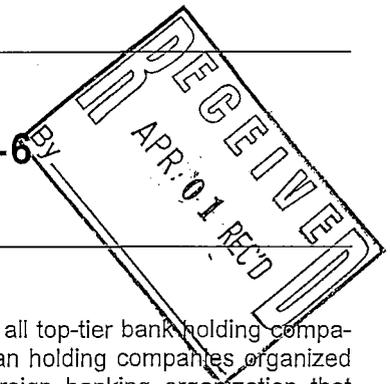


Board of Governors of the Federal Reserve System



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, 2012**

Month / Day / Year

I, N. Dale Kaper

Name of the Holding Company Director and Official  
 Manager/Member

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.

Reporter's Name, Street, and Mailing Address

Smith Associates Bank Fund Management LLC

Legal Title of Holding Company

400 North Federal Highway

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

Pompano Beach

FL

33062

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:

N. Dale Kaper

Manager/Member

Name

Title

954-876-2324

Area Code / Phone Number / Extension

954-876-2303

Area Code / FAX Number

dkaper@smithbankfund.com

E-mail Address

n/a

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

Signature of Holding Company Director and Official

03/30/2013

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.

3467293

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.

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  
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

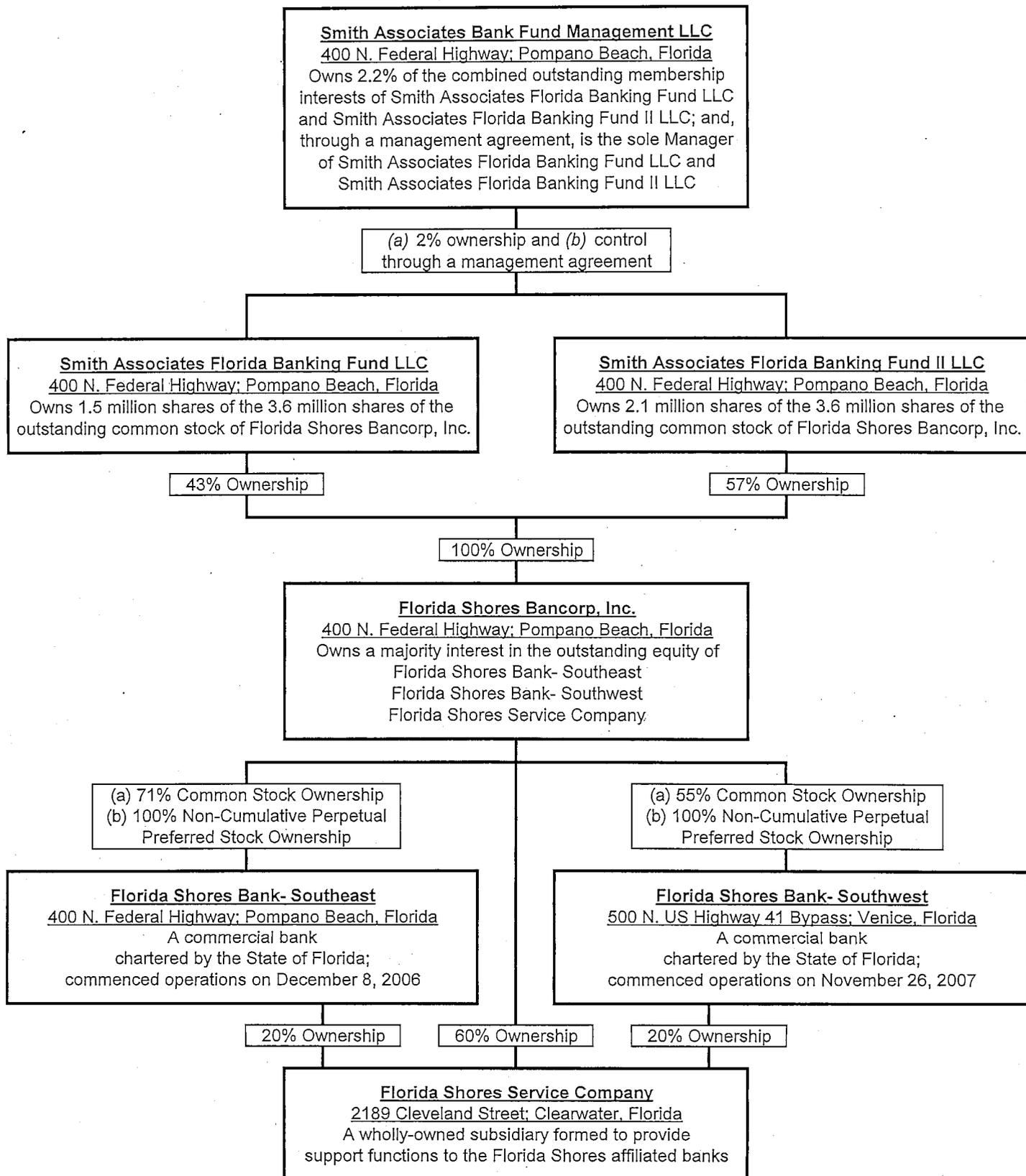
City    State    Zip Code

Physical location (if different from mailing address)

