

Board of Governors of the Federal Reserve System



# Annual Report of Bank Holding Companies—FR Y-6

## Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11 (a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)). Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies 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). The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

NOTE: The *Annual Report of Bank Holding Companies* must be signed by one director of the top-tier bank holding company. This individual should also be a senior official of the top-tier bank holding company. In the event that the top-tier bank holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

Date of Report (top-tier bank holding company's fiscal year-end):  
**December 31, 2011**

Month / Day / Year

I, **Charles Allcott, III**

Reporter's Name, Street, and Mailing Address  
**Anderen Financial, Inc.**

Name of the Bank Holding Company Director and Official

Legal Title of Bank Holding Company

**CEO**

**3450 East Lake Road, Suite 202**

Title of the Bank Holding Company Director and Official

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

attest that the *Annual Report of Bank Holding Companies* (including the supporting attachments) for this report date have 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.

**Palm Harbor** **FL** **34685**  
City State Zip Code

Physical location (if different from mailing address)

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Person to whom questions about this report should be directed:

**Sharon Hill** **EVP - CFO**  
Name Title

**727-771-4662**

Area Code / Phone Number / Extension

**727-771-4671**

Area Code / FAX Number

**shill@anderenbank.com**

E-mail Address

**www.anderenbank.com**

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

Signature of Bank Holding Company Director and Official

Date of Signature

*Charles Allcott III*  
**Feb. 22, 2012**

For bank 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 **7308 3625570**  
C.I. \_\_\_\_\_

Does the reporter request confidential treatment for any portion of this submission?

Yes Please identify the report items to which this request applies:

In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.

The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

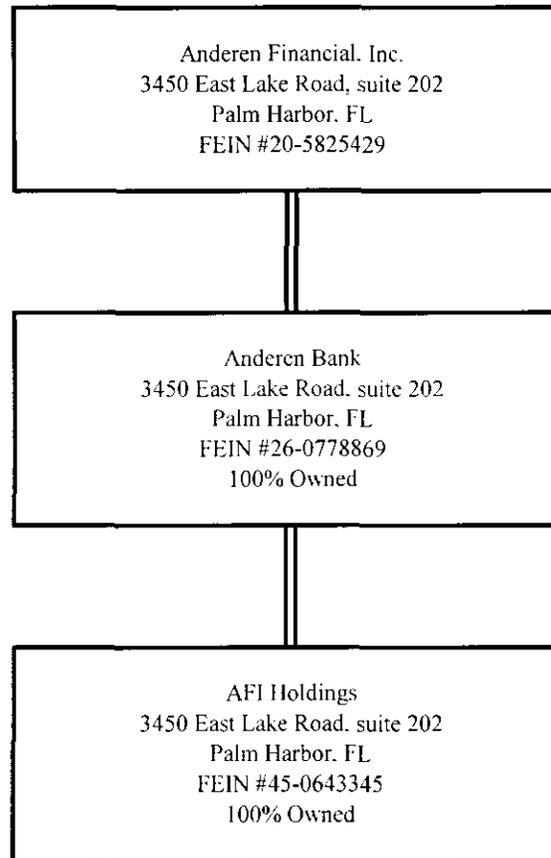


**Anderen Financial, Inc.**  
**Palm Harbor, Florida**  
**Fiscal Year Ending December 31,2011**  
**FRY - 6**

**Report Item 2a:**

**1. The bank holding company is not registered with the Securities Exchange Commission. Two copies of the Annual Report to Shareholders are attached.**

**2. Organizational Chart**



**Results:** A list of branches for your BHC: ANDEREN FINANCIAL, INC (3625570) of PALM HARBOR, FL.  
The data are as of 12/31/2011. Data reflects information that was received and processed through 01/05/2012.

**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
Correct		Full Service (Head Office)	3625589	ANDEREN BANK	3412 EAST LAKE ROAD	PALM HARBOR	FL	34685	PINELLAS	UNITED STATES	457306	0	ANDEREN BANK	3625589	
Correct		Full Service	4148553	FORT HARRISON BRANCH	1465 SOUTH FORT HARRISON AVENUE, SUITE 100	CLEARWATER	FL	33756	PINELLAS	UNITED STATES	507366	4	ANDEREN BANK	3625589	
Correct		Full Service	3999141	TAMPA KENNEDY BOULEVARD BRANCH	2514 WEST KENNEDY BOULEVARD	TAMPA	FL	33609	HILLSBOROUGH	UNITED STATES	499309	3	ANDEREN BANK	3625589	
Correct		Full Service	3999169	ORLANDO LEE ROAD OFFICE	1720 LEE ROAD	WINTER PARK	FL	32789	ORANGE	UNITED STATES	499308	2	ANDEREN BANK	3625589	

**Anderen Financial, Inc.**  
**Palm Harbor, Florida**  
**Fiscal Year Ending December 31, 2011**

**Report Item 3: Security Holders**

*All new.*

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending <u>12/31/2011</u>			Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending <u>12/31/2010</u>		
(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities
Thomas P. Moran Altamonte Springs, FL	USA	200,000 - 4.04% Common Stock  20,000 - 0.18% Options on Common Stock	Thomas P. Moran Altamonte Springs, FL	USA	200,000 - 3.99% Common Stock  10,000 - 0.19% Options on Common Stock
Brian J. Moran Maitland, FL	USA	50,000 - 1.01% Common Stock  16,000 - 0.26% Options on Common Stock	Brian J. Moran Maitland, FL	USA	50,000 - 1.00% Common Stock  8,000 - 0.15% Options on Common Stock

