

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, Stephen T. Kurtz

Name of the Holding Company Director and Official

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.

Steve Kurtz
Signature of Holding Company Director and Official

3/23/18
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. _____

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, 2017

Month / Day / Year

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

Reporter's Name, Street, and Mailing Address

Villages Bancorporation, Inc.

Legal Title of Holding Company

1050 Lake Sumter Landing

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

The Villages

City

FL

State

32162

Zip Code

N/A - same

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Kristen Crawford

EVP - Finance & Risk

Name

Title

352-751-2151

Area Code / Phone Number / Extension

352-259-3244

Area Code / FAX Number

Kristen.Crawford@MyCitizensFirst.com

E-mail Address

www.MyCitizensFirst.com

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."

VILLAGES BANCORPORATION, INC.
RSSD # 2012315
ANNUAL REPORT OF BANK HOLDING COMPANIES - FR Y-6
as of December 31, 2017

Per the instructions, an electronic file is attached to meet the FR Y-6 annual filing to the FRB for 12/31/17, including the *Annual Report of Holding Companies – FR Y-6*.

Report Item 1: Villages Bancorporation, Inc. is not registered with SEC.
Villages Bancorporation, Inc. Financial Statements and Annual Report to Shareholders is enclosed.

Report Item 2a: Organizational Chart
--See attached

Report Item 2b: Domestic branch listing
--Submitted via FRB Secure Message Center on March 28, 2018

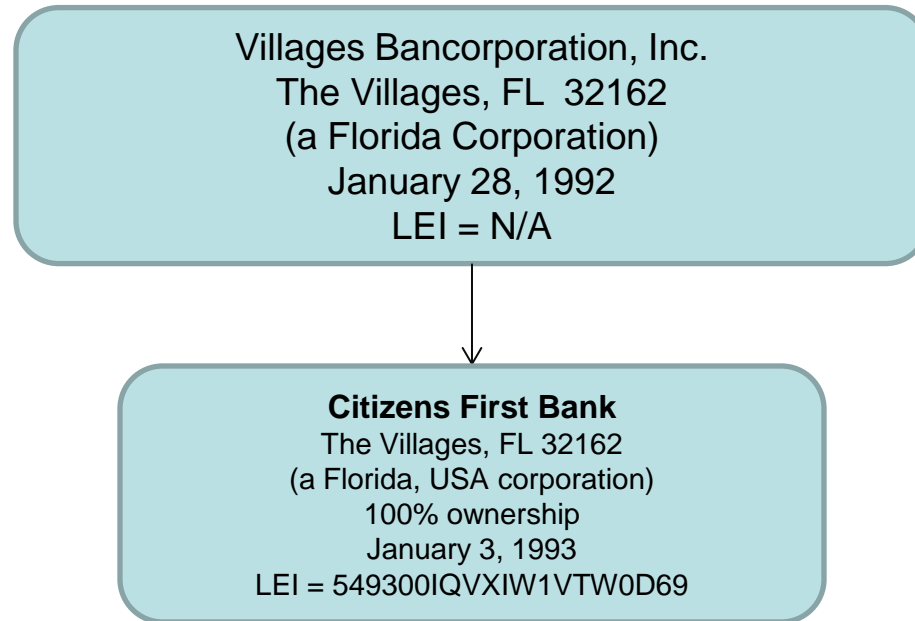
Report Item 3: Shareholders > 5%
(1) See attached (5% at 12/31/17)
(2) See attached (5% during 2017)

Report Item 4. Principal Shareholders/Directors and Executive Officers
--See attached

fry6rpt

Organizational Chart

Report Item #2a



Results: A list of branches for your holding company: **VILLAGES BANCORPORATION, INC. (2012315) of THE VILLAGES, FL.**
The data are as of **12/31/2017**. Data reflects information that was received and processed through **01/04/2018**.

