical practice	Director	Director NorthStar Bank	N/A	1.56%	N/A	UPS Franchise - 50%
Cantonis, James Belleair, FL USA	Executive	Director	Director NorthStar Bank	President - Acme Sponge and Chamois	1.30%	N/A	None
Castor, Betty Tampa, FL USA	Exec Director - Center for Global Solutions	Director	Director NorthStar Bank	Exec Dir - Center for Global Solutions	0.78%	N/A	None
Figlewski, John Brandon, FL USA	N/A	Sr. Credit Officer	Sr. Credit Officer NorthStar Bank	N/A	0.08%	N/A	None
Fleming, William Tampa, FL USA	N/A	CFO	SVP/CFO NorthStar Bank	N/A	0.05%	N/A	None
Goetschius, Herb Tampa USA	Consultant	Director	Director NorthStar Bank	President - Cross Border Partners Advisory Svc	0.52%	N/A	Revora - 20%
Jacobsen, Scott Tampa, FL USA	N/A	EVP/COO	EVP/COO NorthStar Bank	N/A	0.13%	N/A	None
Lindsey, Ty Tampa, FL USA	N/A	SVP-Retail	SVP-Retail NorthStar Bank	N/A	0.00%	N/A	None
Mangar, Devanand Tampa, FL USA	Physician	Director	N/A	Pres/CEO-FL Gulf-to-Bay Anesthesiology Assoc. Pres/CEO-Gulf-to-Bay Anesthesiology Assoc. Pres/CEO-Tampa Outpatient Surgical Associates Pres/CEO-N. Tampa Outpat. Surgical Associates	1.69%	N/A	GTB Builders, LLC - 100%
Marshall, Gene Palm Harbor, FL USA	Managing Partner Marshall, Preusch, Burr & Associates	Director	Director NorthStar Bank	Managing Partner Marshall, Preusch, Burr & Associates	1.30%	N/A	Marshall, Preusch, Burr & Assoc. - 33%

NorthStar Banking Corporation

Fiscal Year Ending December 31, 2014

Form FR Y-6 -- Report item 4: Insiders

(1), (2) (3)(a)(b)(c) and (4)(a)(b)(c)

(1)(a) Name, City, State, Country	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & position with Bank 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 Bank 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 per- centage of voting securities held)
Merluzzi, Joseph Tampa USA	Consultant	Director	Director NorthStar Bank	President - Merluzzi & Associates	0.39%	N/A	Merluzzi & Associates - 100%
Santa Cruz, Pablo Safety Harbor, FL USA	Technology	Director	Director NorthStar Bank	Pres.-Topview Intl MgPtr-Topview Ventures, LLC Pres.-Topview Sport Inc. EVP-Aerodyne Ind.	1.30%	N/A	Topview International, Inc. - 100% Topview Ventures LLC - 50% Topview Sports LLC - 100%
Schaffel, Martin Tampa, FL USA	Exec.Chairman - Audio Visual Innovations, Inc. (AVI)	Director	Director NorthStar Banking Corporation	Exec.Chm. - AVI	4.24%	N/A	Prospectsmarter - 40%
Shaw, Robert Tampa, FL USA	N/A	SVP-Pinellas	SVP-Pinellas NorthStar Bank	N/A	0.00%	N/A	None
Stone, David Clearwater, FL USA	N/A	Director, Pres/CEO	Pres/CEO NorthStar Bank	N/A	0.52%	N/A	None
Sykes, John Tampa, FL USA	Investor	Shareholder	Shareholder	Principal, JHS Capital Advisors LLC	9.60%	N/A	100% of: FL Equity Advisors, Jopar Invest (Inc. & LP), Hyde Park Equity (Holdings, Investments, LLC), Woodford Thoroughbreds. 80% of: Sykes Industrial Solutions, Kingstree Office One LLC.
Weigel, H. Monty Tampa, FL USA	N/A	Shareholder	Shareholder	N/A	5.71%	N/A	None
White, Rebecca Apollo Beach, FL USA	Professor	Director	Director NorthStar Bank	Professor of Entrepreneurship - Univ of Tampa	0.52%	N/A	None