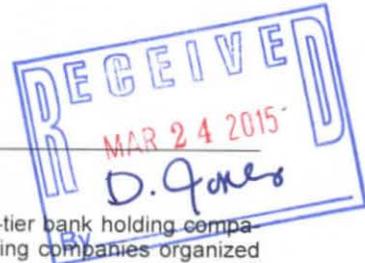


Board of Governors of the Federal Reserve System



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, 2014

Month / Day / Year

N/A.

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

I, Jack G. Prevost

Name of the Holding Company Director and Official

Vice 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 350

(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:

Denny Paganelli

Controller

Name

Title

407-388-6156

Area Code / Phone Number / Extension

407-318-7352

Area Code / FAX Number

dpaganelli@oldflorida.com

E-mail Address

oldflorida.com

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

Signature of Holding Company Director and Official

03/20/2015

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.

1095521

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

For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

N/A

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

Old Florida Bancshares, Inc
Orlando, Florida

ORGANIZATION CHART



BANK HOLDING COMPANY
Old Florida Bancshares, Inc.*
315 East Robinson Street, St 100
Orlando, FL 32801 ·
State of Incorporation- Florida ·

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

New Traditions Bank ·
600 Wilkinson Street, St 100
Orlando, FL 32803
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.; limited partner, managing member ·

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

Results: A list of branches for your holding company: OLD FLORIDA BANCSHARES, INC. (1085527) of ORLANDO, FL. The data are as of 12/31/2014. Data reflects information that was received and processed through 01/07/2015.

Submitted Via Email on 3/10/15

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)	4569167	NEW TRADITIONS BANK	600 WILKINSON STREET, SUITE 100	ORLANDO	FL	32803	ORANGE	UNITED STATES	Not Required	Not Required	NEW TRADITIONS BANK	4569167	
OK		Full Service	4394613	LONGWOOD BRANCH	505 WEKIVA SPRINGS ROAD, SUITE 700	LONGWOOD	FL	32779	SEMINOLE	UNITED STATES	Not Required	Not Required	NEW TRADITIONS BANK	4569167	
OK		Full Service	3927023	MAITLAND OFFICE	145 SOUTH ORLANDO AVE, SUITE 1	MAITLAND	FL	32751	ORANGE	UNITED STATES	Not Required	Not Required	NEW TRADITIONS BANK	4569167	
OK		Full Service (Head Office)	646837	OLD FLORIDA BANK	60 NORTH COURT AVENUE, FIRST FLOOR	ORLANDO	FL	32801	ORANGE	UNITED STATES	16878	0	OLD FLORIDA BANK	646837	
OK		Full Service	606037	ALTAMONTE BRANCH	520 W HIGHWAY 436	ALTAMONTE SPRINGS	FL	32714	SEMINOLE	UNITED STATES	257110	1	OLD FLORIDA BANK	646837	
OK		Full Service	4114624	APOPKA BRANCH	1420 WEST ORANGE BLOSSOM TRAIL	APOPKA	FL	32712	ORANGE	UNITED STATES	491967	5	OLD FLORIDA BANK	646837	
OK		Full Service	3412172	CRYSTAL RIVER BRANCH	1101 N.E. 5TH STREET	CRYSTAL RIVER	FL	34429	CITRUS	UNITED STATES	445500	12	OLD FLORIDA BANK	646837	
OK		Full Service	3921928	INVERNESS OFFICE	1777 WEST MAIN STREET	INVERNESS	FL	34450	CITRUS	UNITED STATES	472090	11	OLD FLORIDA BANK	646837	
OK		Full Service	4264604	LAKE MARY BRANCH	7090 CR 46A	LAKE MARY	FL	32746	SEMINOLE	UNITED STATES	518746	10	OLD FLORIDA BANK	646837	
OK		Full Service	4111605	LONGWOOD BRANCH	502 NORTH HIGHWAY 17-92	LONGWOOD	FL	32750	SEMINOLE	UNITED STATES	492677	7	OLD FLORIDA BANK	646837	
OK		Full Service	4114651	COLLEGE PARK BRANCH	1901 EDGEWATER DRIVE	ORLANDO	FL	32804	ORANGE	UNITED STATES	510404	9	OLD FLORIDA BANK	646837	
OK		Full Service	4114615	MEDICAL DISTRICT OFFICE	918 SOUTH ORANGE AVENUE	ORLANDO	FL	32806	ORANGE	UNITED STATES	491968	6	OLD FLORIDA BANK	646837	
OK		Full Service	3547645	WINTER PARK BRANCH	840 S. DENNING DRIVE	WINTER PARK	FL	32789	ORANGE	UNITED STATES	458766	4	OLD FLORIDA BANK	646837	