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)	1867983	CITIZENS FIRST BANK	1050 LAKE SUMTER LANDING	THE VILLAGES	FL	32162	SUMTER	UNITED STATES	Not Required	Not Required	CITIZENS FIRST BANK	1867983	
OK		Full Service	3802157	OPERATIONS CENTER	455 ROLLING ACRES RD	LADY LAKE	FL	32158	LAKE	UNITED STATES	Not Required	Not Required	CITIZENS FIRST BANK	1867983	
OK		Full Service	3727821	LEESBURG BRANCH	1341 GRIFFIN ROAD	LEESBURG	FL	34748	LAKE	UNITED STATES	Not Required	Not Required	CITIZENS FIRST BANK	1867983	
OK		Full Service	4445953	BROWNWOOD PLAZA BRANCH	2601 WEST TORCH LAKE DRIVE	THE VILLAGES	FL	32163	SUMTER	UNITED STATES	Not Required	Not Required	CITIZENS FIRST BANK	1867983	
OK		Full Service	3727894	COLONY BRANCH	395 COLONY BLVD	THE VILLAGES	FL	32162	SUMTER	UNITED STATES	Not Required	Not Required	CITIZENS FIRST BANK	1867983	
OK		Full Service	5035119	LAKE DEATON BRANCH	745 KRISTINE WAY	THE VILLAGES	FL	32163	SUMTER	UNITED STATES	Not Required	Not Required	CITIZENS FIRST BANK	1867983	
OK		Full Service	2505095	MAIN STREET BRANCH	1129 MAIN STREET	THE VILLAGES	FL	32159	LAKE	UNITED STATES	Not Required	Not Required	CITIZENS FIRST BANK	1867983	
OK		Full Service	3727876	MULBERRY GROVE	8590 S.E. 165TH MULBERRY LANE	THE VILLAGES	FL	32162	MARION	UNITED STATES	Not Required	Not Required	CITIZENS FIRST BANK	1867983	
OK		Full Service	4565860	PINELLAS PLAZA BRANCH	2420 BURNSED BOULEVARD	THE VILLAGES	FL	32163	SUMTER	UNITED STATES	Not Required	Not Required	CITIZENS FIRST BANK	1867983	
OK		Full Service	3727858	SOUTHERN TRACE	3430 SOUTHERN TRACE	THE VILLAGES	FL	32162	SUMTER	UNITED STATES	Not Required	Not Required	CITIZENS FIRST BANK	1867983	
OK		Full Service	3727849	SPANISH PLAINES	1500 BANDEROS AVENUE	THE VILLAGES	FL	32159	SUMTER	UNITED STATES	Not Required	Not Required	CITIZENS FIRST BANK	1867983	

VILLAGES BANCORPORATION, INC.
ANNUAL REPORT OF BANK HOLDING COMPANIES - FR Y-6
as of December 31, 2017

Report Item 3 (1): Security Holders > 5% at December 31, 2017

741,730

FR Y-6			
Name	Citizen	Ownership %	# Shares (Common)
Tracy L. Mathews CFB Trust Tracy L. Mathews, Trustee The Villages, FL USA	USA	26%	198,476
Jennifer L. Parr CFB Trust Jennifer L. Parr Trustee The Villages, FL USA	USA	26%	192,832
Mark G. Morse CFB Trust Mark G. Morse, Trustee The Villages, FL USA	USA	20%	152,243
Kelsea Morse, Irrevocable Trust Jeff Skates, TTEE The Villages, FL USA	USA	5%	43,875
Whitney Morse, Irrevocable Trust Jeff Skates, TTEE The Villages, FL USA	USA	5%	43,875

Report Item 3 (2): Security Holders > 5% at anytime during 2017 but not at 12/31/17 (above)

