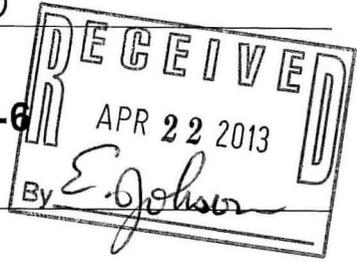


Board of Governors of the Federal Reserve System

345 8040



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):

12/31/12

Month / Day / Year

I, David L. Bridgeman

Reporter's Name, Street, and Mailing Address

Pinnacle Bank Holding Company, Inc.

Name of the Holding Company Director and Official

President/CEO

Legal Title of Holding Company  
1113 Saxon Blvd.

Title of the Holding Company Director and Official

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

Orange City FL 32763

I 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.

City State Zip Code

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:

Randy Graber SVP/Controller

Name Title

386-774-2001 ext. 150

Area Code / Phone Number / Extension

386-774-1437

Area Code / FAX Number

rgrab@pinnaclebank-fl.com

E-mail Address

N/A

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

*David L. Bridgeman*  
 Signature of Holding Company Director and Official  
 4/19/2013

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.

3458040

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

**ANNUAL REPORT OF BANK HOLDING COMPANIES – FR Y-6**

**DECEMBER 31, 2012**

**Report Item 1: Annual Report to Shareholders**

At the time of submission of this report the Bank's audited financial statements for fiscal year ending December 31, 2012, is not complete and therefore not available for submission as of this date. We will forward two copies of the final, completed annual report to the Federal Reserve Bank as soon as practicable.

*revised*

**Form FR Y-6**

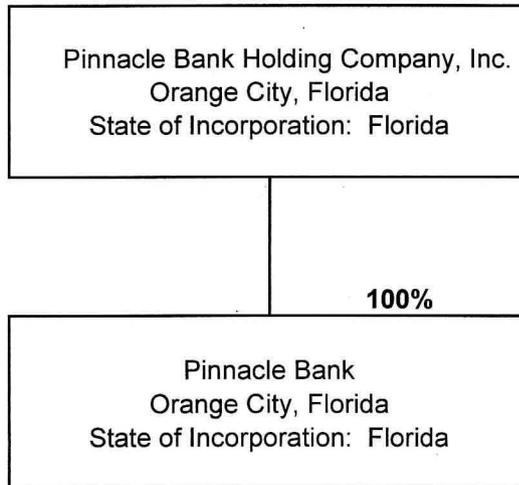
**Pinnacle Bank Holding Company, Inc.  
Orange City, Florida  
Fiscal Year Ending December 31, 2012**

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



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**

**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*
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	362580	1	PINNACLE BANK	2847142

**Form FR Y- 6**  
**Legal Title of Bank Holding Company**  
**Fiscal Year Ending December 31, 2012**

**Report Item 3: Shareholders**

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

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**Current Shareholders with ownership , control or holdings of 5% or more  
with power to vote as of fiscal year ending December 31, 2012**

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

**Form FR Y- 6**  
**Legal Title of Bank Holding Company**  
**Fiscal Year Ending December 31, 2012**

**Report Item 3: Shareholders**

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

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**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, 2012**

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

Form FR Y- 6

Legal Title of Bank Holding Company

Fiscal Year Ending December 31, 2012

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

Form FR Y- 6  
 Legal Title of Bank Holding Company  
 Fiscal Year Ending December 31, 2012

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

Report Item 4: Insiders (Page 2)							(4)(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	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%
Herbert W. Clark Gainesville, FL	N/A	CFO	SVP/CFO	N/A	0.00%	None	N/A