

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2012</div> This Form is Open to Public Inspection
---	---	--

Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan BRANNEN BANKS OF FLORIDA INC. EE'S RETIREMENT PLAN	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;">001</td> </tr> <tr> <td colspan="2">1c Effective date of plan 01/01/1983</td> </tr> </table>	1b Three-digit plan number (PN) ▶	001	1c Effective date of plan 01/01/1983	
1b Three-digit plan number (PN) ▶	001				
1c Effective date of plan 01/01/1983					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) BRANNEN BANKS OF FLORIDA INC P.O. BOX 1929 320 US HIGHWAY 41 SOUTH INVERNESS, FL 34451-1929	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) 59-2067268</td> </tr> <tr> <td>2c Sponsor's telephone number 352-726-9001</td> </tr> <tr> <td>2d Business code (see instructions) 522110</td> </tr> </table>	2b Employer Identification Number (EIN) 59-2067268	2c Sponsor's telephone number 352-726-9001	2d Business code (see instructions) 522110	
2b Employer Identification Number (EIN) 59-2067268					
2c Sponsor's telephone number 352-726-9001					
2d Business code (see instructions) 522110					

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/02/2013	GEORGE H. BRANNEN, II
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional) AVERETT WARMUS DURKEE, P.A. 1417 E. CONCORD STREET ORLANDO, FL 32803			Preparer's telephone number (optional) 407-849-1569

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN
		3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:		4b EIN
a Sponsor's name		4c PN
5 Total number of participants at the beginning of the plan year		5 162
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	116
b Retired or separated participants receiving benefits.....	6b	
c Other retired or separated participants entitled to future benefits.....	6c	42
d Subtotal. Add lines 6a , 6b , and 6c	6d	158
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	1
f Total. Add lines 6d and 6e	6f	159
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	159
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	3
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply)		9b Plan benefit arrangement (check all that apply)
(1) ☐ Insurance	(1) ☐ Insurance	
(2) ☐ Code section 412(e)(3) insurance contracts	(2) ☐ Code section 412(e)(3) insurance contracts	
(3) ☒ Trust	(3) ☒ Trust	
(4) ☐ General assets of the sponsor	(4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules		b General Schedules
(1) ☒ R (Retirement Plan Information)	(1) ☒ H (Financial Information)	
(2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary	(2) ☐ I (Financial Information – Small Plan)	
(3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	(3) ☐ A (Insurance Information)	
	(4) ☒ C (Service Provider Information)	
	(5) ☐ D (DFE/Participating Plan Information)	
	(6) ☐ G (Financial Transaction Schedules)	

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2012
		This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
A Name of plan BRANNEN BANKS OF FLORIDA INC. EE'S RETIREMENT PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 BRANNEN BANKS OF FLORIDA INC	D Employer Identification Number (EIN) 59-2067268	

Part I	Service Provider Information (see instructions)
---------------	--

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a** Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☐ Yes ☒ No
- b** If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
--

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

ALLIANCEBERNSTEIN L.P.

1345 AVENUE OF THE AMERICAS
NEW YORK, NY 10105

13-4064930

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
51	NONE	23867	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☒

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
A Name of plan BRANNEN BANKS OF FLORIDA INC. EE'S RETIREMENT PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 BRANNEN BANKS OF FLORIDA INC	D Employer Identification Number (EIN) 59-2067268	

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	4403	3342
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	297430	319743
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	2382814	1651143
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	3301702	4312369
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	5986349	6286597

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k		

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	5986349	6286597
---	-----------	---------	---------

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	200000	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		200000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	326	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	2879	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		3205
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	131356	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		131356
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	3716887	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	3549193	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		167694
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	51221	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		51221

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		186438
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		739914

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	415799	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		415799
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	23867	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		23867
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		439666

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		300248
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☒ Unqualified (2) ☐ Qualified (3) ☐ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☐ Yes ☒ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: AVERETT WARMUS DURKEE PA

(2) EIN: 59-3214308

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		5000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....	X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		X	

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
 If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
---	--	--

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>BRANNEN BANKS OF FLORIDA INC. EE'S RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BRANNEN BANKS OF FLORIDA INC</u>	D Employer Identification Number (EIN) <u>59-2067268</u>

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>59-2067268</u>	
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
----------------	--

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
-----------------	-------------------

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
--	-----------------------------------	-----------------------------------	-------------------------------	-----------------------------

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

**BRANNEN BANKS OF FLORIDA, INC.
EMPLOYEES' RETIREMENT PLAN
(Employer Identification No. 59-2067268-001)**

Inverness, Florida

**FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULES**

**As of December 31, 2012 and 2011,
and the Year Ended December 31, 2012**



**AVERETT
WARMUS
DURKEE**

Certified Public Accountants and Business Advisors

BRANNEN BANKS OF FLORIDA, INC. EMPLOYEES' RETIREMENT PLAN

CONTENTS

Independent Auditors' Report	1
Financial Statements:	
Statements of Net Assets Available for Benefits	3
Statement of Changes in Net Assets Available for Benefits	4
Notes to Financial Statements	5
Independent Auditors' Report on the Supplemental Schedule	13
Supplemental Schedules:	
Schedule H – Financial Schedule (IRS Form 5500)	
Schedule of Assets (Held at End of Year)	14
Schedule of Reportable Transactions	18