FR Y-6			
Name	Citizen	Ownership %	# Shares (Common)
NONE			

VILLAGES BANCORPORATION, INC. EXECUTIVE OFFICERS AND DIRECTORS
RSSD # 2012315 FR Y-6 : Report #4
as of 12/31/2017

(1) Name City, State, Country, Resident	(2) Principal Occupation	(3) Title and Position		(4)(a) # of Shares & Percent. of H/C	(4)(b) # of Shares & Percent. Subsidiary	(4)(c) (also see attached schedule by Director) Title/Position Other Business
		with H/C	with Citizens First Bank			
<u>Board of Directors</u>						
Clifton L. Bridges Leesburg, FL USA USA	Retired - Medical Doctor	Director	Director	2,000 / 1%	None	N/A - Retired
Lindsey M. Blaise The Villages, FL USA USA	President Citizens First Bank	Director President	Director President	13,319 / 1%	None	President - Citizens First Bank
C. Dale Borrowman The Villages, FL USA USA	Business Owner/President	Director	Director	0	None	The Villages Technology Solutions Group
W. Thomas Brooks Leesburg, FL USA USA	Retired - CPA	Director	Director	0	None	N/A - Retired
Robert. D. Eddy Oxford, FL USA USA	CPA, CFO	Director	Director	0	None	CFO Holding Company of The Villages
Stephen T. Kurtz Leesburg, FL USA USA	CEO Citizens First Bank	Director	Director CEO	0	None	CEO - Citizens First Bank
Michael S. Levine, MD Leesburg, FL USA USA	Radiologist	Director	Director	119 / 1%	None	Radiology Assoc. of Lake County
Mark G. Morse The Villages, FL USA USA	Developer	Director	Director	152,243 / 20%	None	President Holding Co of The Villages, Inc.
Steven M. Roy Okahumpka, FL USA USA	Retired - Attorney	Director	Director	0	None	N/A - Retired
Danny Al Schmid Fruitland Park, FL USA USA	Retired - EVP Citizens First Bank	Director	Director	0	None	N/A - Retired
John F. Wise Ocala, FL USA USA	Retired - CPA, CFO	Director	Director	0	None	N/A - Retired
<u>HC Ownership > 10% (not Directors)</u>						
Tracy L. Mathews The Villages, FL USA USA	Developer/Comm Design	N/A	N/A	198,476 / 26%	None	Director / Commercial Design Holding Co of The Villages, Inc.
Jennifer Parr The Villages, FL USA USA	Developer/Sales Operations	N/A	N/A	192,832 / 25%	None	Director/Sales Operations Holding Co of The Villages, Inc.
Jeff Skates, Trustee for Kelsea Morse, Irrevocable Trust and the Whitney Morse, Irrevocable Trust The Villages, FL USA USA	Attorney	N/A	N/A	87,750 / 11%	None	Attorney / Trustee McLin Burnsed, PA
<u>Executive Officers (not Directors)</u>						
Jay Bartholomew Lady Lake, FL USA USA	Executive Vice President (EVP) Citizens First Bank	EVP	EVP	0	None	EVP - Retail & Lending Citizens First Bank
Kristen Crawford Ocala, FL USA USA	Executive Vice President (EVP) Citizens First Bank	EVP	EVP	0	None	EVP - Finance & Risk Citizens First Bank
Scott Sullivan The Villages, FL USA USA	Executive Vice President (EVP) Citizens First Bank	EVP	EVP	0	None	EVP - Operations Citizens First Bank
Bradley Weber Grand Lakes, FL USA USA	Executive Vice President (EVP) Citizens First Bank	EVP	EVP	0	None	EVP - Senior Lender Citizens First Bank

Villages Bancorporation, Inc.
Annual Report of Bank Holding Companies --- FR Y-6
Attachment for Report Item #4(c)
as of December 31, 2017

Villages Bancorporation, Inc. DIRECTORS & EXEC OFFICERS

Name		Citizen	Related Party	Ownership %	Type
City, State, Country					
Board of Directors					
Clifton L. Bridges			Bridgewater Landing	50%	Stockholder/Director
Leesburg, FL USA	USA		Bridges Rentals, Inc.	100%	Corporation
			Casom, LLC	50%	RE Partnership
			Villages Bancorporation, Inc.	1%	Stockholder/Director
Lindsey M. Blaise			President, Citizens First Bank	None	Officer/Director
The Villages, FL USA	USA		Citizens First Wholesale Mortgage Co	None	Director
			Southern Trace POA	None	Board Member
			Insurance Agencies of the Villages	None	Officer/Director
			Blaise Orange, LLC	100%	Member
			Elbee Farms, LLC	100%	Member
			Central Florida Health, Inc.	None	Officer/Director
			Leesburg Regional Medical Center, Inc.	None	Officer/Director
			The Villages Tri-County Medical Center, Inc.	None	Officer/Director
			Villages Bancorporation, Inc. (13,319 shares)	1%	Stockholder/Officer/Director
C. Dale Borrowman			Villages Technology Solutions Group, LLC	99%	LLC
The Villages, FL USA	USA		CDB Associates, LLC	99%	LLC
			Investment Properties of M&B, LLC	50%	LLC
			Lazy B Cattle Ventures, LTD	3%	Partnership
			Villages Charter School Board	None	Vice Chairman
			Villages Bancorporation, Inc.	None	Stockholder/Director
W. Thomas Brooks			B. S. & T Groves	33%	Partnership
Leesburg, FL USA	USA		Deer Creek Farms, LLC	52%	Limited Liab Corp
			The Villages Health System, LLC	None	Director
			Consolidated Materials, Inc.	None	Director
			Jacobsen Foundation, Inc.	None	Director
			Villages Bancorporation, Inc.	None	Director
Robert D. Eddy			CFO/Holding Company of The Villages, Inc.	None	Corporation
Oxford, FL USA	USA		Sabal Trust Company	None	Director
			Citizens First Wholesale Mortgage Co	None	Director/Chairman
			Buffalo Scholarship Foundation	None	President
			Villages Charter School	None	Director
			Cornerstone Hospice	None	Director
			Voyage Auto, Inc.	None	Director
			Villages Bancorporation, Inc.	None	Director
Stephen T. Kurtz			CEO, Villages Bancorporation, Inc.	None	Officer/Director
Leesburg, FL USA	USA		CEO, Citizens First Bank	None	Officer/Director
			SSA Partners, LLC	67%	Managing Member
Michael S. Levine, M.D.			Villages Bancorporation, Inc.	1%	Stockholder/Director
Leesburg, FL USA	USA				

