

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)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

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. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

I, Paul J. Noris

Name of the Holding Company Director and Official

Chairman, President & CEO

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.

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.

Signature of Holding Company Director and Official

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 4974453  
C.I. \_\_\_\_\_

This report form is to be filed by all top-tier bank holding companies, top-tier savings and loan holding companies, and U.S. intermediate 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.

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2016

Month / Day / Year

None

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address

Bank of Central Florida Holding Company

Legal Title of Holding Company

Bank of Central Florida Holding Company

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

Lakeland

FL

33813

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Robert P. Kenney

Executive VP/CFO

Name

Title

863/904-4120

Area Code / Phone Number / Extension

Area Code / FAX Number

bob.kenney@bankofcentralflorida.com

E-mail Address

N/A

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

Is confidential treatment requested for any portion of this report submission? .....

0=No

1=Yes

0

In accordance with the General Instructions for this report (check only one),

1. a letter justifying this request is being provided along with the report ..... ☐  
2. a letter justifying this request has been provided separately ..... ☐

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

## 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.

N/A  
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)

N/A  
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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Legal Title of Subsidiary Holding Company

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(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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Legal Title of Subsidiary Holding Company

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City

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State

\_\_\_\_\_  
Zip Code

\_\_\_\_\_  
Physical Location (if different from mailing address)

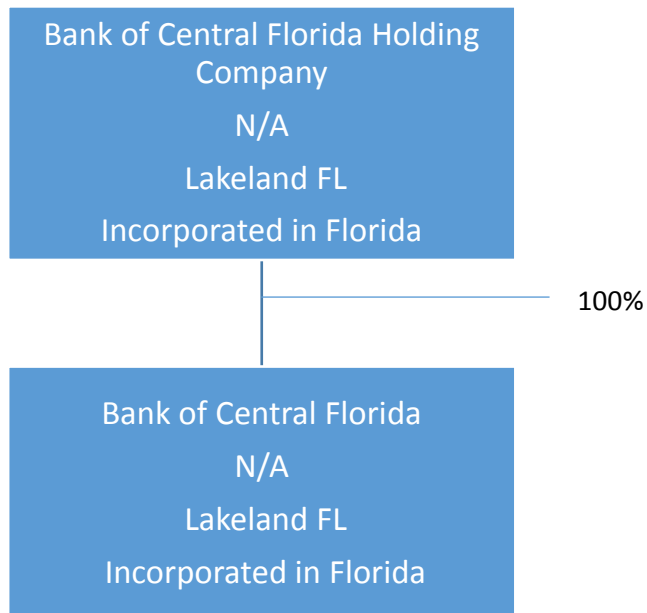
## Form FR Y-6

### Bank of Central Florida Holding Company Lakeland, Florida Fiscal Year Ending December 31, 2016

#### Report Item

1: The bank holding company prepares an annual report for its shareholders and is not registered with the SEC. As specified by the Federal Reserve Bank of Atlanta, one copy is enclosed.

#### 2a: Organizational Chart



#### 2b: Domestic branch listing provided to the Federal Reserve Bank

**Results:** A list of branches for your depository institution: **BANK OF CENTRAL FLORIDA (ID\_RSSD: 3588312)**.  
This depository institution is held by **BANK OF CENTRAL FLORIDA HOLDING COMPANY (4974453)** of **LAKELAND, FL**.  
The data are as of **12/31/2016**. Data reflects information that was received and processed through **01/10/2017**.

- 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)	3588312	BANK OF CENTRAL FLORIDA	5015 SOUTH FLORIDA AVENUE	LAKELAND	FL	33813	POLK	UNITED STATES	453573	0	BANK OF CENTRAL FLORIDA	3588312	
OK		Full Service	4389909	BARTOW OFFICE	515 NORTH BROADWAY AVENUE	BARTOW	FL	33830	POLK	UNITED STATES	492710	3	BANK OF CENTRAL FLORIDA	3588312	
OK		Full Service	4389897	DOWNTOWN OFFICE	101 SOUTH FLORIDA AVENUE	LAKELAND	FL	33801	POLK	UNITED STATES	492711	4	BANK OF CENTRAL FLORIDA	3588312	

