

APR 01 RECD

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):

I, N. Dale Kaper

**December 31, 2013**  
Month / Day / Year

Name of the Holding Company Director and Official  
**Manager/Member**

Reporter's Name, Street, and Mailing Address  
**Smith Associates Bank Fund Management LLC**

Title of the Holding Company Director and Official

Legal Title of Holding Company

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.

**106 East 8th Street**

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

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.

**Holland MI 49423**

City State Zip Code

*[Signature]*

Physical location (if different from mailing address)

Signature of Holding Company Director and Official  
**03/25/2014**

Person to whom questions about this report should be directed:

Date of Signature

**N. Dale Kaper** **Manager/Member**

Name Title

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

**616-396-0119**

Area Code / Phone Number / Extension

For Federal Reserve Bank Use Only  
RSSD ID 3467293  
C.I. \_\_\_\_\_

**616-396-2381**

Area Code / FAX Number

**dkaper@smithbankfund.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

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

## 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.

Smith Associates Florida Banking Fund LLC  
 Legal Title of Subsidiary Holding Company

400 North Federal Highway  
 (Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

Pompano Beach FL 33062  
 City State Zip Code

Physical location (if different from mailing address)

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)

Smith Associates Florida Banking Fund II LLC  
 Legal Title of Subsidiary Holding Company

400 North Federal Highway  
 (Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

Pompano Beach FL 33062  
 City State Zip Code

Physical location (if different from mailing address)

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)

Florida Shores Bancorp Inc  
 Legal Title of Subsidiary Holding Company

400 North Federal Highway  
 (Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

Pompano Beach FL 33062  
 City State Zip Code

Physical location (if different from mailing address)

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)

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)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

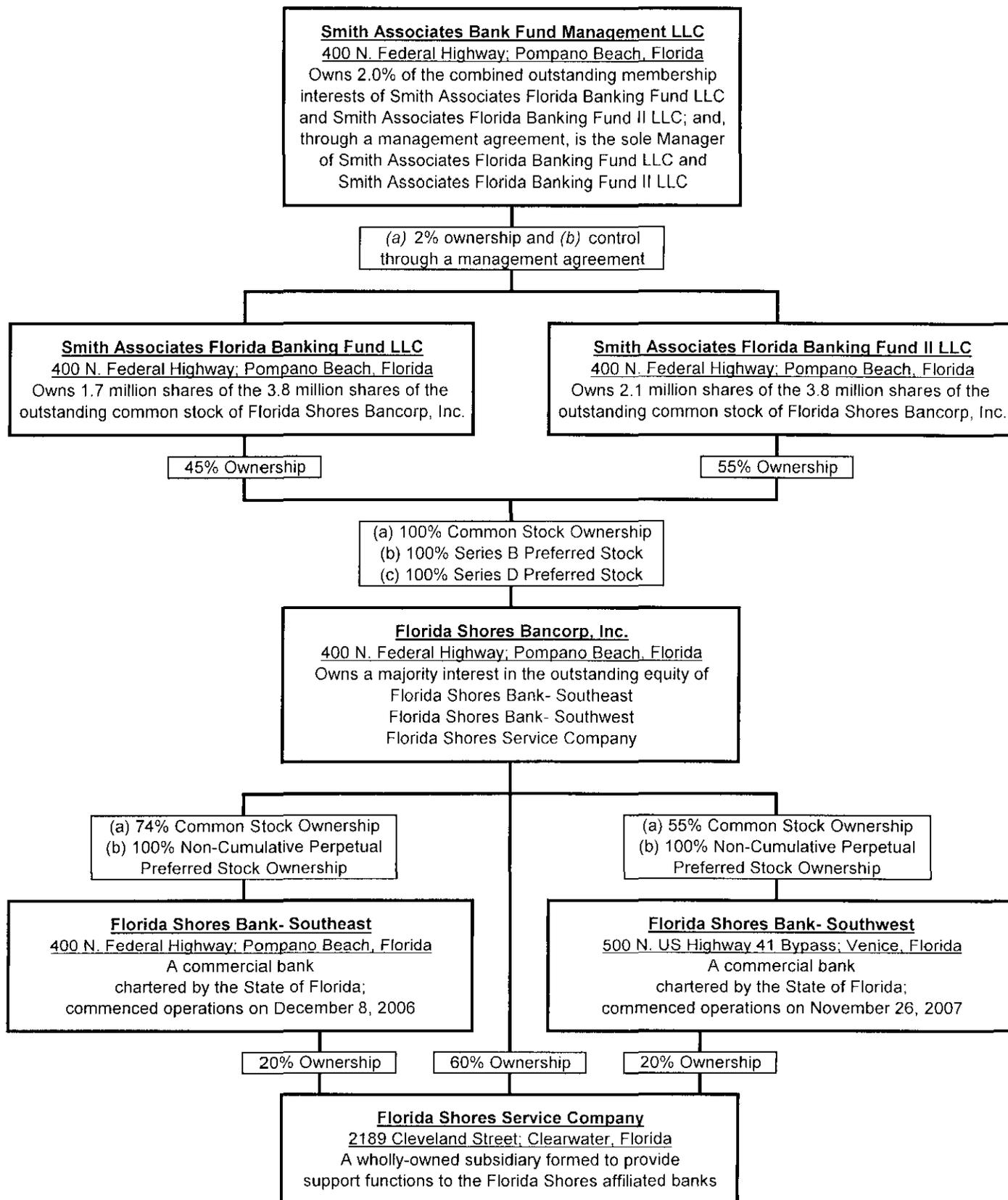
Physical location (if different from mailing address)