AVERETT
WARMUS
DURKEE

Certified Public Accountants and Business Advisors

1417 East Concord Street
Orlando, Florida 32803
Phone (407) 849-1569
Fax (407) 849-1119

Independent Auditors' Report

To the Board of Trustees
Brannen Banks of Florida, Inc.
Employees' Retirement Plan
Inverness, Florida

Report on the Financial Statements

We have audited the accompanying financial statements of Brannen Banks of Florida, Inc. Employees' Retirement Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the Plan's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

To the Board of Trustees
Brannen Banks of Florida, Inc.
Employees' Retirement Plan

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of Brannen Banks of Florida, Inc. Employees' Retirement Plan as of December 31, 2012 and 2011, and the changes in its net assets available for benefits for the year ended December 31, 2012, in accordance with accounting principles generally accepted in the United States of America.

Aurett Warmus Durkee

Orlando, Florida
October 1, 2013

BRANNEN BANKS OF FLORIDA, INC. EMPLOYEES' RETIREMENT PLAN

**Statements of Net Assets Available for Benefits
December 31, 2012 and 2011**

	<u>2012</u>	<u>2011</u>
Assets:		
Investments, at fair value	\$ 5,963,512	\$ 5,684,516
Accrued Dividends	3,342	4,403
Cash and Cash Equivalents	<u>319,743</u>	<u>297,430</u>
Total assets	6,286,597	5,986,349
Liabilities	<u>-</u>	<u>-</u>
Net Assets Available for Benefits	<u>\$ 6,286,597</u>	<u>\$ 5,986,349</u>

See accompanying notes.

BRANNEN BANKS OF FLORIDA, INC. EMPLOYEES' RETIREMENT PLAN

**Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2012**

Additions to Net Assets Attributed to:

Investment income:

Net appreciation in fair value of investments	\$ 405,353
Interest	326
Dividends	131,356
Other	<u>2,879</u>
	539,914
Less: investment expenses	<u>(23,867)</u>
	516,047

Contributions:

Employer	<u>200,000</u>
----------	----------------

Total additions	716,047
-----------------	---------

Deductions From Net Assets Attributed to:

Benefits paid to participants	<u>415,799</u>
-------------------------------	----------------

Increase in Net Assets	300,248
------------------------	---------

Net Assets Available for Benefits:

Beginning of year	<u>5,986,349</u>
-------------------	------------------

End of year	<u><u>\$ 6,286,597</u></u>
-------------	----------------------------

See accompanying notes.

BRANNEN BANKS OF FLORIDA, INC. EMPLOYEES' RETIREMENT PLAN

Notes to Financial Statements December 31, 2012

1. Description of Plan:

The following description of the Brannen Banks of Florida, Inc. Employees' Retirement Plan (the "Plan") provides only general information regarding the Plan's provisions in effect at December 31, 2012. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined-contribution profit sharing plan covering all full-time employees of Brannen Banks of Florida, Inc. (the "Company") who have one year of service and part-time employees who have completed one year and 1,000 hours of service in that year. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended.

Contributions

Company contributions are made annually to the Plan at the discretion of its Board of Directors, not to exceed the maximum amount allowable as a deduction for federal income tax purposes under Section 404 of the Internal Revenue Code. During 2012, the Company contributed \$200,000 to the Plan.

Participant Accounts

Each participant's account is credited with an allocation of (1) the Company's contribution, (2) Plan earnings, and (3) forfeitures of terminated participants' nonvested accounts.

Plan earnings are allocated based on participants' account balances, as defined by the Plan. Contributions and forfeitures of terminated participants' nonvested accounts are allocated to active participants, as defined by the Plan, based on the proportion that each participant's total points bears to the total points awarded to all participants for the year. Points are awarded as follows:

- a. Two points are awarded to each participant for each vesting year of service with the Company.
- b. One point is awarded to each participant for each \$100 of compensation received during the year.

The benefit to which a participant is entitled is the benefit that can be provided from the participant's account. The Plan does not allow for loans to participants.

Vesting

Employees are eligible to participate in the Plan upon completion of 12 consecutive months of service in which the employee has worked not less than 1,000 hours.

BRANNEN BANKS OF FLORIDA, INC. EMPLOYEES' RETIREMENT PLAN

Notes to Financial Statements – Continued December 31, 2012

1. Description of Plan – Continued:

Vesting – Continued

Vesting is based on years of continuous service as follows:

<u>Years of Service</u>	<u>Vested Percentage</u>
Less than two years	0%
Two years	20%
Three years	40%
Four years	60%
Five years	80%
Six years	100%

Participants are eligible to receive full benefits after attaining age 65 or after age 55 and completing 10 years of service.

Upon the death of a participant or in the event a participant becomes totally or permanently disabled prior to his retirement date or separation from service, all amounts credited to such participant's account as of the subsequent anniversary date become fully vested.

