

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, Daniel M. Healy  
 Name of the Bank Holding Company Director and Official  
Manager  
 Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address  
Bond Street Management, LLC  
 Legal Title of Bank Holding Company  
2500 Weston Road, Suite 300, Weston Corp. Center I  
 (Mailing Address of the Bank Holding Company) Street / P.O. Box  

<u>Weston</u>	<u>FL</u>	<u>33331</u>
City	State	Zip Code

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.

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:  
Stuart Oran Chief Administrative Officer  
 Name Title  
305-668-5411  
 Area Code / Phone Number / Extension  
954-389-4729  
 Area Code / FAX Number  
soran@fcb1923.com  
 E-mail Address  
www.bondstreetholdings.com  
 Address (URL) for the Bank Holding Company's web page

Signature of Bank Holding Company Director and Official  
03/29/2012 Daniel M. Healy  
 Date of Signature

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 \_\_\_\_\_  
 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:  
Response Items #3 and #4

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



**Form FR Y-6**

**Bond Street Management, LLC (Top-tier bank holding company)**

**Weston, Florida**

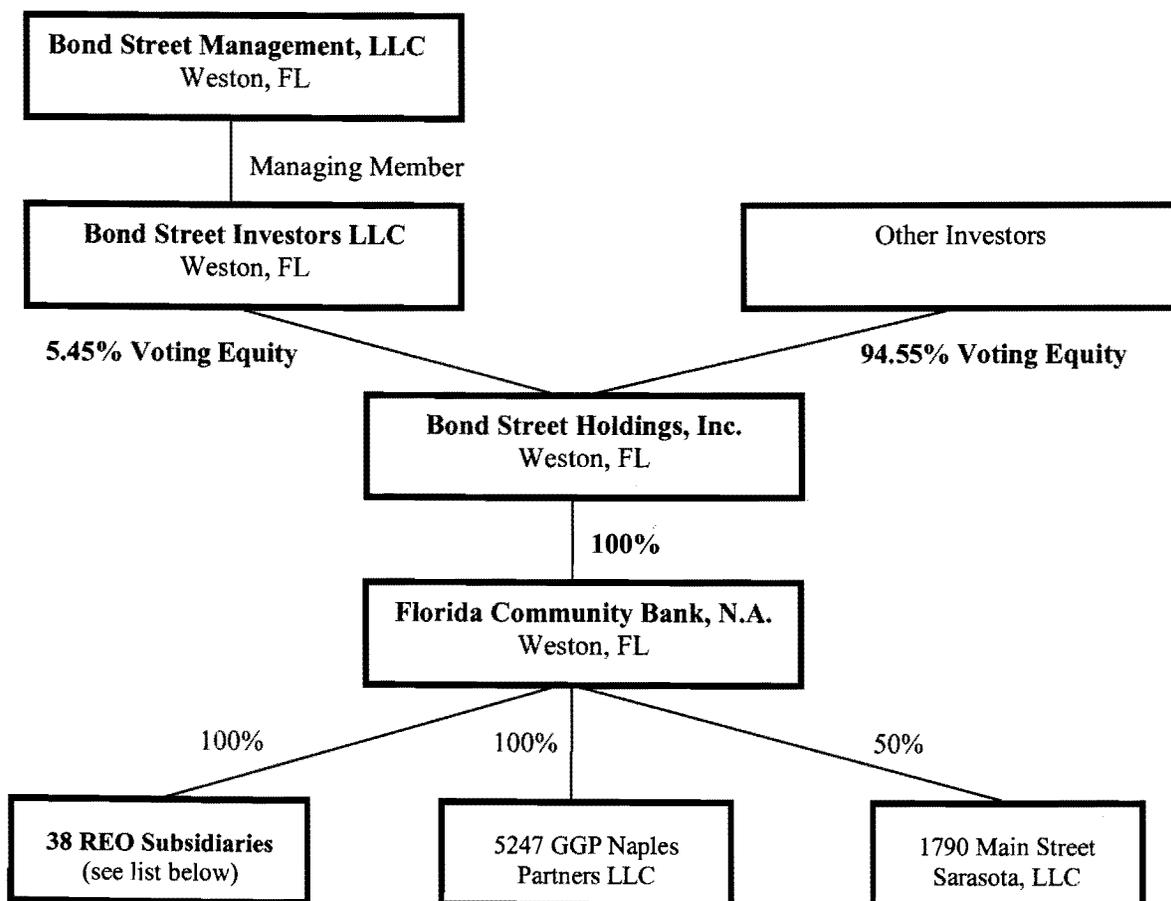
**Fiscal Year Ending December 31, 2011**

