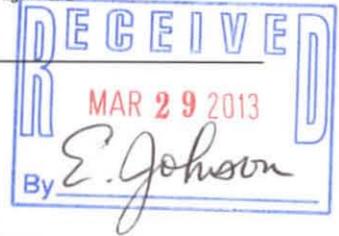


Board of Governors of the Federal Reserve System



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, Jack G. Prevost

Name of the Holding Company Director and Official

President and Director

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

Old Florida Bancshares, Inc.

Legal Title of Holding Company

315 East Robinson Street, Suite 100

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

Orlando

FL

32801

City

State

Zip Code

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:

Robert P. Kenney, CPA

EVP/CFO

Name

Title

407-388-6102

Area Code / Phone Number / Extension

407-650-9823

Area Code / FAX Number

bkenney@oldfnb.com

E-mail Address

oldfnb.com

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

Signature of Holding Company Director and Official

03/27/2013

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  
C.I.

1085527

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

FR Y-6  
Old Florida Bancshares, Inc  
Orlando, Florida  
Fiscal Year Ending December 31, 2012

Item 1. The bank holding company prepares an annual report for its shareholders.

Item 2a ORGANIZATION CHART

**BANK HOLDING COMPANY**

Old Florida Bancshares, Inc.  
315 East Robinson Street, St 100  
Orlando, FL 32801  
State of Incorporation- Florida  
6,467,963 common shares outstanding  
501,109 preferred shares outstanding

Old Florida National Bank  
315 East Robinson Street, St 100  
Orlando, FL 32801  
State of Incorporation- Florida  
100% owned by Old Florida Bancshares, Inc.

OFBSA, Inc.  
315 East Robinson Street, St 100  
Orlando, FL 32801  
State of Incorporation- Florida  
100% owned by Old Florida Bancshares, Inc.

Liberty Bancorp Denning LLC  
315 East Robinson Street, St 100  
Orlando, FL 32801  
State of Incorporation- Florida  
100% owned by Old Florida Bancshares, Inc.

840 Denning LLC  
315 East Robinson Street, St 100  
Orlando, FL 32801  
State of Incorporation- Florida  
51% owned by Liberty Bancorp, Denning LLC

**Results:** A list of branches for your depository institution: OLD FLORIDA NATIONAL BANK (ID\_RSSD: 646837).  
 This depository institution is held by OLD FLORIDA BANCSHARES, INC. (1085527) of ORLANDO, FL.  
 The data are as of 11/31/2012. Data reflects information that was received and processed through 01/06/2013.

#### 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
DELETE	11/14/2011	Admin Office	646837	OLD FLORIDA NATIONAL BANK	315 EAST ROBINSON STREET, SUITE 100	ORLANDO	FL	32801	ORANGE	UNITED STATES	16878	0	OLD FLORIDA NATIONAL BANK	646837	Admin Offices only
OK		Full Service	606037	ALTAMONTE BRANCH	520 W HIGHWAY 436	ALTAMONTE SPRINGS	FL	32714	SEMINOLE	UNITED STATES	257110	1	OLD FLORIDA NATIONAL BANK	646837	
OK		Full Service	4114624	APOPKA BRANCH	1420 WEST ORANGE BLOSSOM TRAIL	APOPKA	FL	32712	ORANGE	UNITED STATES	491967	5	OLD FLORIDA NATIONAL BANK	646837	
OK		Full Service	3921928	INVERNESS OFFICE	1777 WEST MAIN STREET	INVERNESS	FL	34450	CITRUS	UNITED STATES	Not Required	Not Required	OLD FLORIDA NATIONAL BANK	646837	
OK		Full Service	4264604	LAKE MARY BRANCH	1120 TOWNPARK AVENUE, SUITE 1012	LAKE MARY	FL	32746	SEMINOLE	UNITED STATES	518746	10	OLD FLORIDA NATIONAL BANK	646837	
OK		Full Service	4111605	LONGWOOD BRANCH	502 NORTH HIGHWAY 17-92	LONGWOOD	FL	32750	SEMINOLE	UNITED STATES	492677	7	OLD FLORIDA NATIONAL BANK	646837	
OK		Full Service	4114651	COLLEGE PARK BRANCH	646 WEST SMITH STREET	ORLANDO	FL	32804	ORANGE	UNITED STATES	510404	9	OLD FLORIDA NATIONAL BANK	646837	
CHANGE	11/14/2011	Full Service(Head Office)	4114633	DOWNTOWN ORLANDO BRANCH	60 NORTH COURT AVENUE	ORLANDO	FL	32801	ORANGE	UNITED STATES	Not Required	Not Required	OLD FLORIDA NATIONAL BANK	646837	Should not have changed.
OK		Full Service	4114615	MEDICAL DISTRICT OFFICE	918 SOUTH ORANGE AVENUE	ORLANDO	FL	32806	ORANGE	UNITED STATES	491968	6	OLD FLORIDA NATIONAL BANK	646837	
OK		Full Service	3547645	WINTER PARK BRANCH	840 S. DENNING DRIVE	WINTER PARK	FL	32789	ORANGE	UNITED STATES	458766	4	OLD FLORIDA NATIONAL BANK	646837	