**Smith Associates Bank Fund Management LLC**

Year Ended December 31, 2013

ON 1/15/2014, FLORIDA SHORES BANCORP INC AND ITS SUBSIDIARIES WERE SOLD TO STONEGATE BANK

**Report Item 2a: Organization Chart**



NOTE- Each entity is incorporated in the State of Florida

FORM FR Y-6  
Smith Associates Bank Fund Management LLC  
Year Ended December 31, 2013

Report Item 2b: Domestic Branch Listing

Submitted early via email on March 18, 2014

Top Holder: 3467293 - Smith Associates Bank Fund Management LLC.

**Results:** A list of branches for your depository institution: FLORIDA SHORES BANK - SOUTHEAST (ID\_RSSD: 3467266).

This depository institution is held by FLORIDA SHORES BANCORP, INC. (3467275) of POMPANO BEACH, 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)	3467266	FLORIDA SHORES BANK - SOUTHEAST	400 NORTH FEDERAL HIGHWAY	POMPANO BEACH	FL	33062	BROWARD	UNITED STATES	446229	0	FLORIDA SHORES BANK - SOUTHEAST	3467266	
OK		Full Service	3437063	BOCA RATON BRANCH	1801 SOUTH FEDERAL HIGHWAY	BOCA RATON	FL	33432	PALM BEACH	UNITED STATES	450594	3	FLORIDA SHORES BANK - SOUTHEAST	3467266	
OK		Full Service	3643060	FORT LAUDERDALE BRANCH	200 EAST BROWARD BOULEVARD, SUITE 120	FORT LAUDERDALE	FL	33301	BROWARD	UNITED STATES	467052	4	FLORIDA SHORES BANK - SOUTHEAST	3467266	

Top Holder: 3467293- Smith Associates Bank Fund Management LLC.

Results: A list of branches for your depository institution: FLORIDA SHORES BANK-SOUTHWEST (ID\_RSSD: 3632448).