**PUBLIC FILE**

**Report  
Item**

**1:** Bond Street Holdings, Inc. prepared a year-end annual report for its shareholders which included unaudited financial statements as of year-end 2011. The shareholder package is included as Attachment 1 to the FR Y-6 Public File.

**2a:** Organizational Chart



REVISED

Form FR Y-6

**Bond Street Management, LLC (Top-tier bank holding company)**

**Weston, Florida**

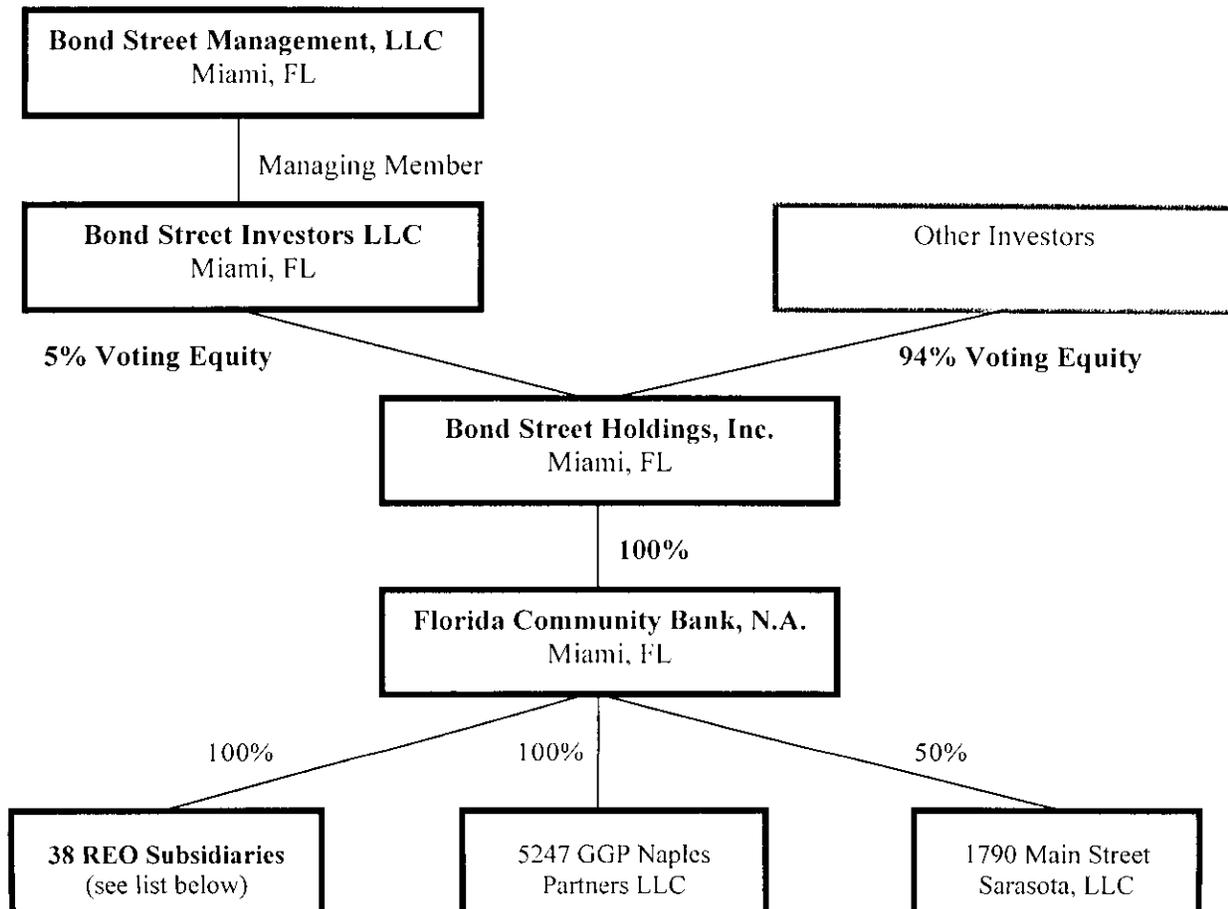
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**2a:** Organizational Chart as of December 31, 2011



Results: A list of branches for your BMC. If you have a BMC, you can view the details of your BMC. The data are as of 11/11/2011. Data reflects information that was reviewed and processed through 02/25/2012.