Shareholders
FR Y-6

Old Florida Bancshares, Inc.
12/31/2014

Item 3 Part 1

Total common 10,592,191

Name

City

State

Citizenship

shares

%

No shareholder owns 5% or more of voting stock.

N/A

Item 3 Part 2

No other shareholders with 5% or more holding

N/A

Old Florida Bancshares, Inc.
Executive Officers and Directors

FR Y-6, ITEM 4

As of 12/31/2014

(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 -	(3) (c) Title & Position with Other Businesses (include names of business)	(4)(a) % of 10,592,191 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	Bank Officer	Executive Chairman & Director	Chairman & Director Old Florida Bank	N/A	2.36%	N/A		
John O. Burden Orlando, FL	Bank Officer	President/CEO & Director	President, CEO, & Director Old Florida Bank	N/A	0.57%	N/A		
Jack G. Prevost Orlando, FL	Bank Officer	Vice President & Director	EVP & Director Old Florida Bank	N/A	0.39%	N/A		
A. David Bates Orlando, FL	Real Estate Investment	Director	Director Old Florida Bank	President - Republic Properties	2.42%	N/A	Republic Properties	25%
C. David Brown II Windermere, FL	Attorney	Director		Partner - Broad & Cassel	3.63%	N/A	Broad & Cassel - equitable interest of Sr Partner	
James P. Caruso Orlando, FL	Real Estate Investment	Director	Director Old Florida Bank	President - Pinieloch Management Corp	0.96%	N/A		
Tracy S. Forre Maitland, FL	Construction	Director	Director Old Florida Bank	Proprietor - Winter Park Construction	2.58%	N/A	Winter Park Construction	100%
Jeffrey B. Fuqua Orlando, FL	Construction	Director		Proprietor - Amick Construction	2.58%	N/A	Amick Construction	100%
Edward J. Gerrits II Crystal River, FL	Construction	Director		CFO - F & H Contracting	0.51%	N/A		
Patrick C. Mathes III Orlando, FL	Management Company	Director		CEO - Mathes Management Enterprises	0.65%	N/A	Mathes Management Enterprises Inc Mathes Mathes & Ward Inc	57% 48%
M. Rodney Metz Longwood, FL	Retired	Director		N/A	1.49%	N/A	Yendorena LLC	100%
Brian B. Musso Chicago, IL	Hedgefund Manager	Director		N/A	0.16%	N/A		
Samuel D. Oswald Orlando, FL	Accountant	Director	Director Old Florida Bank	Partner - Oswald and Scott P.A.	1.77%	N/A	Oswald and Scott P.A.	50%
Craig T. Ustler Orlando, FL	Real Estate Ownership and Development	Director	Director Old Florida Bank	Owner/President - Ustler Development, Inc	0.39%	N/A	Ustler Development, Inc Orlando Neighborhood Properties	100% 25%
Dennis Buhring	Health Care	Director	Director Old Florida Bank	President - Orlando Health	0.05%	N/A		
Dell Avery Winter Park, FL	Real Estate Developer	Director	Director New Traditions Bank	Director - Wetherbee AFP, Inc. Vice President - Hayden Bargrove, Inc. Manager - Rinehart Storage Two, LLC Manager - Red Swan Capital, LLC Vice President - Cha, Inc. Vice President - South Orange Properties, Inc. President - Lake Alfred Creek Estates, Inc. Vice President - Timber Springs of Orlando, Inc. President - Titan 474, Inc. President - Titan Lake Underhill, Inc. Manager - Titan Western Beltway, LLC President - Tital Realty Corporation President - Rinehart Lake Mary Storage, Inc. President - West Sand Lake, Inc.	1.06%	N/A	Wetherbee AFP, Inc. Hayden Bargrove, Inc. Rinehart Storage Two, LLC Red Swan Capital, LLC Cha, Inc. South Orange Properties, Inc. Lake Alfred Creek Estates, Inc. Titan Springs of Orlando, Inc. Titan 474, Inc. Titan Lake Underhill, Inc. Titan Western Beltway, LLC Titan Realty Corporation Rinehart Lake Mary Storage, Inc. West Sand Lake, Inc.	40% 50% 50% 25% 50% 50% 33% 33% 40% 50% 50% 50% 50% 50%