This depository institution is held by SMITH ASSOCIATES FLORIDA BANKING FUND LLC (3467284) of POMPANO BEACH, 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**

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)	3632448	FLORIDA SHORES BANK-SOUTHWEST	500 N. U.S. HIGHWAY 41 BYPASS	VENICE	FL	34285	SARASOTA	UNITED STATES	458393	0	FLORIDA SHORES BANK-SOUTHWEST	3632448	
OK		Full Service	4053826	ENGLEWOOD BRANCH	1450 PLACIDA ROAD	ENGLEWOOD	FL	34223	CHARLOTTE	UNITED STATES	479366	1	FLORIDA SHORES BANK-SOUTHWEST	3632448	
OK		Full Service	4053817	FORT MYERS BRANCH	12995 SOUTH CLEVELAND AVENUE	FORT MYERS	FL	33907	LEE	UNITED STATES	479927	2	FLORIDA SHORES BANK-SOUTHWEST	3632448	
OK		Full Service	4468475	DOWNTOWN SARASOTA BRANCH	1680 FRUITVILLE ROAD	SARASOTA	FL	34236	SARASOTA	UNITED STATES	Not Required	Not Required	FLORIDA SHORES BANK-SOUTHWEST	3632448	

**FORM FR Y-6**  
**Smith Associates Bank Fund Management LLC**  
**Year Ended December 31, 2013**

**Report Item 3: Securities Holders**

**(1) Record holders with ownership, control, or holdings with power to vote, 5% or more of any class of voting securities of the bank holding company as of the end of the fiscal year end.**

<b><u>Unitholder Name and Address</u></b>	<b><u>Country of Citizenship or Country of Incorporation</u></b>	<b><u>Ownership Percentage</u></b>
Benj. A. Smith III Holland, MI	USA	66.67%
N. Dale Kaper Grand Rapids, MI	USA	33.33%

**(2) Record holders not listed above that owned or controlled 5% or more of any class of voting securities in the bank holding company during the fiscal year.**

<b><u>Name and Address</u></b>	<b><u>Country of Citizenship or Country of Incorporation</u></b>	<b><u>Ownership Percentage</u></b>
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None

**FORM FR Y-6**  
**Smith Associates Florida Banking Fund LLC**  
**Year Ended December 31, 2013**

**Report Item 3: Securities Holders**

**(1) Record holders with ownership, control, or holdings with power to vote, 5% or more of any class of voting securities of the bank holding company as of the end of the fiscal year end.**

<b><u>Name and Address</u></b>	<b><u>Country of Citizenship or Country of Incorporation</u></b>	<b><u>Ownership Percentage</u></b>
Smith Associates Bank Fund Management LLC Pompano Beach, Florida	USA	2.0% <sup>1</sup>

Under the terms of a Management Agreement, Smith Associates Bank Fund Management LLC is the Managing Member of Smith Associates Florida Banking Fund LLC and has voting control

**(2) Record holders not listed above that owned or controlled 5% or more of any class of voting securities in the bank holding company during the fiscal year.**

<b><u>Name and Address</u></b>	<b><u>Country of Citizenship or Country of Incorporation</u></b>	<b><u>Ownership Percentage</u></b>
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None

<sup>1</sup> Smith Associates Florida Banking Fund LLC ("Fund") was organized as an investment vehicle to hold 100% of the stock of the operating bank holding company, Florida Shores Bancorp, Inc. ("Bancorp"). Effective September 30, 2010, the Fund was split into two investment vehicles. The second investment vehicle is called Smith Associates Florida Banking Fund II LLC ("Fund II").

The Manager of each of Fund and Fund II is Smith Associates Bank Fund Management LLC ("Fund Manager"), the top-tier bank holding company. There is an Amended and Restated Management Agreement among Fund, Fund II, and Fund Manager pursuant to which Fund Manager manages both Fund and Fund II. That management agreement expressly states the intent that Fund and Fund II are to be operated as a single entity to the maximum extent possible and obligates Fund Manager to manage both entities consistent with this intent.

Moreover, there is only one class of voting securities for both Fund and Fund II. Although most management decisions for each entity are made by Fund Manager, if there is any matter that requires the vote of the owners of either Fund or Fund II, the owners of both entities generally vote together as a single class.