Payment of Benefits

The value of a participant's vested interest may be paid to the participant or the designated beneficiaries upon retirement, death, disability, or termination of employment. Only lump sum distributions are permitted by the Plan.

Investments

Investments are nonparticipant directed. Investment decisions are made within the guidelines of the Plan's "Statement of Investment Policy" by Sanford C. Bernstein & Co., LLC, the Plan's investment manager and custodian.

Forfeited Accounts

On or before each anniversary date, forfeitures may be made available to reinstate previously forfeited account balances of participants, if any, in accordance with the Plan, and any remaining forfeitures may be used to satisfy any contribution that may be required under the Plan or be used to pay any administrative expenses of the Plan. The remaining forfeitures, if any, shall be added to any employer contributions for the Plan year. During 2012, forfeited nonvested accounts of \$3,689 were allocated to participant accounts.

Plan Expenses

It is the policy of the Company, the Plan sponsor, to pay the non-investment related administrative expenses incurred by the Plan.

BRANNEN BANKS OF FLORIDA, INC. EMPLOYEES' RETIREMENT PLAN

Notes to Financial Statements – Continued December 31, 2012

2. Summary of Significant Accounting Policies:

Basis of Accounting

The financial statements of the Plan are prepared using the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires Plan management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Cash and Cash Equivalents

Cash and cash equivalents include money market accounts totaling \$319,733 and \$297,420 at December 31, 2012 and 2011, respectively, of which \$262,449 and \$275,114 were held by Brannen Bank, a member entity of the Plan sponsor, and exceeded the FDIC insured amount of \$250,000.

Investment Valuation and Income Recognition

The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation or depreciation in fair value of investments includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Payment of Benefits

Benefits are recorded when paid.

Subsequent Events

Plan management has evaluated subsequent events through October 1, 2013, the date which the financial statements were available to be issued.

BRANNEN BANKS OF FLORIDA, INC. EMPLOYEES' RETIREMENT PLAN**Notes to Financial Statements – Continued
December 31, 2012****3. Investments:**

The Plan's investments are held by Sanford C. Bernstein & Co., LLC as of December 31, 2012 and 2011, and are nonparticipant directed. The following table presents the fair value of investments. Investments that represent five percent or more of the Plan's net assets are separately identified:

	<u>2012</u>	<u>2011</u>
Investments, at fair value:		
Mutual funds		
Bernstein Intermediate Duration Institutional Portfolio	\$ 1,662,960	\$ 2,387,857
Bernstein International Portfolio	623,956	768,719
Other	216,167	145,126
Overlay portfolios		
Overlay A Portfolio Class 2	1,090,402	-
Overlay B Portfolio Class 2	718,884	-
Common stocks	<u>1,651,143</u>	<u>2,382,814</u>
	<u><u>\$ 5,963,512</u></u>	<u><u>\$ 5,684,516</u></u>

During the year ended December 31, 2012, the Plan's investments (including investments bought, sold, and held during the year) appreciated (depreciated) in value as follows:

	<u>2012</u>
Mutual funds	\$ 163,008
Overlay portfolios	(33,724)
Common stocks	<u>276,069</u>
Net appreciation in fair value of investments	<u><u>\$ 405,353</u></u>

4. Fair Value Measurements:

Fair value is measured using a framework that provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

- Level 1 – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

BRANNEN BANKS OF FLORIDA, INC. EMPLOYEES' RETIREMENT PLAN

Notes to Financial Statements – Continued December 31, 2012

4. Fair Value Measurements – Continued:

- Level 2 – Inputs to the valuation methodology include:
 - Quoted prices for similar assets or liabilities in active markets;
 - Quoted prices for identical or similar assets or liabilities in inactive markets;
 - Inputs other than quoted prices that are observable for the asset or liability;
 - Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

- Level 3 – Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011.

Common stocks: Valued at the closing price reported on the active market on which the individual securities trade.

Mutual funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value ("NAV") and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Overlay portfolios: The overlay portfolios are mutual funds that are available through Alliance Bernstein's Private Client Channel and are valued at the NAV of outstanding shares as calculated by State Street Bank and Trust Company, the custodian and accounting agent for the portfolios. The NAV is based on the fair value of the underlying investments held by the portfolios less their liabilities. Transactions (purchases and sales) may occur daily.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

BRANNEN BANKS OF FLORIDA, INC. EMPLOYEES' RETIREMENT PLAN

Notes to Financial Statements – Continued December 31, 2012

4. Fair Value Measurements – Continued:

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012 and 2011:

