

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, 2013

Month / Day / Year

I, **Stan McClelland**

Reporter's Name, Street, and Mailing Address

Pilot Bancshares, Inc.

Name of the Holding Company Director and Official

Legal Title of Holding Company

Treasurer

12471 West Linebaugh Avenue

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.

Tampa

FL

33626

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:

Aaron Thompson

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

Stan McClelland
3/31/2014

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

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.

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)

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City State Zip Code

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Legal Title of Subsidiary Holding Company

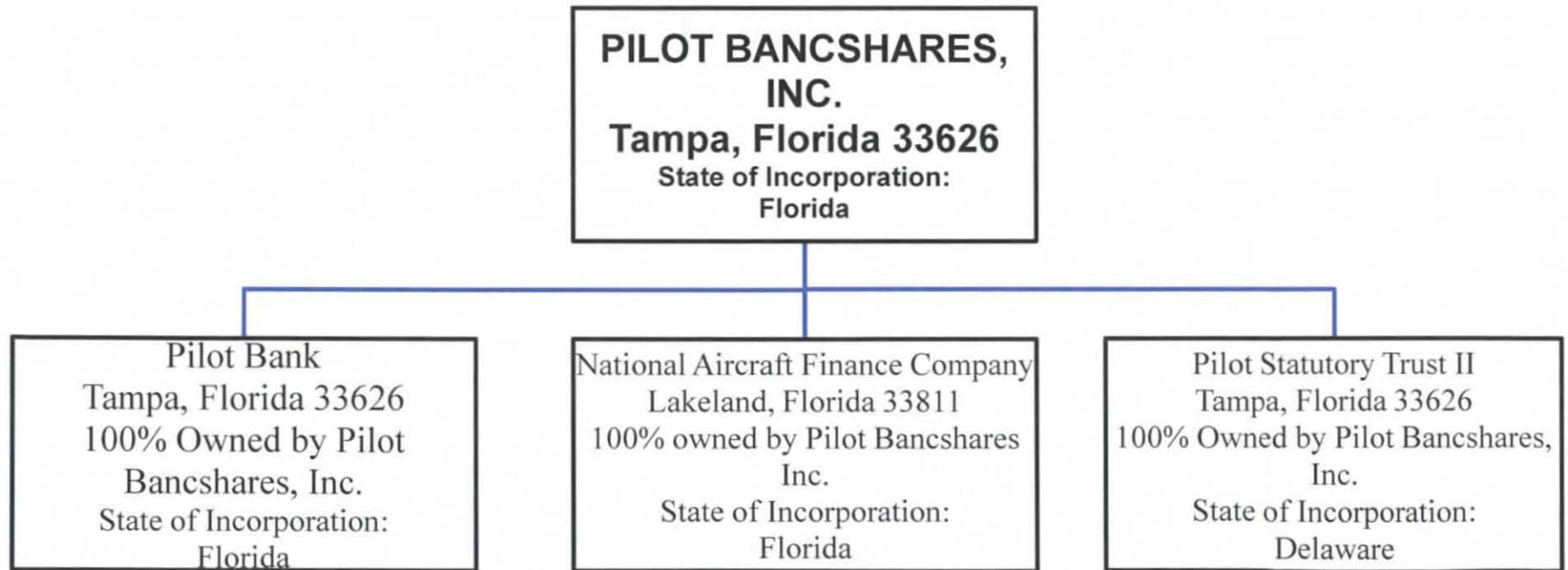
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City State Zip Code

Physical location (if different from mailing address)

PILOT BANCSHARES, INC.

Organization Chart
December 31, 2013



Results: A list of branches for your depository institution: PILOT BANK (ID: R55D: 318835).
 This depository institution is held by PILOT BANCSHARES, INC. (2345814), of TAMPA, FL.
 The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

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)	318835	PILOT BANK	12471 WEST LINEBAUGH AVENUE	TAMPA	FL	33626	HILLSBOROUGH	UNITED STATES	38557		0	PILOT BANK	318835
OK		Full Service	3582486	LAKELAND BRANCH	439 SOUTH FLORIDA AVENUE	LAKELAND	FL	33801	POLK	UNITED STATES	467229		6	PILOT BANK	318835
OK		Full Service	2619255	NEW TAMPA OFFICE	17635 BRUCE B DOWNS BOULEVARD	TAMPA	FL	33647	HILLSBOROUGH	UNITED STATES	260696		2	PILOT BANK	318835
OK		Full Service	3135891	SOUTH TAMPA OFFICE	3415 W. BAY TO BAY BOULEVARD	TAMPA	FL	33629	HILLSBOROUGH	UNITED STATES	422316		3	PILOT BANK	318835
OK		Full Service	506137	TERRACE OFFICE	5140 EAST FOWLER AVENUE	TAMPA	FL	33617	HILLSBOROUGH	UNITED STATES	Not Required	Not Required		PILOT BANK	318835

PILOT BANCSHARES, INC.
ANNUAL REPORT OF BANK HOLDING COMPANIES - FRY-6
as of December 31, 2013

Report Item 1a: Pilot Bancshares' 2013 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.	930,652/21.73%	
John W. Puffer, III Tampa, FL	U.S.	408,522/9.54%	37,558/0.88%
Ann McKeel Ross Temple Terrace, FL	U.S.	228,146/5.33%	12,048/0.28%
Ignacio A Ferras III Tampa, FL	U.S.	243,334/5.68%	
George L Southworth Tampa, FL	U.S.	320,000/7.47%	

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

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	Pilot Bancshares	Chairman	Chairman Pilot Bank & NAFCO	408,522 / 9.54% of Common Stock 37,558 Option on Common Stock
Ann M. Ross Temple Terrace, FL	Retired Executive Performing Arts Cntr	Secretary & Director	Vice Chairman Pilot Bank	228,146 / 5.33% of Common Stock 12,048 Option on Common Stock
William O. DeWeese Tampa, FL	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	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	Corporate Attorney	Director	Director-Pilot Bank	28,902 / 1.00% of Common Stock 6,638 Option on Common Stock
Paul Tomasino Temple Terrace, FL	President Tomasino and Associates	Director	Director-Pilot Bank	79,225 / 2.75% of Common Stock 10,994 Option on Common Stock
Roy N. Hellwege Safety Harbor, FL	President & CEO Pilot Bank	Director	President & CEO Pilot Bank	8,000 / 0.19% of Common Stock 42,667 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.
Alan D. Harvill	President & CEO - Edwards Manufacturing Ltd	20% Edwards Manufacturing Ltd 40% Harvill Groves
Robert E. Lewis	Corporate Attorney - Masonite	N/A