As a result of the foregoing, for purposes of reporting ownership of Fund and Fund II in this FR Y-6, the ownership of the entities is reported on a combined basis.

**FORM FR Y-6**  
**Smith Associates Florida Banking Fund II LLC**  
**Year Ended December 31, 2013**

**Report Item 3: Securities Holders**

**(1) Record holders with ownership, control, or holdings with power to vote, 5% or more of any class of voting securities of the bank holding company as of the end of the fiscal year end.**

<u>Name and Address</u>	<u>Country of Citizenship or Country of Incorporation</u>	<u>Ownership Percentage</u>
Smith Associates Bank Fund Management LLC Pompano Beach, Florida	USA	2.0% <sup>1</sup>
A-G Capital LLC Holland, Michigan	USA	9.3% <sup>1</sup>
John W. Spoelhof IRA Holland, Michigan	USA	5.6% <sup>1</sup>

**(2) Record holders not listed above that owned or controlled 5% or more of any class of voting securities in the bank holding company during the fiscal year.**

<u>Name and Address</u>	<u>Country of Citizenship or Country of Incorporation</u>	<u>Ownership Percentage</u>
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<sup>1</sup> Smith Associates Florida Banking Fund LLC ("Fund") was organized as an investment vehicle to hold 100% of the stock of the operating bank holding company, Florida Shores Bancorp, Inc. ("Bancorp"). Effective September 30, 2010, the Fund was split into two investment vehicles. The second investment vehicle is called Smith Associates Florida Banking Fund II LLC ("Fund II").

The Manager of each of Fund and Fund II is Smith Associates Bank Fund Management LLC ("Fund Manager"), the top-tier bank holding company. There is an Amended and Restated Management Agreement among Fund, Fund II, and Fund Manager pursuant to which Fund Manager manages both Fund and Fund II. That management agreement expressly states the intent that Fund and Fund II are to be operated as a single entity to the maximum extent possible and obligates Fund Manager to manage both entities consistent with this intent.

Moreover, there is only one class of voting securities for both Fund and Fund II. Although most management decisions for each entity are made by Fund Manager, if there is any matter that requires the vote of the owners of either Fund or Fund II, the owners of both entities generally vote together as a single class.

As a result of the foregoing, for purposes of reporting ownership of Fund and Fund II in this FR Y-6, the ownership of the entities is reported on a combined basis.

FORM FR Y-6  
Florida Shores Bancorp Inc  
Year Ended December 31, 2013

**Report Item 3: Securities Holders**

**(1) Record holders with ownership, control, or holdings with power to vote, 5% or more of any class of voting securities of the bank holding company as of the end of the fiscal year end.**

<u>Name and Address</u>	<u>Country of Citizenship or Country of Incorporation</u>	<u>Ownership Percentage</u>
Smith Associates Florida Banking Fund LLC Pompano Beach, Florida, and Smith Associates Florida Banking II Fund LLC Pompano Beach, Florida	USA	100% <sup>1</sup>

**(2) Record holders not listed above that owned or controlled 5% or more of any class of voting securities in the bank holding company during the fiscal year.**

<u>Name and Address</u>	<u>Country of Citizenship or Country of Incorporation</u>	<u>Ownership Percentage</u>
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None

<sup>1</sup> Smith Associates Florida Banking Fund LLC ("Fund") was organized as an investment vehicle to hold 100% of the stock of the operating bank holding company, Florida Shores Bancorp, Inc. ("Bancorp"). Effective September 30, 2010, the Fund was split into two investment vehicles. The second investment vehicle is called Smith Associates Florida Banking Fund II LLC ("Fund II").

The Manager of each of Fund and Fund II is Smith Associates Bank Fund Management LLC ("Fund Manager"), the top-tier bank holding company. There is an Amended and Restated Management Agreement among Fund, Fund II, and Fund Manager pursuant to which Fund Manager manages both Fund and Fund II. That management agreement expressly states the intent that Fund and Fund II are to be operated as a single entity to the maximum extent possible and obligates Fund Manager to manage both entities consistent with this intent.