	2012			
	Level 1	Level 2	Level 3	Total
Mutual Funds:				
Bernstein Emerging Markets Portfolio (equity)	\$ 123,781	\$ -	\$ -	\$ 123,781
Bernstein Intermediate Duration Institutional Portfolio (fixed income)	1,662,960	-	-	1,662,960
Bernstein International Portfolio (equity)	623,956	-	-	623,956
Other	92,386	-	-	92,386
	<u>2,503,083</u>	<u>-</u>	<u>-</u>	<u>2,503,083</u>
Overlay Portfolios:				
Overlay A Portfolio Class 2	-	1,090,402	-	1,090,402
Overlay B Portfolio Class 2	-	718,884	-	718,884
	<u>-</u>	<u>1,809,286</u>	<u>-</u>	<u>1,809,286</u>
Common Stocks:				
Capital equipment	87,732	-	-	87,732
Consumer	719,422	-	-	719,422
Energy	140,111	-	-	140,111
Financial	283,488	-	-	283,488
Technology	275,239	-	-	275,239
Other	145,151	-	-	145,151
	<u>1,651,143</u>	<u>-</u>	<u>-</u>	<u>1,651,143</u>
Total assets at fair value	<u>\$ 4,154,226</u>	<u>\$ 1,809,286</u>	<u>\$ -</u>	<u>\$ 5,963,512</u>

BRANNEN BANKS OF FLORIDA, INC. EMPLOYEES' RETIREMENT PLAN

Notes to Financial Statements – Continued December 31, 2012

4. Fair Value Measurements – Continued:

	2011			
	Level 1	Level 2	Level 3	Total
Mutual Funds:				
Bernstein Emerging Markets Portfolio (equity)	\$ 145,126	\$ -	\$ -	\$ 145,126
Bernstein Intermediate Duration Institutional Portfolio (fixed income)	2,387,857	-	-	2,387,857
Bernstein International Portfolio (equity)	768,719	-	-	768,719
	<u>3,301,702</u>	<u>-</u>	<u>-</u>	<u>3,301,702</u>
Common Stocks:				
Capital equipment	185,573	-	-	185,573
Consumer	898,713	-	-	898,713
Energy	295,438	-	-	295,438
Financial	333,291	-	-	333,291
Technology	445,606	-	-	445,606
Other	224,193	-	-	224,193
	<u>2,382,814</u>	<u>-</u>	<u>-</u>	<u>2,382,814</u>
Total assets at fair value	<u>\$ 5,684,516</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 5,684,516</u>

The Plan invests in Overlay Portfolios that are measured at fair value using NAV per share. The fair value of the Plan's investment in these portfolios is \$1,809,286 at December 31, 2012. The investment strategy of the Overlay A Portfolio is to moderate the volatility of an equity-oriented asset allocation over the long term, as part of an investor's overall asset allocation managed by Sanford C. Bernstein & Co. LLC. The investment strategy of the Overlay B Portfolio is to moderate the volatility of a fixed-income-oriented asset allocation over the long term, as part of an investor's overall asset allocation managed by Sanford C. Bernstein & Co. LLC. There are no unfunded commitments and shares may be redeemed each day the New York Stock Exchange is open.

5. Related-Party Transactions:

The Plan's investments are held by the Plan's investment manager, Sanford C. Bernstein & Co., LLC. Transactions with the investment manager are considered to be transactions with a party-in-interest. Fees paid to Sanford C. Bernstein & Co., LLC by the Plan for investment management and other services amounted to \$23,867 for the year ended December 31, 2012.

6. Plan Termination:

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100 percent vested in their accounts.

BRANNEN BANKS OF FLORIDA, INC. EMPLOYEES' RETIREMENT PLAN

Notes to Financial Statements – Continued December 31, 2012

7. Tax Status:

The Plan was amended and restated effective January 1, 2009. The Internal Revenue Service has determined and informed the Company by letter dated January 27, 2010, that the Plan is designed in accordance with applicable sections of the Internal Revenue Code ("IRC"). Although the Plan has been amended since receiving the determination letter, the Plan administrator and the Plan's legal counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirement of the IRC.

The Plan management has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by the Internal Revenue Service; however, there are currently no audits for any tax periods in progress. As of December 31, 2012, the years 2009 through 2012 remain open to examination under federal statute.

8. Risks and Uncertainties:

The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

Independent Auditors' Report on the Supplemental Schedules

To the Board of Trustees
Brannen Banks of Florida, Inc.
Employees' Retirement Plan
Inverness, Florida

We have audited the financial statements of Brannen Banks of Florida, Inc. Employees' Retirement Plan (the "Plan") as of December 31, 2012 and 2011, and for the year ended December 31, 2012, and our report thereon dated October 1, 2013, which expressed an unmodified opinion on those financial statements, appears on page 1. Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets (held at end of year) and schedule of reportable transactions, together referred to as "supplemental information" are presented for the purpose of additional analysis and are not a required part of the financial statements but are supplemental information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Averett Warmus Durkee