**Smith Associates Bank Fund Management LLC**

Year Ended December 31, 2012

**Report Item 2a: Organization Chart**



NOTE- Each entity is incorporated in the State of Florida

Files with 3467293

**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 12/31/2012. Data reflects information that was received and processed through 02/24/2013.

**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)	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	SARASOTA	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	

**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 12/31/2012. Data reflects information that was received and processed through 02/24/2013.

**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	BROWARD BOULEVARD, SUITE 120	FORT LAUDERDALE	FL	33301	BROWARD	UNITED STATES	467052	4	FLORIDA SHORES BANK - SOUTHEAST	3467266	

FORM FR Y-6  
Smith Associates Bank Fund Management LLC  
Year Ended December 31, 2012

**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>Unitholder Name and Address</u>	<u>Country of Citizenship or Country of Incorporation</u>	<u>Ownership Percentage</u>
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.

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

FORM FR Y-6  
Smith Associates Florida Banking Fund LLC  
Year Ended December 31, 2012

**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	2.2% <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.**

<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 Florida Banking Fund II LLC  
 Year Ended December 31, 2012

**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	2.2% <sup>1</sup>
A-G Capital LLC Holland, Michigan	USA	9.5% <sup>1</sup>
John W. Spoelhof IRA Holland, Michigan	USA	5.7% <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, 2012

**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.

REVISED

**FLORIDA SHORES BANCORP, INC.  
STOCK LEDGER**

Authorized Capital: 100,000,000 Common Shares  
5,000,000 Preferred Shares

COMMON STOCK:

<b>Cert. No.</b>	<b>Shareholder</b>	<b>No. of Shares</b>	<b>Date Issued</b>	<b>Status/Notes</b>
1	Smith & Associates Florida Fund LLC	827,500 <i>[cancelled]</i>	10/25/2006	Cancelled 9/30/10; Transferred to Cert. No. 16.
2	Smith Associates Florida Banking Fund LLC	47,500 <i>[cancelled]</i>	2/28/2007	Cancelled 9/30/10; Transferred to Cert. No. 16.
3	Smith Associates Florida Banking Fund LLC	25,000 <i>[cancelled]</i>	9/10/2007	Cancelled 9/30/10; Transferred to Cert. No. 16.
4	Smith Associates Florida Banking Fund LLC	1,000,000 <i>[cancelled]</i>	10/18/2007	Cancelled 9/30/10; Transferred to Cert. No. 16.
5	Smith Associates Florida Banking Fund LLC	200,000 <i>[cancelled]</i>	10/19/2007	Cancelled 9/30/10; Transferred to Cert. No. 16.
6	Smith Associates Florida Banking Fund LLC	25,000 <i>[cancelled]</i>	12/12/2007	Cancelled 9/30/10; Transferred to Cert. No. 16.
7	Smith Associates Florida Banking Fund LLC	605,000 <i>[cancelled]</i>	9/29/2008	Cancelled 9/30/10; Transferred to Cert. No. 16.
8	Smith Associates Florida Banking Fund LLC	70,000 <i>[cancelled]</i>	10/23/2008	Cancelled 9/30/10; Transferred to Cert. No. 16.
9	Smith Associates Florida Banking Fund LLC	25,000 <i>[cancelled]</i>	12/26/2008	Cancelled 9/30/10; Transferred to Cert. No. 16.
10	Smith Associates Florida Banking Fund LLC	25,000 <i>[cancelled]</i>	1/10/2009	Cancelled 9/30/10; Transferred to Cert. No. 16.
11	Smith Associates Florida Banking Fund LLC	25,000 <i>[cancelled]</i>	2/27/2009	Cancelled 9/30/10; Transferred to Cert. No. 16.
12	Smith Associates Florida Banking Fund LLC	25,000 <i>[cancelled]</i>	12/28/2009	Cancelled 9/30/10; Transferred to Cert. No. 16.
13	Smith Associates Florida Banking Fund LLC	400,000 <i>[cancelled]</i>	2/26/2010	Cancelled 9/30/10; Transferred to Cert. No. 16.
14	Smith Associates Florida Banking Fund LLC	50,000 <i>[cancelled]</i>	6/3/2010	Cancelled 9/30/10; Transferred to Cert. No. 16.
15	Smith Associates Florida Banking Fund LLC	50,000 <i>[cancelled]</i>	8/25/2010	Cancelled 9/30/10; Transferred to Cert. No. 16.
16	Smith Associates Bank Fund Management LLC, as Nominee <sup>1</sup>	3,400,000	9/30/2010	Transferred from Certs. No. 1-15.
17	Smith Associates Bank Fund Management LLC, as Nominee <sup>1</sup>	50,000	10/25/2010	
18	Smith Associates Bank Fund Management LLC, as Nominee <sup>1</sup>	50,000	12/27/2010	
19	Smith Associates Bank Fund Management LLC, as Nominee <sup>1</sup>	25,000	3/16/2012	
20	Smith Associates Bank Fund Management LLC, as Nominee <sup>1</sup>	100,000	12/28/2012	
<b>TOTAL:</b>		3,625,000		

