

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.

I, Robert T Ernest
Name of the Holding Company Director and Official
EVP/CFO
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.

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.

Signature of Holding Company Director and Official

03/26/2015

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 3596399
C.I. _____

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)

Reporter's Name, Street, and Mailing Address

Pro Financial Holdings Inc

Legal Title of Holding Company

536 N Monroe Street

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

Tallahassee FL 32301

City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Robert T Ernest EVP/CFO

Name Title

850-681-7761

Area Code / Phone Number / Extension

850-383-8328

Area Code / FAX Number

ternest@theprobank.com

E-mail Address

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

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

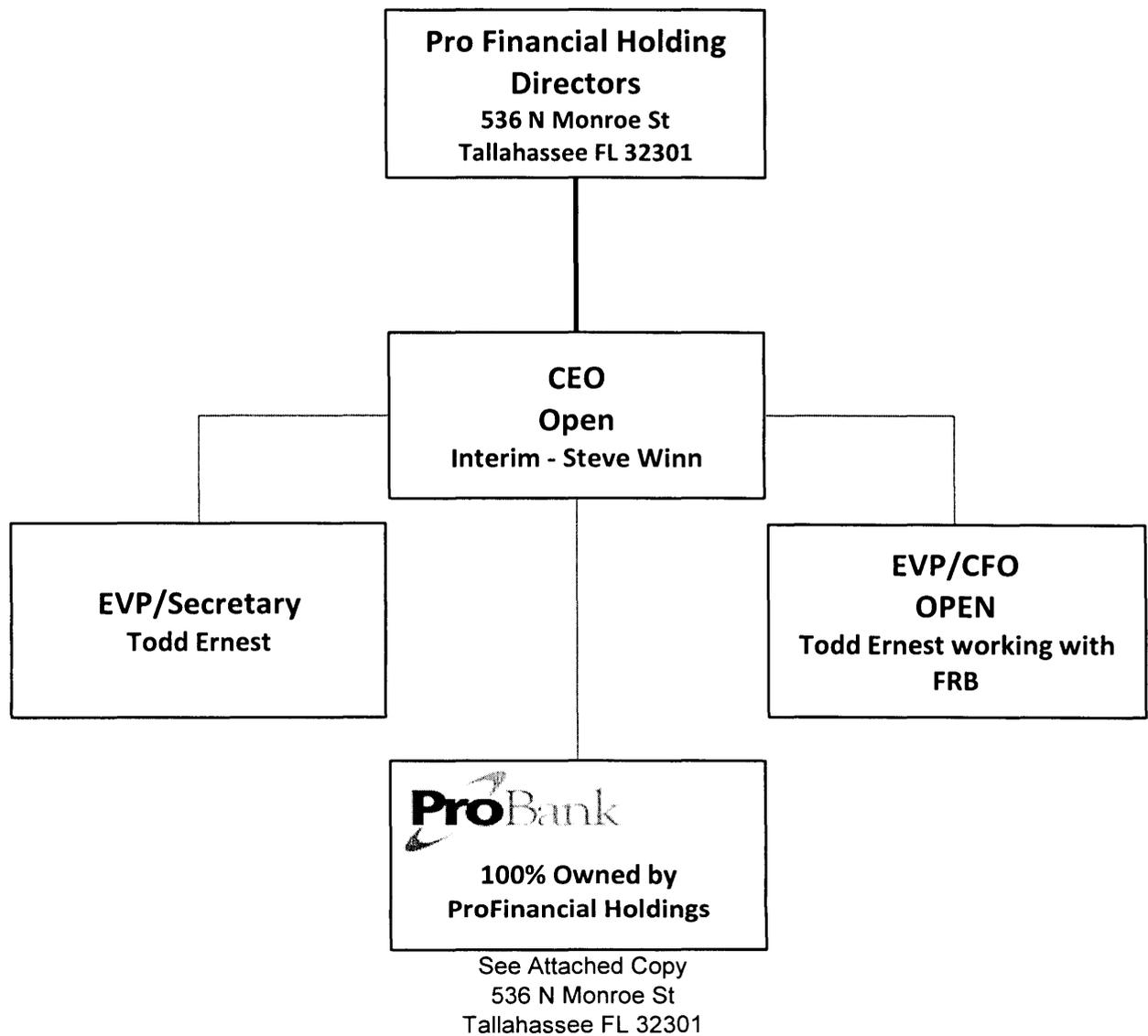
For Use By Tiered Holding Companies

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

<hr/> <p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical location (if different from mailing address)</p> <hr/>	<hr/> <p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical location (if different from mailing address)</p> <hr/>
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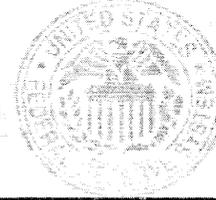
ProFinancial HOLDINGS, INC

31-Dec-14



Board of Governors of the Federal Reserve System

FR Y-6 Depository Institution Branch Data Verification



All Branches for Selected Holding Company

[Back To Head Office List](#)

[Back to Search Results](#)

A list of branches for your holding company: PRO FINANCIAL HOLDINGS, INC. (3596399) of TALLAHASSEE, FL.
The data are as of 12/31/2014.

Save a copy of this list by clicking the download button below. **When asked if you would like to open or save this file, choose the 'Save' button.** Make corrections to your saved copy and then send it to your FRB contact. See the detailed instructions (linked above) for more information.

