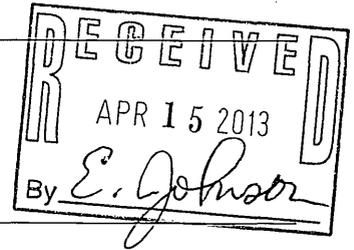


Board of Governors of the Federal Reserve System



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 be, 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, Roy Hellwege

Reporter's Name, Street, and Mailing Address

Pilot Bancshares, Inc

Legal Title of Holding Company

12471 West Linebaugh Avenue

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

Tampa

FL

33626

City

State

Zip Code

Name of the Holding Company Director and Official

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.

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:

Aaron Thompson

VP - Controller

Name

Title

813-349-4577

Area Code / Phone Number / Extension

813-349-4745

Area Code / FAX Number

athompson@pilotbank.com

E-mail Address

www.pilotbank.com

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

Signature of Holding Company Director and Official

Roy Hellwege

4-10-13

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 2345844

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."

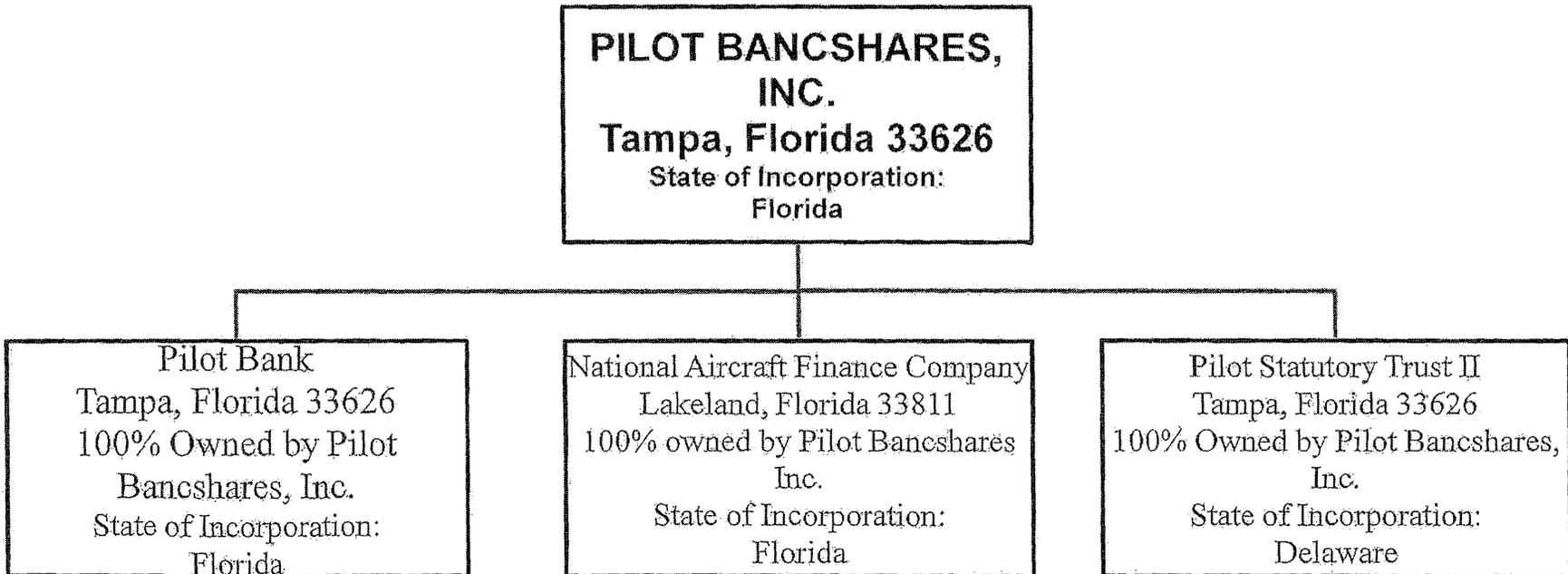
No

OP

Revised

PILOT BANCSHARES, INC.

Organization Chart
December 31, 2012



revised

PILOT BANCSHARES, INC.
ANNUAL REPORT OF BANK HOLDING COMPANIES - FR Y-6
as of December 31, 2012

Report Item 1a: Pilot Bancshares' 2012 Annual Report is not available and will be provided upon completion.

