

Revised

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, Dennis T Ward

Reporter's Name, Street, and Mailing Address

Pro Financial Holdings, Inc.

Name of the Holding Company Director and Official

Legal Title of Holding Company

CEO, President

536 N Monroe St

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.

Tallahassee FL 32315
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:

Thomas R Bailey CFO & EVP

Name Title

850-681-7761 - 211

Area Code / Phone Number / Extension

850-383-8328

Area Code / FAX Number

tbailey@theprobank.com

E-mail Address

Signature of Holding Company Director and Official

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

05/10/2013

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. _____

Does the reporter request confidential treatment for any portion of this submission?

Yes Please identify the report items to which this request applies:

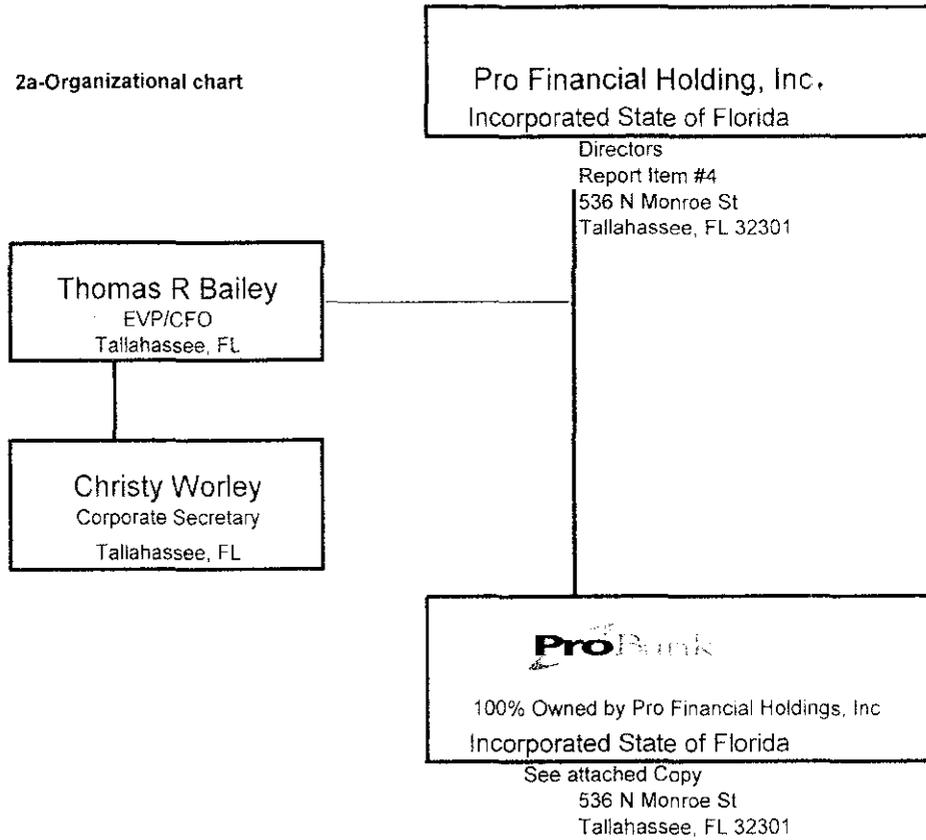
In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.

The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

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2a-Organizational chart



Results: A list of branches for your depository institution: PROBANK (ID_RSSD: 3596380).
 This depository institution is held by PRO FINANCIAL HOLDINGS, INC. (3596399) of TALLAHASSEE, FL.
 The data are as of 12/31/2012. 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 UNUM, 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)	3596380	PROBANK	536 NORTH MONROE STREET	TALLAHASSEE	FL	32301	LEON	UNITED STATES	455987	0	PROBANK	3596380	
OK		Full Service	3969331	KILLEARN LAKES PLAZA BRANCH	8110 KILLEARN LAKES PLAZA CIRCLE, SUITE 101	TALLAHASSEE	FL	32312	LEON	UNITED STATES	493868	2	PROBANK	3596380	
OK		Full Service	3828166	NORTHWOOD PLAZA BRANCH	1812 MARTIN LUTHER KING BLD	TALLAHASSEE	FL	32303	LEON	UNITED STATES	469479	1	PROBANK	3596380	

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Pro Financial Holdings, Inc
3.1 OWNERSHIP AS OF 12-31-12

NAME	CITY, STATE, COUNTRY, OF RESIDENCE	CITIZENSHIP	#OF SHARES	% COMMON STOCK OWNED
JT Burnette	Tallahassee, FL, USA	USA	802,500	7.19%
Kim Rivers	Tallahassee, FL, USA	USA	700,000	6.27%
John McNeill	Tallahassee, FL, USA	USA	700,000	6.27%
Chris Diamantis	Tallahassee, FL, USA	USA	846,198	7.59%

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3.2 Not Applicable

revised

4. Insiders

Pro Financial Holdings, Inc
AFFILIATION AND OWNERSHIP

Name	Affiliation with Holding Co	Affiliation with Subsidiary	Title/Position	Affiliations with Others	% of Ownership in Holding Co	% of Ownership in Subsidiary	% of Ownership in Other	City/State of Residence	Country of Citizenship
Bailey, Thomas	EVP/CFO	EVP/CFO	N/A	N/A	0.00%	0.00%	0.00%	Tallahassee, FL	USA
Diamantis, Christopher	Chairman	N/A	Financial Services/Chairman	Financial Gabor Agency			50%		
			Services/Managing Memb	Financial D&D Funding, LLC			41%		
			Services/Managing Memb	Financial D&D Funding II, LLC			50%		
			Services/Managing Memb	Financial The Decanter Group, LLC			25%		
			Services/Managing Memb	Investar Properties, LLC	7.59%	0.00%	33%	Tallahassee, FL	USA
Dougherty, Edward	Director	Director	Attorney/Vice President Member	Managing Iglar & Dougherty, PA			30%		
				Centre Pointe Investments, LLC	3.51%	0.00%	30%	Tallahassee, FL	USA
Winn, Stephen R	Director & Vice Chairman	Director	Owner of Realty Company of Realty Company	Owner Stephen R Winn Realty Corp			60%		
			Realty Company	Owner of Gadsden Fortress, LLC			50%		
			Realty Company	East Park Fortress, LLC	9.84%	0.00%	33.3%	Tallahassee, FL	USA
Worley, Christy	Corporate Secretary	EVP/COO	N/A	N/A	0.00%	0.00%	0.00%	Tallahassee, FL	USA

There are no persons who own 10% or more of Pro Financial Holdings, Inc one class of voting securities, but the Federal Reserve has made a preliminary finding that a group having the power to vote may exist and that issue is in process of being resolved between the Federal Reserve and the Shareholders who may constitute the group.