*Missed  
in previous description*

**Anderen Financial, Inc.**  
**Palm Harbor, Florida**  
**Fiscal Year Ending December 31, 2011**  
**FRY - 6**

**Report Item 4: Insiders**

(1) Name & Address Address (City, State, Country)	(2) Principal Occupation if other than with the Bank Holding Company	(3)(a) Title & Position with the Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of Subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiary Companies	(4)(c) List names of Other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting shares.
Charles Allcott, III Palm Harbor, FL	N/A	CEO & Director	Chairman & CEO (Anderen Bank)		1.75%	N/A	Trimar Investors LLC, Partner - 12.50% Mobile Hwy, LLC, Partner - 14% RMSWP, Partner - 14.28% Seawind Condo - 33%
Dr. Mahesh Amin Clearwater, FL	Physician	Director	Director (Anderen Bank)	Mahesh Amin, PA (CEO/President)	1.42%	N/A	Mahesh Amin, PA - 100% Amin Limited Partnership - 85% Six-One Limited Partnership - 50% Greenleaf Investments - 25% Dunedin Townhomes - 25% Physician Indemnity - 5.0-7.0% Freedom Health - < 2%
Derek Burke Oviedo, FL	Engineer	Director	Director (Anderen Bank)	WBQ Design & Engineering (President)	0.79%	N/A	WBQ Design & Engineering, Inc. - 67% owner Capital Investment Group, LLC - 50% member
Dr. Sion "William" Carter Tampa, FL	Physician	Director	Director (Anderen Bank)	SDI Radiology (Vice President)	1.52%	N/A	SDI Radiology - 5.26% SDI Teleradiology, Inc. - 5.26% Durango Slope Side Properties, LLC - 33%
Sharon Hill St. Petersburg, FL	N/A	EVP - Chief Financial Officer	EVP - Chief Financial Officer	N/A	0.52%	N/A	N/A
Dr. Robert C. Harbour	Physician	Director	Director (Anderen Bank)	Center for Sight (Practitioner)	1.40%	N/A	No. Florida Surgery Center - 5% Center for Sight - 20% The Glasses Store - 33.33% Gulf Coast Community Bank - 33.33% Trimar Investors LLC - 12.50% Mobile Hwy, LLC - 14% RMSWP - 14.28%
Mark Keenan Longwood, FL	Contractor	Director	Director (Anderen Bank)	KHS&S Contractors, Inc. (President)	1.46%	N/A	KHS&S Contractors, Inc. - 9% T Group Investments, LLC - 20% Power Pro-Tech Services - 48.50% Countryside Homes, LLC - 70% Sunshine Fitness Centers, Inc. - 10.83% Sunshine Fitness Belle Isle, LLC - 13.57% Sunshine Fitness Cocoa, LLC - 12.50% Sunshine Fitness Dr. Phillips, LLC - 14.29% Sunshine Fitness - Fashion Sq, LLC - 14.29%

**Anderen Financial, Inc.**  
**Palm Harbor, Florida**  
**Fiscal Year Ending December 31, 2011**  
**FRY - 6**

**Report Item 4: Insiders**

(1) Name & Address Address (City, State, Country)	(2) Principal Occupation if other than with the Bank Holding Company	(3)(a) Title & Position with the Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of Subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiary Companies	(4)(c) List names of Other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting shares.
Mark Keenan (Continued)							Sunshine Fitness - Kissimmee, LLC - 14.29% Sunshine Fitness - Metrowest, LLC - 14.29% Sunshine Fitness Ocoee, LLC - 12.50% Sunshine Fitness Orange City, LLC - 12.50% Sunshine Fitness Orlando, LLC - 12.50% Sunshine Fitness Oviedo, LLC - 12.50% Sunshine Fitness Pensacola, LLC - 12.50% Sunshine Fitness Rio Pinar, LLC - 14.29% Sunshine Fitness St. Cloud, LLC - 12.50% Sunshine - Lake Mary, LLC - 13.57%
Brian J. Moran Maitland, FL	Attorney	Director	Director (Anderen Bank)	Moran, Kidd, Lyons, Johnson & Berkson, P.A. ( Attorney)	1.27%	N/A	Moran, Kidd, Lyons, Johnson & Berkson, P.A. -13% BJTP, LLC - 20%
Thomas P. Moran Altamonte Springs, FL	Attorney	Director	Director (Anderen Bank)	Moran, Kidd, Lyons, Johnson & Berkson, P.A. (CEO/Pres./Chairman Emeritus) JTM Associated Ltd - General Partner	4.22%	N/A	Moran, Kidd, Lyons, Johnson & Berkson, P.A. - 60% JTM Associated Ltd - 45%
John R. Warren Lake Mary, FL	N/A	President & Chairman	President/COO & Director (Anderen Bank)	N/A	1.73%	N/A	N/A