**Form FR Y-6**  
**Bank of Central Florida Holding Company**  
**Fiscal Year Ending 12/31/2016**

**Report Item 3: Securities holders**

(1)(a)(b)(c) and (1)(a)(b)(c)

**Current securities holders with ownership, control or holdings of 5% or more  
with power to vote as of fiscal yer ending 12/31/2016**

**Securiites holders not listed in 3(1)(a) through 3(1)(c) that had ownership, control  
or holdings of 5% or more with power to vote during the fiscal year ending 12/31/2016**

<b>(1)(a) Name, City, State, Country</b>	<b>(1)(b) Country of Citizenship Or Incorporation</b>	<b>(1)(c) Number and Percentage of Each Class of Voting Securities</b>	<b>(1)(a) Name, City, State, Country</b>	<b>(1)(b) Country of Citizenship Or Incorporation</b>	<b>(1)(c) Number and Percentage of Each Class of Voting Securities</b>
Wesley L. Beck Lakeland, Fl, USA	USA	148,533 - 5% of Common Stock	None		

**Form FR Y-6**  
**Bank of Central Florida Holding Company**  
**Fiscal Year Ending 12/31/2016**

**Report Item 4: Insiders**

(1), (2), (3)(a)(b)(c) and (4)(a)(b)(c)

(1) Name, City, State, Country	(2) Principal Occupattion if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Other Businesses (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares In Holding Company	(4)(b) Percentage of Voting Shares In Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Howard D. Bayless Lakeland, FL USA	Builder	Director	Bank of Central Florida, Director	President/Marcobay Construction, Inc./Lakeland FL President/Marcobay Properties, Inc./Lakeland FL Member/Edgewood Partners, LLC/Lakeland FL Managing Member/Tiger Contracting, LLC/Lakeland FL Member/OMS Staff Solutions, LLC/Lakeland FL Managing Member/Tiger Holdings, LLC/Lakeland FL	2.3% None		N/A N/A Edgewood Partners, LLC/33% Tiger Contracting, LLC/33% OMS Staff Solutions, LLC/16.33% Tiger Holdings, LLC/33%
Wesley L. Beck  Lakeland, FL USA	Investor	Director	Bank of Central Florida, Director	President/Beckryger Capital Partners/Lakeland FL  Partner/Beckryger Capital Partners LLLP/Lakeland FL Partner/Lakeland Cold Storage LLLP/Lakeland FL Partner/Beverage Resources LLC/Lakeland FL Partner/ATEM Partnership LTD/Lakeland FL Partner/ATEM Holdings/Lakeland FL Shareholder/Aspyre Aviation LLC/Lakeland FL Shareholder/Qgiv LLC/Lakeland FL	5.5% None		Beckryger Capital Partners/50%  Beckryger Capital Partners LLP/49.5% Lakeland Cold Storage LLLP/49.5% Beverage Resources LLC/50% N/A ATEM Holdings/98.0% N/A N/A
Virginia C. Harris Lakeland, FL	Certified Public Accountant	Director	Bank of Central Florida, Director	President/Harris & Wright, P.A./Lakeland FL	0.1% None		Harris & Wright, P.A./99%
David D. Henderson Lakeland, FL USA	Real Estate	Director	Bank of Central Florida, Director	Member/Henderson Properties/Lakeland FL Member/Thonotosassa Crossing, LLC/Lakeland FL	3.5% None		Henderson Properties/50% Thonotosassa Crossing, LLC/50%
M. Clayton Hollis, Jr. Lakeland, FL USA	Retired Executive	Director	Bank of Central Florida, Director	President/Hollis Family Partnership/Lakeland FL President/Hollis & Sons, Inc/Lakeland FL Retired Executive/Publix Super Markets/Lakeland FL General Manager/CCJ Longboat/Lakeland FL General Manager/CCJ Keowee/Lakeland FL	0.9% None		N/A N/A N/A CCJ Longboat/33.3% CCJ Keowee/33.3%

**Form FR Y-6**  
**Bank of Central Florida Holding Company**  
**Fiscal Year Ending 12/31/2016**

**Report Item 4: Insiders**

(1), (2), (3)(a)(b)(c) and (4)(a)(b)(c)