Revised

Shareholders  
FR Y-6

Old Florida Bancshares, Inc.  
12/31/2012

Item 3 Part 1

Total common

6,467,963

Name	City	State	Citizenship	# shares	%
C. David Brown	Windermere	FL	U.S.A.	381,177	5.8933%

Item 3 Part 2

N/A

no other shareholders with 5% or more holding

**Old Florida Bancshares, Inc.**  
Executive Officers and Directors

**FR Y-6, ITEM 4**

**As of 12/31/2012**

(1) Name, City, State	(2) Principal Occupation if other than with BHC	(3) (a) Title & Position with Old Florida Bancshares	(3)(b) Title & Position with Subsidiary - Old Florida National Bank	(3) (c) Title & Position with Other Businesses (include names of business)	(4)(a) % of 6,467,963 Voting Shs in BHC	(4)(b) % of Voting Shs in Subs	(4)(c) List names of other companies (inc partnerships) if 25% or more of voting securities are held	% Voting Shs
Randy O. Burden Orlando, FL 32806	Bank Officer	Chairman & CEO & Director	Chairman & CEO & Director	N/A	3.87%	N/A		
Jack G. Prevost Orlando, FL 32804	Bank Officer	President & Director	EVP & Director	N/A	0.65%	N/A		
John O. Burden Orlando, FL 32806	Bank Officer	Vice President & Director	President & Director	N/A	0.58%	N/A		
Robert P. Kenney Lakeland, FL	Bank Officer	Treasurer/CFO	EVP/CFO	N/A	0.06%	N/A		
A. David Bates Orlando, FL 32819	Real Estate Investment	Director	Director	President - Republic Properties	3.97%	N/A	Republic Properties	25%
C. David Brown II Windermere, FL 34786	Attorney	Director	Director	Partner - Broad & Cassel	5.89%	N/A	Broad & Cassel - equitable interest of Sr Partner	
James P. Caruso Orlando, FL 32804	Real Estate Investment	Director	Director	President - Pineloch Management Corp	1.57%	N/A		
Tracy S. Forrest Maitland, FL 32751	Construction	Director	Director	Proprietor - Winter Park Construction	4.23%	N/A	Winter Park Construction	100%
Jeffry B. Fuqua Orlando, FL 32805	Construction	Director	Director	Proprietor - Amick Construction	4.23%	N/A	Amick Construction	100%
Edward J. Gerrits II Crystal River, FL 34428	Construction	Director	Director	CFO - F & H Contracting	0.84%	N/A		
Patrick C. Mathes III Orlando, FL 32809	Management Company	Director	Director	CEO - Mathes Management Enterprises	1.06%	N/A	Mathes Management Enterprises Inc Mathes Mathes & Ward Inc	57% 48%
M. Rodney Metz Longwood, FL 32779	Retired	Director	Director		2.45%	N/A	Yendorena LLC	100%
Brian B. Musso Chicago, IL 60606	Hedgefund Manager	Director	Director	N/A	0.26%	N/A		
Samuel D. Oswald Orlando, FL 32806	Accountant	Director	Director	Partner - Oswald and Scott P.A.	2.90%	N/A	Oswald and Scott P.A.	50%
Craig T. Ustler Orlando, FL 32801	Real Estate Ownership and Development	Director	Director	Owner/President - Ustler Development, Inc	0.64%	N/A	Ustler Development, Inc Orlando Neighborhood Properties	100% 25%