Orlando, Florida
October 1, 2013

BRANNEN BANKS OF FLORIDA, INC. EMPLOYEES' RETIREMENT PLAN

Employer Identification No. 59-2067268-001

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

December 31, 2012

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party and (c) Description of Investment	(c) Number of Shares or Principal Amount	(d) Cost	(e) Current Value
	Sanford C. Bernstein Mutual Funds:			
*	AllianceBernstein Discovery Value Fund Advisor Cl Adv	2,750	\$ 44,276	\$ 47,720
*	AllianceBernstein Discovery Growth Fund Inc Advisor Cl Adv	5,971	41,800	44,666
*	Bernstein Emerging Markets Portfolio	4,379	133,906	123,781
*	Bernstein Intermediate Duration Institutional Portfolio	102,462	1,517,961	1,662,960
*	Bernstein International Portfolio	44,857	759,799	623,956
	Sanford C. Bernstein Overlay Portfolios:			
*	Overlay A Portfolio Class 2	103,947	1,121,393	1,090,402
*	Overlay B Portfolio Class 2	66,935	731,789	718,884
	Common Stocks:			
	Affiliated Managers Group Inc.	25	3,200	3,254
	Altria Group Inc.	1,100	33,227	34,584
	Amazon.com Inc.	65	14,586	16,324
	Amgen Inc.	75	5,353	6,474
	Ansys Inc.	175	10,614	11,785
	Apple Inc.	95	20,986	50,638
	Applied Materials Inc.	1,350	15,704	15,444
	Astrazeneca PLC - Spons ADR	750	35,341	35,453
	AT&T Inc.	375	12,641	12,641
	Bank of America Corp	1,200	12,738	13,932
	BB&T Corp	375	12,402	10,916
	Becton Dickinson & Co.	175	13,385	13,683
	Berkshire Hathaway Inc. Del	100	8,451	8,970
	Biogen Idec Inc.	150	20,061	22,001
	BP PLC - Spons. ADR	650	26,220	27,066
	Chevron Corporation	125	13,478	13,518
	Chipotle Mexican Grill Inc.	40	13,971	11,898
	Cisco Systems Inc.	800	15,558	15,720
	CIT Group Inc.	550	20,654	21,252
	CitiGroup Inc.	950	29,776	37,582
	Citrix Systems Inc.	325	22,435	21,369

BRANNEN BANKS OF FLORIDA, INC. EMPLOYEES' RETIREMENT PLAN
Employer Identification No. 59-2067268-001

Schedule H, Line 4i - Schedule of Assets (Held at End of Year) – Continued
December 31, 2012

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party and (c) Description of Investment	(c) Number of Shares or Principal Amount	(d) Cost	(e) Current Value
	Clorox Co	200	14,450	14,644
	Coach Inc.	175	12,408	9,714
	Cognizant Technology Solutions	300	21,847	22,215
	Comcast Corp.	300	7,550	11,214
	Danaher Corp.	375	16,905	20,963
	Delta Air Lines Inc.	700	6,756	8,309
	Diamond Offshore Drilling Inc.	275	18,099	18,689
	DirectTV	125	6,200	6,270
	Discover Financial Services	375	15,548	14,456
	Eaton Corporation PLC	300	13,341	16,254
	Ebay Inc.	175	8,262	8,929
	EOG Resources Inc.	50	5,305	6,040
	Everest RE Group Ltd	75	8,103	8,246
	Exxon Mobil Corp	250	20,039	21,638
	Fidelity National Financial	475	9,853	11,186
	Fidelity National Information	350	11,725	12,184
	Fiserv Inc.	75	5,936	5,927
	Ford Motor Co.	1,300	13,490	16,835
	F5 Networks Inc.	100	11,490	9,715
	General Electric Co.	700	13,051	14,693
	Google Inc. – Class A	40	22,119	28,375
	Harley Davidson Inc.	225	9,395	10,987
	Harris Corp-Del	150	7,690	7,344
	Health Net Inc.	225	6,785	5,468
	Hewlett-Packard Co.	1,428	42,196	20,349
	Home Depot Inc.	325	17,522	20,101
	Idexx Laboratories Corp	150	13,313	13,920
	IntercontinentalExchange Inc.	150	20,136	18,572
	International Business Machines Corp.	145	28,672	27,775
	Intuit Inc.	250	12,446	14,875
	Intuitive Surgical Inc. New	30	16,028	14,711
	Johnson & Johnson	400	24,164	28,040
	JPMorgan Chase & Co.	250	9,063	10,992
	Kinder Morgan Inc.	425	15,001	15,015

BRANNEN BANKS OF FLORIDA, INC. EMPLOYEES' RETIREMENT PLAN
Employer Identification No. 59-2067268-001

Schedule H, Line 4i - Schedule of Assets (Held at End of Year) – Continued
December 31, 2012