Moreover, there is only one class of voting securities for both Fund and Fund II. Although most management decisions for each entity are made by Fund Manager, if there is any matter that requires the vote of the owners of either Fund or Fund II, the owners of both entities generally vote together as a single class.

As a result of the foregoing, for purposes of reporting ownership of Fund and Fund II in this FR Y-6, the ownership of the entities is reported on a combined basis.

**FORM FR Y-6**  
**Smith Associates Bank Fund Management LLC**  
**Year Ended December 31, 2013**

**Report Item 4: Insiders**

**(1) Name and Address**

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Benj. A. Smith III Holland, Michigan	N. Dale Kaper Grand Rapids, Michigan
---	---

**(2) Principal Occupation (if other than bank holding company)**

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N/A	N/A
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**(3) Title or Position**

**(a) Bank holding company**

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Manager	Manager
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**(b) Subsidiaries**

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Director, Chairman and CEO Florida Shores Bancorp, Inc.	Director, President and CFO Florida Shores Bancorp, Inc.
Director Florida Shores Bank- Southeast	Director Florida Shores Bank- Southeast
Director Florida Shores Bank- Southwest	Director Florida Shores Bank- Southwest
Director Florida Shores Service Company	Director Florida Shores Service Company

**(c) Other businesses**

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Managing Member Smith Associates LLC	Member Peach Grove Villas LLC
Partner Centennial Partners	
Member Pompano One LLC Smith Florida Estate LLC Smith & Associates Financial Fund Smith Aircraft LLC	

FORM FR Y-6  
**Smith Associates Bank Fund Management LLC**  
Year Ended December 31, 2013

**Report Item 4: Insiders**

**(4) Percentage of Voting Shares/Units**

**(a) Bank holding company**

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66.67%	33.33%
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**(b) Subsidiaries**

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3.4%- Smith Associates Florida Banking Fund LLC and Smith Associates Florida Banking Fund II LLC	0.5%- Smith Associates Florida Banking Fund LLC and Smith Associates Florida Banking Fund II LLC
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Through a Management Agreement, Smith Associates Bank Fund Management  
is the Manager of Smith Associates Florida Banking Fund  
and Smith Associates Florida Banking Fund II

None- Florida Shores Bancorp Inc	None- Florida Shores Bancorp Inc
None- Florida Shores Bank- Southeast	None- Florida Shores Bank- Southeast
None- Florida Shores Bank- Southwest	None- Florida Shores Bank- Southwest
None- Florida Shores Service Company	None- Florida Shores Service Company

**(c) Other companies**

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100%- Smith Associates LLC

50.0%- Pompano One LLC

50.0%- Smith Florida Estate LLC

100%- Smith Aircraft LLC

**FORM FR Y-6**  
**Smith Associates Florida Banking Fund LLC**  
**Year Ended December 31, 2013**

**Report Item 4: Insiders**

**(1) Name and Address**

---

Benj. A. Smith III  
Holland, Michigan

N. Dale Kaper  
Grand Rapids, Michigan

*Smith Associates Bank Fund Management LLC (top-tier bank holding company) is the sole Manager of this bank holding company*

**(2) Principal Occupation (if other than bank holding company)**

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Manager  
Smith Associates Bank Fund Management LLC

Manager  
Smith Associates Bank Fund Management LLC

**(3) Title or Position**

**(a) Bank holding company**

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Manager of Manager (Smith Associates  
Bank Fund Management LLC)

Manager of Manager (Smith Associates  
Bank Fund Management LLC)

**(b) Subsidiaries**

---

Director, Chairman, and CEO  
Florida Shores Bancorp Inc

Director, President and CFO  
Florida Shores Bancorp Inc

Director  
Florida Shores Bank- Southeast

Director  
Florida Shores Bank- Southeast

Director  
Florida Shores Bank- Southwest

Director  
Florida Shores Bank- Southwest

Director  
Florida Shores Service Company

Director  
Florida Shores Service Company

**(c) Other businesses**

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Managing Member  
Smith Associates LLC