(1) Name, City, State, Country		(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Other Businesses (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares In Holding Company	(4)(b) Percentage of Voting Shares In Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Steven T. Moore  Lakeland, FL  USA	Building Supplies	Director	Bank of Central Florida, Director	Bank of Central Florida, Director	President/UBS Properties/Auburndale FL	2.7% None	None	UBS Properties/41.99% South Lakeland Industrial Park, Inc./75%
					President/South Lakeland Industrial Park, Inc./Lakeland FL			
					President/Florida Properties and Development of Greater Lakeland/Lakeland FL			Florida Properties and Development of Greater Lakeland/100%
					President/MMA Ventures, LLP/Lakeland FL			N/A
					Member/Windsor Properties of Kissimmee/Kissimmee FL			Windsor Properties of Kissimmee/44.8%
					Member/Leisure Meadows OSV LLC/Ocala FL			Leisure Meadows OSV LLC/43.13%
					Member/ Leisure Meadows Homes, LLC/Ocala FL			Leisure Meadows Homes, LLC/43.13%
Paul J. Noris Lakeland, FL USA	N/A	Director Chairman, President &	Chairman, President & CEO//Bank of Central Florida	None	President/S&D Holdings LLC/Auburndale FL	3.8% None	None	S&D Holdings LLC/50%
					President/S&D Beach Properties LLC/Bradenton Beach FL			S&D Beach Properties LLC/100%
J. Greg Ruthven Lakeland, FL USA	Real Estate/ Warehousing	Director	Bank of Central Florida, Director	Bank of Central Florida, Director	President/Gamo, Inc./Lakeland FL	1.9% None	None	Gamo, Inc./75%
					President/County Line Property of Polk County/Lakeland FL			County Line Property of Polk County/30%
					Member/Ruthven Family Limited Partnership II/Lakeland FL			N/A
					Member/Ruthven Group Partnership/Lakeland FL			N/A
					Member/Ruthven Airpark, LLC/Lakeland FL			N/A
					Member/Ruthven Parkway Center/Lakeland FL			N/A
Warren Shatzer Lakeland, FL USA	Investor	Director	Bank of Central Florida, Director	Bank of Central Florida, Director	Member/Ruthven Holdings/Lakeland FL	1.7% None	None	N/A
					Member/Anchuca Holdings/Lakeland FL			Anchuca Holdings/25%
					Investor/Tapps Building, Inc./Columbia SC			Tapps Building, Inc./38%
					Managing Partner/Shatzer Enterprises/Las Vegas NV			Shatzer Enterprises/100%

**Form FR Y-6**  
**Bank of Central Florida Holding Company**  
**Fiscal Year Ending 12/31/2016**

**Report Item 4: Insiders**

(1), (2), (3)(a)(b)(c) and (4)(a)(b)(c)

(1) Name, City, State, Country		(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Other Businesses (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares In Holding Company	(4)(b) Percentage of Voting Shares In Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Tracy A. Wilson		Executive	Director	Bank of Central Florida, Director	Shareholder/Marriott International/Bethesda MD	0.0%	None	N/A
Lakeland, FL USA					Shareholder Vacations Worldwide Corporation/Orlando FL			N/A
					Shareholder/Apple/Cupertino CA			N/A
					Shareholder/Amazon/Seattle WA			N/A
James V. Dugger		N/A	Executive Vice President	Executive Vice President/Chief Lending Officer/Bank of Central Florida	None	0.0%	None	N/A
Lakeland, FL/USA								
Joseph Furnari		N/A	Executive Vice President	Executive Vice President/Sales/Bank of Central Florida	None	0.01%	None	N/A
Lakeland, FL/USA								
Robert P. Kenney		N/A	Executive Vice President	Executive Vice President/CFO/Bank of Central Florida	None	0.46%	None	N/A
Lakeland, FL/USA								
Robert R. Wedlock		N/A	Executive Vice President	Executive Vice President/COO/Bank of Central Florida	None	0.65%	None	N/A
Lakeland, FL/USA								