 [Download List to Excel](#)

Institutions: 1 to 2 of 2

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*
Full Service (Head Office)	3596380	PROBANK	536 NORTH MONROE STREET	TALLAHASSEE	FL	32301	LEON	UNITED STATES	455987	0	PROBANK	3596380
Full Service	3828166	NORTHWOOD PLAZA BRANCH	1812 MARTIN LUTHER KING BLVD	TALLAHASSEE	FL	32303	LEON	UNITED STATES	469479	1	PROBANK	3596380

*FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

Pro Financial Holdings, Inc
3.1 OWNERSHIP AS OF 12-31-14

NAME	CITY, STATE, COUNTRY, OF RESIDENCE	CITIZENSHIP	#OF SHARES	% COMMON STOCK OWNED 5% or more
Steve Winn	Tallahassee, FL, USA	USA	1,124,293	10.08%
Ed Dougherty Jr	Tallahassee, FL, USA	USA	1,104,198	9.90%
Chris Diamantis	Tallahassee, FL, USA	USA	846,198	7.59%
JT Burnette	Tallahassee, FL, USA	USA	802,500	7.19%
Thomas Girardi	Tallahassee, FL, USA	USA	800,000	7.17%
Charles Koppelman	Tallahassee, FL, USA	USA	750,000	6.72%
Arthur Luxenburg	Tallahassee, FL, USA	USA	750,000	6.72%
Perry Weitz	Tallahassee, FL, USA	USA	720,000	6.72%

4. Insiders

PROFINACIAL HOLDINGS, INC
AFFILIATION AND OWNERSHIP

Name	Affiliation with Holding Co	Affiliation with ProBank	Title/Position	Affiliations with Others	%of Ownership in Holding Co	%of Ownership in Subsidiary	%of Ownership in Other	City/State	Country of Citizenship
Coleman, Sean J.	Director	N/A	N/A	N/A	1.79%	0.00%	0.00%	Atlanta, GA	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%	67%	Tallahassee, FL	USA
Dougherty, Edward	Director	N/A	President	Edward W Dougherty, JR P.A.			100%		
			Attorney/Vice President	Managing Iglar & Dougherty, PA			30%		
			Member	Centre Pointe Investments, LLC	9.90%	0.00%	30%	Tallahassee, FL	USA
Winn, Stephen R	Director & Vice Chairman	Director	Owner of Realty Company	Owner Stephen R Winn Realty Corp			60%		
			of Realty Company	Owner of Gadsden Fortress, LLC			50%		
			Realty Company	East Park Fortress, LLC	10.08%	0.00%	33.3%	Tallahassee, FL	USA
Ernest, Robert T	Corporate Secretary	EVP/CFO	N/A	N/A	0.00%	0.00%	0.00%	Tallahassee, FL	USA

There are no persons who own 10% or more of ProFinancials Holding's 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.