Member  
Peach Grove Villas LLC

Partner  
Centennial Partners

Member  
Pompano One LLC  
Smith Florida Estate LLC  
Smith & Associates Financial Fund  
Smith Aircraft LLC

**FORM FR Y-6**  
**Smith Associates Florida Banking Fund LLC**  
**Year Ended December 31, 2013**

**Report Item 4: Insiders**

**(4) Percentage of Voting Shares/Units**

**(a) Bank holding company**

3.4% <sup>1</sup>	0.5% <sup>1</sup>
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**(b) Subsidiaries**

None- Florida Shores Bancorp, Inc.	None- Florida Shores Bancorp, Inc.
None- Florida Shores Bank- Southeast	None- Florida Shores Bank- Southeast
None- Florida Shores Bank- Southwest	None- Florida Shores Bank- Southwest
None- Florida Shores Service Company	None- Florida Shores Service Company

**(c) Other companies**

100%- Smith Associates LLC	N/A- Peach Grove Villas LLC
N/A- Centennial Partners	
50.0%- Pompano One LLC	
50.0%- Smith Florida Estate LLC	
100%- Smith Aircraft LLC	

<sup>1</sup> Smith Associates Florida Banking Fund LLC ("Fund") was organized as an investment vehicle to hold 100% of the stock of the operating bank holding company, Florida Shores Bancorp, Inc. ("Bancorp"). Effective September 30, 2010, the Fund was split into two investment vehicles. The second investment vehicle is called Smith Associates Florida Banking Fund II LLC ("Fund II").

The Manager of each of Fund and Fund II is Smith Associates Bank Fund Management LLC ("Fund Manager"), the top-tier bank holding company. There is an Amended and Restated Management Agreement among Fund, Fund II, and Fund Manager pursuant to which Fund Manager manages both Fund and Fund II. That management agreement expressly states the intent that Fund and Fund II are to be operated as a single entity to the maximum extent possible and obligates Fund Manager to manage both entities consistent with this intent.

Moreover, there is only one class of voting securities for both Fund and Fund II. Although most management decisions for each entity are made by Fund Manager, if there is any matter that requires the vote of the owners of either Fund or Fund II, the owners of both entities generally vote together as a single class.

As a result of the foregoing, for purposes of reporting ownership of Fund and Fund II in this FR Y-6, the ownership of the entities is reported on a combined basis.

FORM FR Y-6  
**Smith Associates Florida Banking Fund II LLC**  
 Year Ended December 31, 2013

**Report Item 4: Insiders**

**(1) Name and Address**

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Benj. A. Smith III Holland, Michigan	N. Dale Kaper Grand Rapids, Michigan
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*Smith Associates Bank Fund Management LLC (top-tier bank holding company) is the sole Manager of this bank holding company*

**(2) Principal Occupation (if other than bank holding company)**

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Manager Smith Associates Bank Fund Management LLC	Manager Smith Associates Bank Fund Management LLC
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**(3) Title or Position**

**(a) Bank holding company**

---

Manager of Manager (Smith Associates Bank Fund Management LLC)	Manager of Manager (Smith Associates Bank Fund Management LLC)
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**(b) Subsidiaries**

---

Director, Chairman, and CEO Florida Shores Bancorp Inc	Director, President and CFO Florida Shores Bancorp Inc
Director Florida Shores Bank- Southeast	Director Florida Shores Bank- Southeast
Director Florida Shores Bank- Southwest	Director Florida Shores Bank- Southwest
Director Florida Shores Service Company	Director Florida Shores Service Company

**(c) Other businesses**

---

Managing Member Smith Associates LLC	Member Peach Grove Villas LLC
Partner Centennial Partners	
Member Pompano One LLC Smith Florida Estate LLC Smith & Associates Financial Fund Smith Aircraft LLC	

FORM FR Y-6  
Smith Associates Florida Banking Fund II LLC  
 Year Ended December 31, 2013