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party and (c) Description of Investment	(c) Number of Shares or Principal Amount	(d) Cost	(e) Current Value
	Kraft Foods Group Inc.	200	9,011	9,094
	Kroger Co.	1,200	26,667	31,224
	Liberty Media Corporation	100	11,117	11,601
	LinkedIn Corporation	75	7,593	8,612
	Lorillard, Inc.	140	15,424	16,334
	LyondellBasell Indu - Class A	275	10,716	15,700
	Macys Inc.	450	15,579	17,559
	Marsh & McLennan Companies Inc.	175	6,093	6,032
	McDonalds Corp	150	13,567	13,232
	McKesson Corp	150	13,173	14,544
	Medtronic Inc.	400	17,142	16,408
	Merck & Co Inc.	275	12,263	11,259
	MGM Resorts International	1,300	15,204	15,132
	Micron Technology Inc.	1,300	6,951	8,255
	Microsoft Corp	450	13,524	12,029
	National-Oilwell Varco Inc.	225	17,690	15,379
	Noble Energy Inc.	150	13,630	15,261
	NV Energy Inc.	650	10,678	11,791
	Partnerre Ltd	125	9,621	10,061
	Petsmart Inc.	100	6,853	6,834
	Pfizer Inc.	1,900	32,856	47,650
	Phillip Morris International	350	30,500	29,274
	Precision Castparts Corp	135	22,105	25,572
	Procter & Gamble Co.	75	4,743	5,092
	Pultegroup Inc.	550	8,454	9,988
	Reynolds American Inc.	225	9,275	9,322
	Schlumberger LTD	325	23,250	22,522
	Sherwin Williams Co	125	14,521	19,228
	Starbucks Corp.	325	12,235	17,427
	Tibco Software Inc.	500	14,735	11,005
	Time Warner Inc.	325	12,598	15,545
	Time Warner Cable	175	8,765	17,008
	TJX Companies Inc. New	375	16,934	15,919
	Tyson Foods Inc. - Class A	500	8,232	9,700

BRANNEN BANKS OF FLORIDA, INC. EMPLOYEES' RETIREMENT PLAN
Employer Identification No. 59-2067268-001

Schedule H, Line 4i - Schedule of Assets (Held at End of Year) – Continued
December 31, 2012

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party and (c) Description of Investment	(c) Number of Shares or Principal Amount	(d) Cost	(e) Current Value
	Ulta Salon Cosmetics	100	9,764	9,826
	Union Pacific Corp	175	20,858	22,001
	United Technologies Corp	125	9,928	10,251
	UnitedHealth Group Inc.	389	18,469	21,099
	US Bancorp Del	450	14,170	14,373
	Verizon Communications	275	12,520	11,899
	Vertex Pharmaceuticals Inc.	100	4,607	4,194
	Viacom Inc.	300	14,261	15,822
	Visa Inc.	150	18,456	22,737
	Wal-Mart Stores Inc.	225	15,076	15,352
	The Walt Disney Co.	400	14,274	19,916
	Wells Fargo & Company	950	30,863	32,471
	Wellpoint Inc.	500	33,481	30,460
	Cash and Cash Equivalents		<u>319,743</u>	<u>319,743</u>
			<u>\$ 6,204,762</u>	<u>\$ 6,283,255</u>

* A party-in-interest

BRANNEN BANKS OF FLORIDA, INC. EMPLOYEES' RETIREMENT PLAN
Employer Identification No. 59-2067268-001

Schedule H, Line 4j - Schedule of Reportable Transactions
December 31, 2012

<u>(b) Description of Asset</u>	<u>(c) Purchase Price</u>	<u>(d) Selling Price</u>	<u>(g) Cost of Asset</u>	<u>(h) Current Value of Asset on Transaction Date</u>	<u>(i) Net Gain or (Loss)</u>
Bernstein Intermediate Duration Institutional Portfolio	\$ -	\$ 801,960	\$ 733,985	\$ 801,960	\$ 67,975
Bernstein International Portfolio	\$ -	\$ 311,011	\$ 416,021	\$ 311,011	\$ (105,010)
Overlay A Portfolio Class 2	\$ 1,122,175	\$ -	\$ 1,122,175	\$ 1,122,175	\$ -
Overlay B Portfolio Class 2	\$ 763,902	\$ -	\$ 763,902	\$ 763,902	\$ -

BRANNEN BANKS OF FLORIDA, INC. EMPLOYEES' RETIREMENT PLAN
Employer Identification No. 59-2067268-001

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party and (c) Description of Investment	(c) Number of Shares or Principal Amount	(d) Cost	(e) Current Value
	Sanford C. Bernstein Mutual Funds:			
*	AllianceBernstein Discovery Value Fund Advisor Cl Adv	2,750	\$ 44,276	\$ 47,720
*	AllianceBernstein Discovery Growth Fund Inc Advisor Cl Adv	5,971	41,800	44,666
*	Bernstein Emerging Markets Portfolio	4,379	133,906	123,781
*	Bernstein Intermediate Duration Institutional Portfolio	102,462	1,517,961	1,662,960
*	Bernstein International Portfolio	44,857	759,799	623,956
	Sanford C. Bernstein Overlay Portfolios:			
*	Overlay A Portfolio Class 2	103,947	1,121,393	1,090,402
*	Overlay B Portfolio Class 2	66,935	731,789	718,884
	Common Stocks:			
	Affiliated Managers Group Inc.	25	3,200	3,254
	Altria Group Inc.	1,100	33,227	34,584
	Amazon.com Inc.	65	14,586	16,324
	Amgen Inc.	75	5,353	6,474
	Ansys Inc.	175	10,614	11,785
	Apple Inc.	95	20,986	50,638
	Applied Materials Inc.	1,350	15,704	15,444
	Astrazeneca PLC - Spons ADR	750	35,341	35,453
	AT&T Inc.	375	12,641	12,641
	Bank of America Corp	1,200	12,738	13,932
	BB&T Corp	375	12,402	10,916
	Becton Dickinson & Co.	175	13,385	13,683
	Berkshire Hathaway Inc. Del	100	8,451	8,970
	Biogen Idec Inc.	150	20,061	22,001
	BP PLC - Spons. ADR	650	26,220	27,066
	Chevron Corporation	125	13,478	13,518
	Chipotle Mexican Grill Inc.	40	13,971	11,898
	Cisco Systems Inc.	800	15,558	15,720
	CIT Group Inc.	550	20,654	21,252
	CitiGroup Inc.	950	29,776	37,582
	Citrix Systems Inc.	325	22,435	21,369
	Clorox Co	200	14,450	14,644
	Coach Inc.	175	12,408	9,714
	Cognizant Technology Solutions	300	21,847	22,215
	Comcast Corp.	300	7,550	11,214
	Danaher Corp.	375	16,905	20,963