**Reconciliation and Verification Items**

1. In the Data Action column of each branch, you enter one or more of the actions specified below.
2. If required, enter the date on the Effective Date column.

**Action**

- OK: If the branch information is correct, enter "OK" on the Data Action column.
- Change: If the branch information is incorrect or incomplete, review the data, enter "Change" on the Data Action column and the date when the information got false on the Effective Date column.
- Close: If a branch has been closed, enter "Close" on the Data Action column and the date of closure on the Effective Date column.
- Open: If a branch has not been opened by the reporting period, enter "Open" on the Data Action column.
- Add: If a responsible branch is missing, insert a row, add the branch data, and enter "Add" on the Data Action column and the opening or activation date on the Effective Date column.

If you print this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or adjust zoom percent.

**Submission Procedures**

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 emailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

**Note**

To satisfy the FRB FD reporting requirements, you must send a valid FRB FD Domestic Branch Reconciliation Form with a Data Action of "OK" for each branch. The FRB FD report may be submitted in a hard copy format or via the FRB FD online application. (6/26/2011) For more information go to [www.frb.org](http://www.frb.org).

\* FIRM, BRUNUM, Office Number, and ISD columns are for reference only. Verification of these values is not required.

Dist	Branch Code	Branch Name	Branch	Legal Name	Street Address	City	State	Zip Code	Country	FDIC Covered?	Office Number	Head Office	Comments
OK	Full Service	4281242	FLORIDA COMMUNITY BANK, NATIONAL ASSOCIATION	2541 WESTLAKES BLVD	JACKSONVILLE	FL	32216	UNITED STATES	Yes	Required	Not Reported	4281242	FRB FD reflecting main office reversion for the Bank and its parent BFCU was filed on 2/27/2012
OK	Full Service	4281243	FLORIDA COMMUNITY BANK, NATIONAL ASSOCIATION	1401 PARK AVENUE	APOLLO	FL	32630	UNITED STATES	Not Reported	Not Reported	Not Reported	4281243	
OK	Full Service	4281244	FLORIDA COMMUNITY BANK, NATIONAL ASSOCIATION	11414 WEST PALM BEACH BOULEVARD	BUDAPEST	FL	33448	UNITED STATES	Not Reported	Not Reported	Not Reported	4281244	
OK	Full Service	4281245	FLORIDA COMMUNITY BANK, NATIONAL ASSOCIATION	2400 BOWLING GREEN BLVD	BUNTA SPRINGS	FL	32822	UNITED STATES	Not Reported	Not Reported	Not Reported	4281245	
OK	Full Service	4281246	FLORIDA COMMUNITY BANK, NATIONAL ASSOCIATION	704 BOWLING GREEN BOULEVARD, SUITE 220	BOYNTON BEACH	FL	33437	UNITED STATES	Not Reported	Not Reported	Not Reported	4281246	
OK	Full Service	4281247	FLORIDA COMMUNITY BANK, NATIONAL ASSOCIATION	1000 SOUTH BAYVIEW STREET	BROOKHOLM	FL	34602	UNITED STATES	Not Reported	Not Reported	Not Reported	4281247	
OK	Full Service	4281248	FLORIDA COMMUNITY BANK, NATIONAL ASSOCIATION	201 NE BRADY ROAD (EAST END)	LARGO	FL	34680	UNITED STATES	Not Reported	Not Reported	Not Reported	4281248	