Mark G. Morse The Villages, FL USA	USA	Holding Company of The Villages, Inc.	33%	Corporation		
		45th Parallel, LLC	100%	LLC		
		Bellehaven Properties, LLC	31%	LLC		
		Brownwood Group, LLC	33%	LLC		
		Buffalo Hide and Cattle Company, LLC	33%	LLC		
		Citizens First Wholesale Mortgage Co.	33%	LLC		
		Cow Hammock, LLC	100%	LLC		
		GTMJ Investment Group LLC	33%	LLC		
		Insurance Agencies of The Villages, Inc.	33%	Corporation		
		LBCV, Inc.	33%	Corporation		
		MMMP, LLC	33%	Corporation		
		Morse-Sembler Villages #5, Inc.	33%	Corporation		
		MR3, LLC	50%	LLC		
		MR4, LLC	50%	LLC		
		Next Link Communications, LLC	20%	LLC		
		Peninsula Land & Title, LLC	33%	LLC		
		Port Ferdinand Condo, LLC	33%	LLC		
		Port Ferdinand, LLC	33%	LLC		
		R. Fisher R, LLC	50%	LLC		
		Robinson Canyon Ranch, LLC	100%	LLC		
		Shopping Center Development, LLC	33%	LLC		
		Spanish Springs Ventures, LLC	25%	LLC		
		St. Peters Bay Holdings, LLC	33%	LLC		
		The Villages Development Company, LLC	33%	LLC		
		The Villages Health Holding Company, LLC	33%	LLC		
		The Villages Invesco, LLC	33%	LLC		
		The Villages Land Company, LLC	33%	LLC		
		Villages Bancorporation, Inc. (152,243 shares)	21%	Stockholder/Director		
				<u>Indirect Ownership</u>		<u>Owned Through</u>
				Brownwood Hotel & Spa, LLC	33%	GTMJ Investment Group, LLC
				Diversified Commercial Property Services, Inc	33%	Holding Company of The Villages, Inc.
				Mid-Florida Properties	33%	Holding Company of The Villages, Inc.
				SCD Investments, LLC	33%	Holding Company of The Villages, Inc.
				The Villages Family Company	33%	Holding Company of The Villages, Inc.
				The Villages of Lake-Sumter, Inc.	33%	Holding Company of The Villages, Inc.
				The Villages Operating Company	33%	Holding Company of The Villages, Inc.
				Villages Equipment Company	33%	Holding Company of The Villages, Inc.
Steven M. Roy Okahumpa, FL USA	USA	Swannee River Forest Products, LLC	50%	Member & Manager		
		Villages Bancorporation, Inc.	None	Director		
Danny A. Schmid Fruitland Park, FL USA	USA	The Schmid Family Limited Partnership	99%	Managing Director		
		Villages Bancorporation, Inc.	None	Director		
John F. Wise Ocala, FL USA	USA	475 Partners, LLC	50%	Owner, VP		
		Villages Bancorporation, Inc.	None	Director		