				Director - Titan Consulting Services, Inc Manager - Narcoossee SKKJDA, Inc LLC Director - Tri County 27, Inc			Titan Consulting Services, Inc Narcoossee SKKJDA, Inc LLC Tri-County 27, Inc	45% 50% 50%
James Bolen Winter Park, FL	Physician	Director	Director New Traditions Bank	Partner - Med Group Properties Managing Partner - Cardiology Consultants Manager - LuLu 1, LLC	1.64%	N/A	Med Group Properties Cardiology Consultants LuLu 1, LLC	25% 25% 50%
Sidney Cash Orlando, FL	Bank Officer	Director	Vice Chairman New Traditions Bank	N/A	0.62%	N/A		
Michael C. Crisante Windermere, FL	Real Estate Property Mgt	Director	Director New Traditions Bank	Owner/Manager - Lake Toho Resort, LLC Owner/Manager - Lake Ulmerton Resort, LLC Owner/Manager - Bee's RV Resort Owner/Manager - ACW Property Investments Owner/Manager - MCC Property Management President - 1957 Holdings, Inc Manager - 10109 E. Colonial Drive, LLC Vice President - 7444 Narcoossee Road, Inc Sec/Treas - Factory Transmission, Inc	0.63%	N/A	Lake Toho Resort, LLC Lake Ulmerton, LLC Bee's RV Resort ACW Property Investments, LLC MCC Property Management, LLC 1957 Holdings, Incorporated 10109 E. Colonial Drive, LLC 7444 Narcoossee Road, Inc Factory Transmission, Inc	100% 100% 100% 100% 100% 50% 50% 38% 50%
David R. Dotherow Winter Park, FL	Bank Officer	Director	President/CEO New Traditions Bank	N/A	0.47%	N/A		
James Ferrell Winter Park, FL	Investments Manager	Director	Director New Traditions Bank	President - Ferrell Wealth Management, Inc President - Ferrell Business Services, Inc	0.79%	N/A	Ferrell Wealth Management, Inc Ferrell Business Services, Inc	97% 100%
Stan Pietkiewicz Winter Park, FL	Real Estate Developer	Director	Chairman New Traditions Bank	Director - Wetherbee AFP, Inc Vice President - Hayden Bargrove, Inc Manager - Rinehart Storage Two, LLC Manager - Red Swan Capital, LLC Vice President - Cha, Inc Vice President - South Orange Properties, Inc President - Lake Alfred Creek Estates, Inc Vice President - Timber Springs of Orlando, Inc President - Titan 474, Inc President - Titan Lake Underhill, Inc Manager - Titan Western Beltway, LLC President - Titan Realty Corporation President - Rinehart Lake Mary Storage, Inc President - West Sand Lake, Inc Director - Titan Consulting Services, Inc Manager - Narcoossee SKKJDA, Inc LLC Director - Tri County 27, Inc	1.03%	N/A	Wetherbee AFP, Inc Hayden Bargrove, Inc Rinehart Storage Two, LLC Red Swan Capital, LLC Cha, Inc South Orange Properties, Inc Lake Alfred Creek Estates, Inc Timber Springs of Orlando, Inc Titan 474, Inc Titan Lake Underhill, Inc Titan Western Beltway, LLC Titan Realty Corporation Rinehart Lake Mary Storage, Inc West Sand Lake, Inc Titan Consulting Services, Inc Narcoossee SKKJDA, Inc LLC Tri-County 27, Inc	40% 50% 50% 25% 50% 50% 33% 33% 40% 50% 50% 50% 50% 50% 45% 50% 50%