

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, 2013

Month / Day / Year

I, **David Stone**

Reporter's Name, Street, and Mailing Address

NorthStar Banking Corporation

Name of the Holding Company Director and Official

President/CEO

Legal Title of Holding Company

400 N Ashley Dr Ste 1400

Title of the Holding Company Director and Official

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

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.

Tampa **FL** **33602**
City State Zip Code

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.

Physical location (if different from mailing address)

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

David Stone
APR 14, 2014

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 **3599046**
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."

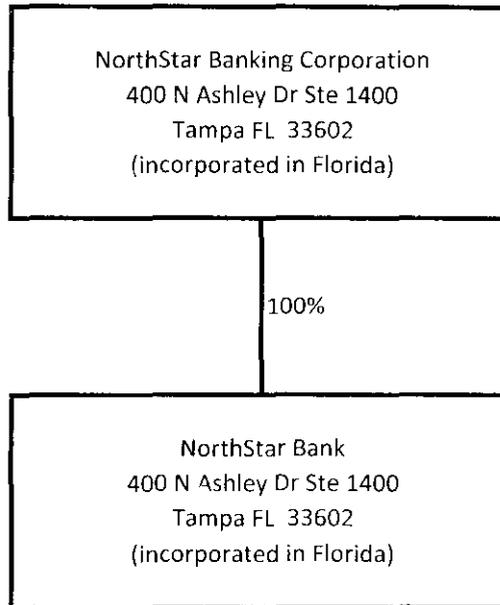
No

NorthStar Banking Corporation
Tampa, Florida
Fiscal Year Ending December 31, 2013

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

Form FRY-6

NorthStar Banking Corporation

Fiscal Year Ending December 31, 2013

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 12/31/13			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 12/31/13		
(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 14,500 - 0.75% Options on Common Stock		None	
Weigel, H. Monty Tampa, FL, USA	USA	110,000 - 5.71% Common Stock 56,000 - 2.90% Options on Common Stock			

NorthStar Banking Corporation

Fiscal Year Ending December 31, 2013

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	0.78%	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
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%
Mangar, Devanand Tampa, FL USA	Physician; Chief of Staff of Tampa General Hospital	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	1.30%	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%
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%

NorthStar Banking Corporation

Fiscal Year Ending December 31, 2013

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(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 percentage of voting securities held)
Schaffel, Martin Tampa, FL USA	Exec.Chairman - Audio Visual Innovations, Inc. (AVI)	Director	Director NorthStar Bank	Exec.Chm. - AVI	4.24%	N/A	Prospectsmarter - 40%
Stone, David Clearwater, FL USA	Retired	Director	Director NorthStarBank	N/A	0.52%	N/A	None
Sykes, John Tampa, FL USA	Investor	N/A - >10% Shareholder	N/A - >10% 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	Director, Pres/CEO	Pres/CEO NorthStar Bank	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