BRANNEN BANKS OF FLORIDA, INC. EMPLOYEES' RETIREMENT PLAN
Employer Identification No. 59-2067268-001

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party and (c) Description of Investment	(c) Number of Shares or Principal Amount	(d) Cost	(e) Current Value
	Delta Air Lines Inc.	700	6,756	8,309
	Diamond Offshore Drilling Inc.	275	18,099	18,689
	DirectTV	125	6,200	6,270
	Discover Financial Services	375	15,548	14,456
	Eaton Corporation PLC	300	13,341	16,254
	Ebay Inc.	175	8,262	8,929
	EOG Resources Inc.	50	5,305	6,040
	Everest RE Group Ltd	75	8,103	8,246
	Exxon Mobil Corp	250	20,039	21,638
	Fidelity National Financial	475	9,853	11,186
	Fidelity National Information	350	11,725	12,184
	Fiserv Inc.	75	5,936	5,927
	Ford Motor Co.	1,300	13,490	16,835
	F5 Networks Inc.	100	11,490	9,715
	General Electric Co.	700	13,051	14,693
	Google Inc. – Class A	40	22,119	28,375
	Harley Davidson Inc.	225	9,395	10,987
	Harris Corp-Del	150	7,690	7,344
	Health Net Inc.	225	6,785	5,468
	Hewlett-Packard Co.	1,428	42,196	20,349
	Home Depot Inc.	325	17,522	20,101
	Idexx Laboratories Corp	150	13,313	13,920
	IntercontinentalExchange Inc.	150	20,136	18,572
	International Business Machines Corp.	145	28,672	27,775
	Intuit Inc.	250	12,446	14,875
	Intuitive Surgical Inc. New	30	16,028	14,711
	Johnson & Johnson	400	24,164	28,040
	JPMorgan Chase & Co.	250	9,063	10,992
	Kinder Morgan Inc.	425	15,001	15,015
	Kraft Foods Group Inc.	200	9,011	9,094
	Kroger Co.	1,200	26,667	31,224
	Liberty Media Corporation	100	11,117	11,601
	LinkedIn Corporation	75	7,593	8,612
	Lorillard, Inc.	140	15,424	16,334
	LyondellBasell Indu - Class A	275	10,716	15,700
	Macys Inc.	450	15,579	17,559
	Marsh & McLennan Companies Inc.	175	6,093	6,032
	McDonalds Corp	150	13,567	13,232
	McKesson Corp	150	13,173	14,544
	Medtronic Inc.	400	17,142	16,408
	Merck & Co Inc.	275	12,263	11,259

BRANNEN BANKS OF FLORIDA, INC. EMPLOYEES' RETIREMENT PLAN
Employer Identification No. 59-2067268-001

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2012

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party and (c) Description of Investment	(c) Number of Shares or Principal Amount	(d) Cost	(e) Current Value
	MGM Resorts International	1,300	15,204	15,132
	Micron Technology Inc.	1,300	6,951	8,255
	Microsoft Corp	450	13,524	12,029
	National-Oilwell Varco Inc.	225	17,690	15,379
	Noble Energy Inc.	150	13,630	15,261
	NV Energy Inc.	650	10,678	11,791
	Partnerre Ltd	125	9,621	10,061
	Petsmart Inc.	100	6,853	6,834
	Pfizer Inc.	1,900	32,856	47,650
	Phillip Morris International	350	30,500	29,274
	Precision Castparts Corp	135	22,105	25,572
	Procter & Gamble Co.	75	4,743	5,092
	Pultegroup Inc.	550	8,454	9,988
	Reynolds American Inc.	225	9,275	9,322
	Schlumberger LTD	325	23,250	22,522
	Sherwin Williams Co	125	14,521	19,228
	Starbucks Corp.	325	12,235	17,427
	Tibco Software Inc.	500	14,735	11,005
	Time Warner Inc.	325	12,598	15,545
	Time Warner Cable	175	8,765	17,008
	TJX Companies Inc. New	375	16,934	15,919
	Tyson Foods Inc. - Class A	500	8,232	9,700
	Ulta Salon Cosmetics	100	9,764	9,826
	Union Pacific Corp	175	20,858	22,001
	United Technologies Corp	125	9,928	10,251
	UnitedHealth Group Inc.	389	18,469	21,099
	US Bancorp Del	450	14,170	14,373
	Verizon Communications	275	12,520	11,899
	Vertex Pharmaceuticals Inc.	100	4,607	4,194
	Viacom Inc.	300	14,261	15,822
	Visa Inc.	150	18,456	22,737
	Wal-Mart Stores Inc.	225	15,076	15,352
	The Walt Disney Co.	400	14,274	19,916
	Wells Fargo & Company	950	30,863	32,471
	Wellpoint Inc.	500	33,481	30,460
	Cash and Cash Equivalents		319,743	319,743
			\$ 6,204,762	\$ 6,283,255