OK	Full Service	4281249	FLORIDA COMMUNITY BANK, NATIONAL ASSOCIATION	4308 COTTONWOOD BOULEVARD, SUITE 100	LARGO	FL	34682	UNITED STATES	Not Reported	Not Reported	Not Reported	4281249	
OK	Full Service	4281250	FLORIDA COMMUNITY BANK, NATIONAL ASSOCIATION	1301 NORTH ATLANTIC AVENUE	LITTLE ROCK	FL	32254	UNITED STATES	Not Reported	Not Reported	Not Reported	4281250	
OK	Full Service	4281251	FLORIDA COMMUNITY BANK, NATIONAL ASSOCIATION	4322 WEST ATLANTIC AVENUE	DE LAKE BEACH	FL	32843	UNITED STATES	Not Reported	Not Reported	Not Reported	4281251	
OK	Full Service	4281252	FLORIDA COMMUNITY BANK, NATIONAL ASSOCIATION	2200 SOUTH WINDYBROOK	ENGLISHTOWN	FL	32924	UNITED STATES	Not Reported	Not Reported	Not Reported	4281252	
OK	Full Service	4281253	FLORIDA COMMUNITY BANK, NATIONAL ASSOCIATION	7000 UNIVERSITY LAKES DRIVE	STONY BAYERS	FL	32257	UNITED STATES	Not Reported	Not Reported	Not Reported	4281253	
OK	Full Service	4281254	FLORIDA COMMUNITY BANK, NATIONAL ASSOCIATION	2130 S WINDYBROOK	STONEY BAYERS	FL	32257	UNITED STATES	Not Reported	Not Reported	Not Reported	4281254	
OK	Full Service	4281255	FLORIDA COMMUNITY BANK, NATIONAL ASSOCIATION	1311 INTERNATIONAL PARKWAY	STONEY BAYERS	FL	32257	UNITED STATES	Not Reported	Not Reported	Not Reported	4281255	
OK	Full Service	4281256	FLORIDA COMMUNITY BANK, NATIONAL ASSOCIATION	1834 WINDYBROOK DRIVE, SUITE 100	STONEY BAYERS	FL	32257	UNITED STATES	Not Reported	Not Reported	Not Reported	4281256	
OK	Full Service	4281257	FLORIDA COMMUNITY BANK, NATIONAL ASSOCIATION	1810 WINDYBROOK DRIVE	STONEY BAYERS	FL	32257	UNITED STATES	Not Reported	Not Reported	Not Reported	4281257	
OK	Full Service	4281258	FLORIDA COMMUNITY BANK, NATIONAL ASSOCIATION	4400 NORTH 15TH STREET	MARGATE	FL	32852	UNITED STATES	Not Reported	Not Reported	Not Reported	4281258	
OK	Full Service	4281259	FLORIDA COMMUNITY BANK, NATIONAL ASSOCIATION	155 N BRIDGE STREET	ARLINGTON	FL	32612	UNITED STATES	Not Reported	Not Reported	Not Reported	4281259	
OK	Full Service	4281260	FLORIDA COMMUNITY BANK, NATIONAL ASSOCIATION	3143 HUNTERS CREEK	DEERFIELD BEACH	FL	32938	UNITED STATES	Not Reported	Not Reported	Not Reported	4281260	
OK	Full Service	4281261	FLORIDA COMMUNITY BANK, NATIONAL ASSOCIATION	2100 STATE ROAD 11A, SUITE 100	LAKE WORTH	FL	33474	UNITED STATES	Not Reported	Not Reported	Not Reported	4281261	
OK	Full Service	4281262	FLORIDA COMMUNITY BANK, NATIONAL ASSOCIATION	317 WEST ATLANTIC BOULEVARD	MARGATE	FL	32866	UNITED STATES	Not Reported	Not Reported	Not Reported	4281262	
OK	Full Service	4281263	FLORIDA COMMUNITY BANK, NATIONAL ASSOCIATION	2100 NORTH COUNTY ROAD 100	MCKINNEY ISLAND	FL	32652	UNITED STATES	Not Reported	Not Reported	Not Reported	4281263	
OK	Full Service	4281264	FLORIDA COMMUNITY BANK, NATIONAL ASSOCIATION	7000 BIRCHWOOD	MIRAMONTE	FL	33185	UNITED STATES	Not Reported	Not Reported	Not Reported	4281264	
OK	Full Service	4281265	FLORIDA COMMUNITY BANK, NATIONAL ASSOCIATION	5245 GOLDEN GATE PARKWAY	NAPOLES	FL	34110	UNITED STATES	Not Reported	Not Reported	Not Reported	4281265	
OK	Full Service	4281266	FLORIDA COMMUNITY BANK, NATIONAL ASSOCIATION	2402 TAMMAM PARK NORTH, SUITE 100	NAPOLES	FL	34103	UNITED STATES	Not Reported	Not Reported	Not Reported	4281266	