Report Item 2: Organization Chart attached

Organization Chart Supplements: Not applicable

Report Item 3: Shareholders

(1) Shareholders with five percent (5%) or greater of Pilot Bancshares, Inc. common stock:

<u>Name & Address</u>	<u>Citizenship</u>	<u># Shares / %</u>	<u>Vested Options</u>
Cede & Company New York, NY	U.S.	847,952/29.50%	
John W. Puffer, III Tampa, FL 33611	U.S.	308,552/10.73%	38,745/1.35%
Ann McKeel Ross Temple Terrace, FL 33617	U.S.	198,146/6.89%	11,048/0.38%
Goehring Family Partnership 1 LTD Jeanna Goehring DiNunzio Tampa, FL 33612-4630	U.S.	163,934/5.70%	11,130/0.39%

The vested options reported are not included in the #shares column.
All other major stockholders are on the Board of Directors and are reported under Report Item 4.

(2) None

Report Item 4: Directors and Officers

(4)(b) Not Applicable

revised

REPORT ITEM 4: DIRECTORS AND OFFICERS
PILOT BANCSHARES, INC.

<u>NAME & ADDRESS</u>	<u>OCCUPATION</u>	<u>POSITION</u>	<u>CONNECTION WITH SUBSIDIARY</u>	<u># SHARES/%</u>
John W. Puffer, III Tampa, FL 33611	Pilot Bancshares	President & Chairman	Chairman Pilot Bank & NAFCO	308,552 / 10.73% of Common Stock 38,745 Option on Common Stock
Ann M. Ross Temple Terrace, FL 33617	Retired Executive Performing Arts Cntr	Secretary & Director	Vice Chairman Pilot Bank	198,146 / 6.89% of Common Stock 11,048 Option on Common Stock
William O. DeWeese Tampa, FL 33624	Physician-Neurosurgery	Director	Vice Chairman and Director Pilot Bank	122,794 / 4.26% of Common Stock 10,994 Option on Common Stock
Alan D. Harvill Tampa, FL 33606	President & CEO Edwards Mfg, LTD	Director	Director-Pilot Bank	38,576 / 1.34% of Common Stock 11,048 Option on Common Stock
Robert E. Lewis Tampa, FL 33629	Corporate Attorney	Director	Director-Pilot Bank	28,902 / 1.00% of Common Stock 6,638 Option on Common Stock
Paul Tomasino Temple Terrace, FL 33617	President Tomasino and Associates	Director	Director-Pilot Bank	79,225 / 2.75% of Common Stock 10,994 Option on Common Stock

<u>Name</u>	<u>Other Business 3c</u>	<u>% Ownership 4c</u>
John W. Puffer	President - Airjack Development Corporation Member - Fowler Store, L.C. President of General Partner - Caloosahatchee Associates, Ltd. Partner -Shackleford Farrior Investment Partnership Partner of General Partner of Member - MacDill Ave. Properties, L.C. Partner - Palma Ceia Development Partnership	45% Airjack Development Corp 17% Fowler Store, L.C. 30% Caloosahatchee Associates, Ltd 3.5% Shackleford Eurier Investment 15% MacDill Avenue Properties, L.C. 25% Palma Ceia Development Partnership
Ann McKeel Ross	Member - Fowler Store, L.C.	23% Fowler Store, L.C.
William DeWeese	Member - Fowler Store, L.C.	12% Fowler Store, L.C.
Paul Tomasino	President - Tomasino & Associates, Inc. Senior Managing Principal/Tampa - IBI Group, Inc.	93% Tomasino & Associates, Inc.
Alan D. Harvill	President & CEO - Edwards Manufacturing Ltd	20% Edwards Manufacturing Ltd 40% Harvill Groves
Robert E. Lewis	Corporate Attorney - Masonite	N/A
Roy Hellwege	N/A	N/A
Kevin Buckland	N/A	N/A
Chris Willman	President - TW Investments of Tampa Bay Inc Managing Member - TW Enterprises LLC Member - ERC Hillsborough Ave. LLC Member - ERC Hyde Park LLC	50% TW Investments of Tampa Bay Inc 50% TW Enterprises LLC 20% ERC Hillsborough Ave. LLC 10% ERC Hyde Park LLC
Randy Friskney	N/A	N/A