* A party-in-interest

Form 5500Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security
Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**OMB Nos. 1210-0110
1210-0089**2012****This Form is Open to Public Inspection****Part I Annual Report Identification Information**For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

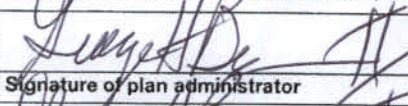
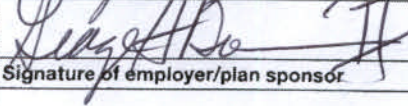
- A** This return/report is for: ☒ a multiemployer plan; ☐ a multiple-employer plan; or ☐ a DFE (specify) _____
- ☒ a single-employer plan;
- B** This return/report is: ☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
- C** If the plan is a collectively-bargained plan, check here _____ ▶ ☐
- D** Check box if filing under: ☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description) _____

Part II Basic Plan Information - enter all requested information

1a Name of plan BRANNEN BANKS OF FLORIDA INC. EE'S RETIREMENT PLAN	1b Three-digit plan number (PN) ▶ 001
2a Plan sponsor's name and address, include room or suite number (employer, if for a single-employer plan) BRANNEN BANKS OF FLORIDA INC P.O. BOX 1929 320 US HIGHWAY 41 SOUTH INVERNESS FL 34451-1929	1c Effective date of plan 01/01/1983
	2b Employer Identification Number (EIN) 59-2067268
	2c Sponsor's telephone number 352-726-9001
	2d Business code (see instructions) 522110

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE 	10/01/2013	George H. Brannen, II
Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE 	10/01/2013	George H. Brannen, II
Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE 		
Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional) AVERETT WARMUS DURKEE, P.A. 1417 E. CONCORD STREET ORLANDO FL 32803		Preparer's telephone number (optional) 407-849-1569

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2012)
v. 120126

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☒ Same as Plan Sponsor Address**3b** Administrator's EIN**3c** Administrator's telephone number**4** If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:**4b** EIN**4c** PN**a** Sponsor's name**5** Total number of participants at the beginning of the plan year**5** 162**6** Number of participants as of the end of the plan year (welfare plans complete only lines **6a**, **6b**, **6c**, and **6d**).**a** Active participants**6a** 116**b** Retired or separated participants receiving benefits**6b****c** Other retired or separated participants entitled to future benefits**6c** 42**d** Subtotal. Add lines **6a**, **6b**, and **6c****6d** 158**e** Deceased participants whose beneficiaries are receiving or are entitled to receive benefits**6e** 1**f** Total. Add lines **6d** and **6e****6f** 159**g** Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)**6g** 159**h** Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested**6h** 3**7** Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)**7****8a** If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: **2 E****b** If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:**9a** Plan funding arrangement (check all that apply)

- (1) ☐ Insurance
 (2) ☐ Code section 412(e)(3) insurance contracts
 (3) ☒ Trust
 (4) ☐ General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

- (1) ☐ Insurance
 (2) ☐ Code section 412(e)(3) insurance contracts
 (3) ☒ Trust
 (4) ☐ General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)**a Pension Schedules**

- (1) ☒ **R** (Retirement Plan Information)
 (2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
 (3) ☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- (1) ☒ **H** (Financial Information)
 (2) ☐ **I** (Financial Information - Small Plan)
 (3) ☐ **A** (Insurance Information)
 (4) ☒ **C** (Service Provider Information)
 (5) ☐ **D** (DFE/Participating Plan Information)
 (6) ☐ **G** (Financial Transaction Schedules)

BRANNEN BANKS OF FLORIDA, INC. EMPLOYEES' RETIREMENT PLAN
Employer Identification No. 59-2067268-001

Schedule H, Line 4j - Schedule of Reportable Transactions
December 31, 2012

(b) Description of Asset	(c) Purchase Price	(d) Selling Price	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain or (Loss)
Bernstein Intermediate Duration Institutional Portfolio	\$ -	\$ 801,960	\$ 733,985	\$ 801,960	\$ 67,975
Bernstein International Portfolio	\$ -	\$ 311,011	\$ 416,021	\$ 311,011	\$ (105,010)
Overlay A Portfolio Class 2	\$ 1,122,175	\$ -	\$ 1,122,175	\$ 1,122,175	\$ -
Overlay B Portfolio Class 2	\$ 763,902	\$ -	\$ 763,902	\$ 763,902	\$ -