OK	Full Service	4281267	FLORIDA COMMUNITY BANK, NATIONAL ASSOCIATION	2115 VAN DER BEEK BEACH ROAD	NAPOLES	FL	34109	UNITED STATES	Not Reported	Not Reported	Not Reported	4281267	
OK	Full Service	4281268	FLORIDA COMMUNITY BANK, NATIONAL ASSOCIATION	1800 NORTH EAST 21 ST AND LAKESHORE DRIVE	NORTH MIAMI BEACH	FL	33178	UNITED STATES	Not Reported	Not Reported	Not Reported	4281268	
OK	Full Service	4281269	FLORIDA COMMUNITY BANK, NATIONAL ASSOCIATION	4000 ALHAMBRA LANE	NORTH PALM BEACH	FL	33427	UNITED STATES	Not Reported	Not Reported	Not Reported	4281269	
OK	Full Service	4281270	FLORIDA COMMUNITY BANK, NATIONAL ASSOCIATION	8000 COUNTY WOODBERRY ROAD	ORLANDO	FL	32835	UNITED STATES	Not Reported	Not Reported	Not Reported	4281270	
OK	Full Service	4281271	FLORIDA COMMUNITY BANK, NATIONAL ASSOCIATION	212 WEST GARDENA BLVD	ORLANDO	FL	32817	UNITED STATES	Not Reported	Not Reported	Not Reported	4281271	
OK	Full Service	4281272	FLORIDA COMMUNITY BANK, NATIONAL ASSOCIATION	1215 WARRIORS TRAIL	ORLANDO	FL	32822	UNITED STATES	Not Reported	Not Reported	Not Reported	4281272	
OK	Full Service	4281273	FLORIDA COMMUNITY BANK, NATIONAL ASSOCIATION	2410 WINDYBROOK AVENUE	ORLANDO	FL	32822	UNITED STATES	Not Reported	Not Reported	Not Reported	4281273	
OK	Full Service	4281274	FLORIDA COMMUNITY BANK, NATIONAL ASSOCIATION	4771 S. 702 WEST WINDYBROOK AVENUE	ORLANDO	FL	32822	UNITED STATES	Not Reported	Not Reported	Not Reported	4281274	
OK	Full Service	4281275	FLORIDA COMMUNITY BANK, NATIONAL ASSOCIATION	1821 BOW SAINT LUCIE BOULEVARD	ORLANDO	FL	32822	UNITED STATES	Not Reported	Not Reported	Not Reported	4281275	
OK	Full Service	4281276	FLORIDA COMMUNITY BANK, NATIONAL ASSOCIATION	105 WEST STREET	ORLANDO	FL	32801	UNITED STATES	Not Reported	Not Reported	Not Reported	4281276	
OK	Full Service	4281277	FLORIDA COMMUNITY BANK, NATIONAL ASSOCIATION	1707 24TH STREET	SARASOTA	FL	34236	UNITED STATES	Not Reported	Not Reported	Not Reported	4281277	
OK	Full Service	4281278	FLORIDA COMMUNITY BANK, NATIONAL ASSOCIATION	2211 SOUTH WARRIORS TRAIL	SARASOTA	FL	34238	UNITED STATES	Not Reported	Not Reported	Not Reported	4281278	
OK	Full Service	4281279	FLORIDA COMMUNITY BANK, NATIONAL ASSOCIATION	715 SOUTH GOLFWOOD AVENUE	STUART	FL	34994	UNITED STATES	Not Reported	Not Reported	Not Reported	4281279	
OK	Full Service	4281280	FLORIDA COMMUNITY BANK, NATIONAL ASSOCIATION	4016 HARBORVIEW AVENUE	STUART	FL	34954	UNITED STATES	Not Reported	Not Reported	Not Reported	4281280	
OK	Full Service	4281281	FLORIDA COMMUNITY BANK, NATIONAL ASSOCIATION	4000 27TH STREET	STUART	FL	34954	UNITED STATES	Not Reported	Not Reported	Not Reported	4281281	Correction in and removing "Florida" from branch name. An FRB CAP will be filed before the
OK	Full Service	4281282	FLORIDA COMMUNITY BANK, NATIONAL ASSOCIATION	2001 PALM BEACH BLVD	WEST PALM BEACH	FL	33411	UNITED STATES	Not Reported	Not Reported	Not Reported	4281282	
OK	Full Service	4281283	FLORIDA COMMUNITY BANK, NATIONAL ASSOCIATION	300 FORT NEW YORK AVENUE	WINTER PARK	FL	32789	UNITED STATES	Not Reported	Not Reported	Not Reported	4281283	