\* All shares have been issued at \$10 per share.

<sup>1</sup> Smith Associates Florida Banking Fund LLC ("Fund") divided into a parallel fund structure effective September 30, 2010. The new parallel fund is called Smith Associates Florida Banking Fund II LLC ("Fund II"). Beginning September 30, 2010, Smith Associates Bank Fund Management LLC will hold, as nominee, all shares of Florida Shores Bancorp, Inc. beneficially owned by either Fund or Fund II.

REVISED

FLORIDA SHORES BANCORP, INC.  
STOCK LEDGER

Cert. No.	Shareholder	No. of Shares	Date Issued	Status/Notes
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Last updated: 3/11/2013

2323165\7\Common

FLORIDA SHORES BANCORP, INC.  
STOCK LEDGER

REVISED

PREFERRED STOCK:

<b>Cert. No.</b>	<b>Shareholder</b>	<b>No. of Shares</b>	<b>Date Issued</b>	<b>Status/Notes</b>
SBLF-A1	U.S. Department of the Treasury	12,750	8/18/2011	Senior Non-Cumulative Perpetual Preferred Stock, Series A (12,750 Shares in Series)
<b>TOTAL:</b>		12,750		

Last updated: 10/5/11  
2323165\7\Preferred

FORM FR Y-6  
**Smith Associates Bank Fund Management LLC**  
Year Ended December 31, 2012

**Report Item 4: Insiders**

**(1) Name and Address**

---

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

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

---

N/A	N/A
-----	-----

**(3) Title or Position**

**(a) Bank holding company**

---

Manager	Manager
---------	---------

**(b) Subsidiaries**

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Director, Chairman and CEO Florida Shores Bancorp, Inc.	Director, President and CFO Florida Shores Bancorp, Inc.
Director and Chairman 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 Bank Fund Management LLC**  
Year Ended December 31, 2012

**Report Item 4: Insiders**

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

**(a) Bank holding company**

---

66.67%

33.33%

**(b) Subsidiaries**

---

3.6%- 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

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**

---

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, 2012

**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)**

---

Manager Smith Associates Bank Fund Management LLC	Manager Smith Associates Bank Fund Management LLC
--	--

**(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)
---	---

**(b) Subsidiaries**

---

Director, Chairman, and CEO Florida Shores Bancorp Inc	Director, President and CFO Florida Shores Bancorp Inc
Director and Chairman 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 LLC  
 Year Ended December 31, 2012

**Report Item 4: Insiders**

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

**(a) Bank holding company**

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3.6% <sup>1</sup>	0.5% <sup>1</sup>
-------------------	-------------------

**(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, 2012

**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**

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Manager of Manager (Smith Associates Bank Fund Management LLC)	Manager of Manager (Smith Associates Bank Fund Management LLC)
---	---

**(b) Subsidiaries**

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Director, Chairman, and CEO Florida Shores Bancorp Inc	Director, President and CFO Florida Shores Bancorp Inc
Director and Chairman 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 II LLC  
 Year Ended December 31, 2012

**Report Item 4: Insiders**

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

**(a) Bank holding company**

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3.6% <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**

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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, 2012**

**Report Item 4: Insiders**

**(1) Name and Address**

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Benj. A. Smith III  
Holland, Michigan

N. Dale Kaper  
Grand Rapids, Michigan

*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)**

---

Manager  
Smith Associates Bank Fund Management LLC

Manager  
Smith Associates Bank Fund Management LLC

**(3) Title or Position**

**(a) Bank holding company**

---

Director, Chairman, and CEO

Director, President and CFO

**(b) Subsidiaries**

---

Director and Chairman  
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  
Florida Shores Bancorp, Inc.  
Year Ended December 31, 2012

**Report Item 4: Insiders**

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

**(a) Bank holding company**

---

None

None

**(b) Subsidiaries**

---

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