Non-Directors with >= 10% Ownership in Villages Bancorporation, Inc

Tracy L. Mathews The Villages, FL	USA	USA	Admiral Bee, LLC	100%	LLC
			Brownwood Group, LLC	33%	LLC
			Buffalo Hide and Cattle Company, LLC	33%	LLC
			Citizens First Wholesale Mortgage Co.	33%	LLC
			GTMJ Investment Group LLC	33%	LLC
			Holding Company of The Villages, Inc.	33%	Corporation
			Insurance Agencies of The Villages, Inc.	33%	Corporation
			Knot Nauti, LLC	100%	LLC
			LBCV, Inc.	33%	Corporation
			MMMP, LLC	33%	Corporation
			Morse-Sembler Villages #5, Inc.	33%	Corporation
			Peninsula Land & Title, LLC	33%	LLC
			Port Ferdinand Condo, LLC	33%	LLC
			Port Ferdinand, LLC	33%	LLC
			Shopping Center Development, LLC	33%	LLC
			Spanish Springs Ventures, LLC	25%	LLC
			St. Peters Bay Holdings, LLC	33%	LLC
			The Villages Development Company, LLC	33%	LLC
			The Villages Health Holding Company, LLC	33%	LLC
			The Villages Invesco, LLC	33%	LLC
			The Villages Land Company, LLC	33%	LLC
			Villages Bancorporation, Inc. (198,476 shares)	26%	Corporation
			<u>Indirect Ownership</u>		<u>Owned Through</u>
			Brownwood Hotel & Spa, LLC	33%	GTMJ Investment Group, LLC
			Diversified Commercial Property Services, Inc	33%	Holding Company of The Villages, Inc.
			Mid-Florida Properties	33%	Holding Company of The Villages, Inc.
			SCD Investments, LLC	33%	Holding Company of The Villages, Inc.
			The Villages Family Company	33%	Holding Company of The Villages, Inc.
			The Villages of Lake-Sumter, Inc.	33%	Holding Company of The Villages, Inc.
			The Villages Operating Company	33%	Holding Company of The Villages, Inc.
			Villages Equipment Company	33%	Holding Company of The Villages, Inc.
Jennifer Parr The Villages, FL	USA	USA	Brownwood Group, LLC	33%	LLC
			Buffalo Hide and Cattle Company, LLC	33%	LLC
			Citizens First Wholesale Mortgage Co.	33%	LLC
			GTMJ Investment Group LLC	33%	LLC
			Holding Company of The Villages, Inc.	33%	Corporation
			Insurance Agencies of The Villages, Inc.	33%	Corporation
			LBCV, Inc.	33%	Corporation
			MMMP, LLC	33%	Corporation
			Morse-Sembler Villages #5, Inc.	33%	Corporation
			Next Link Communications, LLC	20%	LLC
			Peninsula Land & Title, LLC	33%	LLC
			Port Ferdinand Condo, LLC	33%	LLC
			Port Ferdinand, LLC	33%	LLC
			Red Path Cattle, LLC	99%	LLC
			Red Path Ranch, LLC	99%	LLC
			Red Roost, LLC	99%	LLC
			Shopping Center Development, LLC	33%	LLC
			Spanish Springs Ventures, LLC	25%	LLC
			St. Peters Bay Holdings, LLC	33%	LLC
			Story Water Shares, LLC	50%	LLC
			The Villages Development Company, LLC	33%	LLC
			The Villages Health Holding Company, LLC	33%	LLC
			The Villages Invesco, LLC	33%	LLC
			The Villages Land Company, LLC	33%	LLC
			Villages Bancorporation, Inc. (192,832 shares)	26%	Corporation

Jennifer Parr		<u>Indirect Ownership</u>		<u>Owned Through</u>
The Villages, FL USA	USA	Brownwood Hotel & Spa, LLC	33%	GTMJ Investment Group, LLC
(con't fm previous page)		Diversified Commercial Property Services, Inc	33%	Holding Company of The Villages, Inc.
		Mid-Florida Properties	33%	Holding Company of The Villages, Inc.
		SCD Investments, LLC	33%	Holding Company of The Villages, Inc.
		The Villages Family Company	33%	Holding Company of The Villages, Inc.
		The Villages of Lake-Sumter, Inc.	33%	Holding Company of The Villages, Inc.
		The Villages Operating Company	33%	Holding Company of The Villages, Inc.
		Villages Equipment Company	33%	Holding Company of The Villages, Inc.

Executive Officers (not Directors)

Jay Bartholomew		Executive Vice President, Citizens First Bank	None	EVP - Officer
Lady Lake, FL USA	USA			
Kristen M. Crawford		Executive Vice President, Citizens First Bank	None	EVP - Officer
Ocala, FL USA	USA			
Scott Sullivan		Executive Vice President, Citizens First Bank	None	EVP - Officer
The Villages, FL USA	USA			
Bradley Weber		Executive Vice President, Citizens First Bank	None	EVP - Officer
Grand Lake, FL USA	USA			