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REO Subsidiaries owned by Florida Community Bank, N.A. (the "Bank") as of December 31, 2011, listed in alphabetical order:

1. Bryan Road II, Inc.
2. FCB Central Holdings LLC
3. FCB Commercial Land Holdings LLC
4. FCB DBS Holdings LLC
5. FCB FP Commercial Holdings LLC
6. FCB FP Land Holdings LLC
7. FCB FP Residential Holdings LLC
8. FCB Lake Holdings LLC
9. FCB Palm Beach Holdings LLC
10. FCB Participated Holdings LLC
11. FCB Restaurant Holdings LLC
12. FCB SW Holdings LLC
13. FCB Tampa Bay Holdings LLC
14. FCB Tampa Office Holdings LLC
15. FCB Treasure Coast LLC
16. HLP Commercial Holdings LLC
17. PAB 1st Petroleum Holdings LLC
18. PAB Cape Coral Holdings LLC
19. PAB Commercial Holdings LLC
20. PAB Keys Holdings LLC
21. PAB Landings LLC
22. PAB Legendary Holdings LLC
23. PAB Realty LLC
24. PAB Regatta Bay Holdings LLC
25. PAB Residential Holdings LLC
26. PAB Shell Rock Holdings LLC
27. Peninsula Property Holdings, Inc.
28. Peninsula Property Holdings, LLC
29. Peninsula Property Holdings II, LLC
30. Peninsula Property Holdings IV, LLC
31. Peninsula Property Holdings V, LLC
32. Peninsula Property Holdings VI, LLC
33. Peninsula Property Holdings VII, LLC
34. Peninsula Property Holdings IX, LLC
35. Peninsula Property Holdings X, LLC
36. Peninsula Property Holdings XI, LLC
37. Pineview Marketing LLC (PAB)
38. Rolling Oaks Cemetery, Inc. (Bank owns 100% of the stock)

**2b:** Submitted via email on 3/28/2012.

# BOND STREET HOLDINGS, Inc.

## Consolidated balance sheet

As of December 31, 2011

(dollars in thousands)