**Report Item 4: Insiders**

**(4) Percentage of Voting Shares/Units**

**(a) Bank holding company**

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3.4% <sup>1</sup>	0.5% <sup>1</sup>
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**(b) Subsidiaries**

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None- Florida Shores Bancorp, Inc.	None- Florida Shores Bancorp, Inc.
None- Florida Shores Bank- Southeast	None- Florida Shores Bank- Southeast
None- Florida Shores Bank- Southwest	None- Florida Shores Bank- Southwest
None- Florida Shores Service Company	None- Florida Shores Service Company

**(c) Other companies**

---

100%- Smith Associates LLC

50.0%- Pompano One LLC

50.0%- Smith Florida Estate LLC

100%- Smith Aircraft LLC

<sup>1</sup> Smith Associates Florida Banking Fund LLC ("Fund") was organized as an investment vehicle to hold 100% of the stock of the operating bank holding company, Florida Shores Bancorp, Inc. ("Bancorp"). Effective September 30, 2010, the Fund was split into two investment vehicles. The second investment vehicle is called Smith Associates Florida Banking Fund II LLC ("Fund II").

The Manager of each of Fund and Fund II is Smith Associates Bank Fund Management LLC ("Fund Manager"), the top-tier bank holding company. There is an Amended and Restated Management Agreement among Fund, Fund II, and Fund Manager pursuant to which Fund Manager manages both Fund and Fund II. That management agreement expressly states the intent that Fund and Fund II are to be operated as a single entity to the maximum extent possible and obligates Fund Manager to manage both entities consistent with this intent.

Moreover, there is only one class of voting securities for both Fund and Fund II. Although most management decisions for each entity are made by Fund Manager, if there is any matter that requires the vote of the owners of either Fund or Fund II, the owners of both entities generally vote together as a single class.

As a result of the foregoing, for purposes of reporting ownership of Fund and Fund II in this FR Y-6, the ownership of the entities is reported on a combined basis.

FORM FR Y-6  
**Florida Shores Bancorp, Inc.**  
Year Ended December 31, 2013

**Report Item 4: Insiders**

**(1) Name and Address**

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Benj. A. Smith III Holland, Michigan	N. Dale Kaper Grand Rapids, Michigan
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*Smith Associates Florida Banking Fund LLC and Smith Associates Florida Banking Fund II LLC collectively own 100% of this bank holding company. They are managed by Smith Associates Bank Fund Management LLC (the top-tier bank holding company).*

**(2) Principal Occupation (if other than bank holding company)**

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Manager Smith Associates Bank Fund Management LLC	Manager Smith Associates Bank Fund Management LLC
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**(3) Title or Position**

**(a) Bank holding company**

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Director, Chairman, and CEO	Director, President and CFO
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**(b) Subsidiaries**

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Director Florida Shores Bank- Southeast	Director Florida Shores Bank- Southeast
Director Florida Shores Bank- Southwest	Director Florida Shores Bank- Southwest
Director Florida Shores Service Company	Director Florida Shores Service Company

**(c) Other businesses**

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Managing Member Smith Associates LLC	Member Peach Grove Villas LLC
Partner Centennial Partners	
Member Pompano One LLC Smith Florida Estate LLC Smith & Associates Financial Fund Smith Aircraft LLC	

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Florida Shores Bancorp, Inc.  
Year Ended December 31, 2013

**Report Item 4: Insiders**

**(4) Percentage of Voting Shares/Units**

**(a) Bank holding company**

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None

None

**(b) Subsidiaries**

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None- Florida Shores Bank- Southeast

None- Florida Shores Bank- Southeast

None- Florida Shores Bank- Southwest

None- Florida Shores Bank- Southwest

None- Florida Shores Service Company

None- Florida Shores Service Company

**(c) Other companies**

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100%- Smith Associates LLC

50.0%- Pompano One LLC

50.0%- Smith Florida Estate LLC

100%- Smith Aircraft LLC