



Annual Report of Bank 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 CFR 211.13(c)); and Section 225.5(b) of Regulation Y (12 CFR 225.5(b)). 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 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 CFR 211.23). 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 Bank Holding Companies* must be signed by one director of the top-tier bank holding company. This individual should also be a senior official of the top-tier bank holding company. In the event that the top-tier bank 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 bank holding company's fiscal year-end):

12/31/2011

Month / Day / Year

Reporter's Name, Street, and Mailing Address

Pinnacle Bank Holding Company, Inc

Legal Title of Bank Holding Company

1113 Saxon Boulevard

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

Orange City, FL 32763

City / State / Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Randy Graber, SVP/Controller

Name / Title

(386) 774-2001 ext. 150

Area Code / Phone Number

(386) 774-2010

FAX Number

rgraber@pinnaclebank-fl.com

E-mail Address

N/A

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

1. David L. Bridgeman, President/CEO

Name and Title of the Bank Holding Company Director and Official

attest that the *Annual Report of Bank Holding Companies* (including the supporting attachments) for this report date have 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 CFR Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

David L. Bridgeman

Signature of Bank Holding Company Director and Official

4/10/2012

Date of Signature

For bank 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 Number

3458040

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

For Use By Tiered Bank Holding Companies

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

Legal Title of Subsidiary Bank Holding Company

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

City / State / Zip Code

Physical location (if different from mailing address)

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Legal Title of Bank Holding Company
Fiscal Year Ending December 31, 2011

Report Item 3: Shareholders

(1)(a)(b)(c) a

**Current Shareholders with ownership , control or holdings of 5% or more
with power to vote as of fiscal year ending December 31, 2011**

(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) a Number and Percentage of Each Class of Voting Securities
✓ Stephen S. Spore Orange City, FL	USA	92,345 - 7.67% Common Stock

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Fiscal Year Ending December 31, 2011

Report Item 3: Shareholders

2)(a)(b)(c) a

Shareholders not listed in 3(1)(a) through 3(1)(c1) that had ownership, control or holdings of 5% or more with power to vote as of fiscal year ending December 31, 2011

(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) a Number and Percentage of Each Class of Voting Securities
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NONE

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Legal Title of Bank Holding Company
Fiscal Year Ending December 31, 2011

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

(1)(a) Name & Address (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 Pinnacle Bank	(3)(c) a© Title & Postion with other Business	(4)(a) % of Voting Shares in Bank HC	(4)(b) % of Voting Shares in Subsidiary	(4)(c) a List names of other Companies if 25% or more of voting Securities are held
✓ Raymond A. Biernacki, Jr. Orange City, FL	Lawyer, Biernacki & Biernacki P. A.	Director	Director	Partner	1.75%	None	50% Biernacki & Biernacki, P. A.
✓ David L. Bridgeman Orange City, FL	N/A	Director & Pres./CEO	Director and Pres./CEO	N/A	0.54%	None	N/A
✓ James D. Houck DeLand, FL	Owner Kentucky Fried Chicken franchise	Director	Director	Owner/ General Mgr	3.75%	None	50% Kentucky Fried Chicken
✓ Betty W. Kelly, CPA DeLand, FL	Betty W. Kelly, CPA, P. A.	Director	Director	CPA	4.05%	None	100% Betty W. Kelly, CPA P. A.

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Legal Title of Bank Holding Company

Fiscal Year Ending December 31, 2011

Report Item 4: Insiders (Page 2)

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

Report Item 4: Insiders (Page 2)

(1)(a) Name & Address (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 Pinnacle Bank	(3)(c) a© Title & Position with other Business	(4)(a) % of Voting Shares in Bank HC	(4)(b) % of Voting Shares in Subsidiary	(4)(c) a List names of other Companies if 25% or more of voting Securities are held
✓ Fred A. Lane DeLand, FL	Retired	Director	Director	N/A	3.82%	None	0%
✓ Stephen S. Spore, M.D. Orange City, FL	Elder Health Care of Volusia, P. A.	Chairman/ Director	Chairman/ Director	Physican	7.67%	None	100% Elder Health Care of Volusia
✓ Terry C. Williams Orange City, FL	Owner Williams Floor Center, Inc. Williams Properties	Director	Director	Pres./CEO	1.99%	None	42% Williams Floor Center, Inc. 37% Williams Properties
✓ Anita James Orange City, FL	N/A	Secretary	AVP/ Corp. Secretary	N/A	0.00%	None	0%
<i>Herb</i> Herbert W. Clark Gainesville, FL	N/A	CFO	SVP/CFO	N/A	0.00%	None	N/A

Results: A list of branches for your BHC PINNACLE BANK HOLDINGS COMPANY, INC. (BRSEAD) of ORANGE CITY, FL. The data are as of 12/31/2010. Data reflects information that was received and processed through 01/07/2011.

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's 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)	2847142	PINNACLE BANK	1113 SAXON BLVD.	ORANGE CITY	FL	32763	VOLUSIA	UNITED STATES	61971		0	PINNACLE BANK	2847142
OK		Full Service	3106332	LONGWOOD BANKING CENTER	485 S. RONALD REAGAN BLVD	LONGWOOD	FL	32750	SEMINOLE	UNITED STATES	362980		1	PINNACLE BANK	2847142

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

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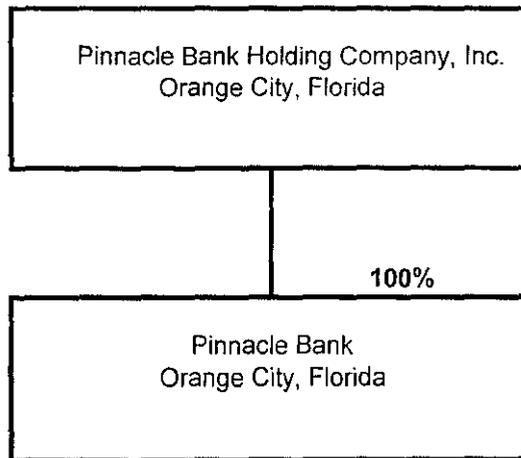
Received
4-20-12 (u)

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Pinnacle Bank Holding Company, Inc.
Orange City, Florida
Fiscal Year Ending December 31, 2011

Report Item:

- 1: The Bank holding company does not prepare an annual report for its shareholders.
Two copies of the audited financial statements will be forwarded as soon as practicable.
2. Organization Chart



Received
4-22-12
Cai

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Orange City, Florida
Fiscal Year Ending December 31, 2011**

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