	Period ended		Period ended	
	(Unaudited) 12/31/11	(Audited) 12/31/10	\$000 Variance	% Variance
<b>Consolidated balance sheet</b>				
<b>Assets</b>				
Cash and equivalents	63,551	43,411	20,139	46.4%
Investments	1,728,225	1,643,657	84,568	5.1%
Loans				
Acquired loans, net	818,760	506,440	312,320	61.7%
Originated loans, net	355,788	7,015	348,774	4972.0%
Total loans, net	1,174,548	513,455	661,093	128.8%
Loss Share Indemnification Asset	192,396	162,596	29,800	18.3%
Other Real Estate Owned	69,785	23,219	46,566	200.6%
Intangible Assets	35,707	6,423	29,284	456.0%
Premises and equipment	40,706	19,624	21,081	107.4%
Other assets	48,120	41,278	6,843	16.6%
<b>Total assets</b>	<b>3,353,037</b>	<b>2,453,662</b>	<b>899,375</b>	<b>36.7%</b>
<b>Liabilities</b>				
Deposits				
Non-interest bearing deposits	189,397	86,056	103,341	120.1%
NOW, MMA and Savings accounts	685,055	294,373	390,682	132.7%
Time deposits (CDs)	1,363,405	1,133,830	229,575	20.2%
Total deposits	2,237,857	1,514,259	723,598	47.8%
Borrowings (FHLB advances & FF)	387,835	176,689	211,147	119.5%
Total funding	2,625,692	1,690,948	934,745	55.3%
Other liabilities	16,277	34,010	(17,734)	-52.1%
Total liabilities	2,641,969	1,724,958	917,011	53.2%
<b>Stockholders' equity</b>				
Common stock	37	436,335	(436,298)	-100.0%
Additional paid-in capital	716,676	273,238	443,438	162.3%
Retained earnings	5,095	19,973	(14,878)	-74.5%
Accumulated other comp. loss	(10,740)	(842)	(9,898)	1175.4%
Total stockholders' equity	711,067	728,704	(17,637)	-2.4%
<b>Total liabilities and equity</b>	<b>3,353,037</b>	<b>2,453,662</b>	<b>899,374</b>	<b>36.7%</b>

## BOND STREET HOLDINGS, Inc.

### Consolidated statement of income

As of December 31, 2011

(dollars in thousands)

	Year-to-date as of		Current v. prior	
	(Unaudited)	(Audited)	\$000	%
	12/31/11	12/31/10	Variance	Variance
<b>Consolidated statement of income</b>				
<b>Interest income</b>				
Interest on acquired loans	77,110	33,862	43,248	127.7%
Interest on originated loans	6,874	33	6,842	21004.9%
Interest on securities and other	23,061	12,677	10,384	81.9%
<b>Total interest income</b>	<b>107,046</b>	<b>46,572</b>	<b>60,474</b>	<b>129.8%</b>
<b>Interest expense</b>				
Interest on deposits	22,664	13,417	9,247	68.9%
Interest on FHLB & other borrowings	3,313	1,431	1,882	131.5%
<b>Total interest expense</b>	<b>25,977</b>	<b>14,848</b>	<b>11,129</b>	<b>75.0%</b>
Net interest income	81,068	31,724	49,345	155.5%
Provision for acquired loans	17,433	9,768	7,665	78.5%
Provision for originated loans	3,657	90	3,567	3963.3%
<b>Net interest income after provision</b>	<b>59,978</b>	<b>21,866</b>	<b>38,113</b>	<b>174.3%</b>
<b>Non-Interest income</b>				
Service charges and fees	2,213	1,498	715	47.8%
Other Income	4,317	1,555	2,762	177.7%
Indemnification asset related other income	2,852	18,200	(15,348)	-84.3%
Gain on resolution of troubled assets	4,579	1,494	3,085	206.5%
Gain on bargain purchase	7,654	26,188	(18,534)	-70.8%
Gain/(loss) on asset sales	6,152	8,293	(2,141)	-25.8%
Gain/(loss) on investment sales	2,354	6,194	(3,840)	-62.0%
<b>Total non-interest income</b>	<b>30,122</b>	<b>63,421</b>	<b>(33,299)</b>	<b>-52.5%</b>
<b>Non-Interest expenses</b>				
Salaries and employee benefits	47,095	21,652	25,443	117.5%
Professional services	14,822	12,427	2,395	19.3%
Loan and OREO (LS and NonLS)	25,460	17,590	7,870	44.7%
Occupancy and equipment	9,129	4,997	4,132	82.7%
Data, network and communication	9,659	3,257	6,402	196.5%
Regulatory assessments and insurance	5,292	4,266	1,026	24.1%
Other operating expenses	7,017	3,272	3,745	114.5%
<b>Total non-interest expense</b>	<b>118,474</b>	<b>67,460</b>	<b>51,014</b>	<b>75.6%</b>
Income before taxes	(28,374)	17,827	(46,201)	-259.2%
Income tax expense (benefit)	(13,496)	(3,807)	(9,689)	254.5%
<b>Net income / (loss)</b>	<b>(14,877)</b>	<b>21,634</b>	<b>(36,511)</b>	<b>-168.8%</b>