

Board of Governors of the Federal Reserve System



Annual Report of Bank Holding Companies—FR Y-6

3469345

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, **Carlos Rionda**

Name of the Bank Holding Company Director and Official
Director & Treasurer
Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address
Faro Bancorp, Inc.

Legal Title of Bank Holding Company
2121 SW 3rd Ave, Suite 700
(Mailing Address of the Bank Holding Company) Street / P.O. Box
Miami FL 33129
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:
Roberto Raffo **VP-Controller Security Bank**
Name Title

954-977-3158
Area Code / Phone Number / Extension
954-977-2796
Area Code / FAX Number
r Raffo@sbna.com
E-mail Address

Signature of Bank Holding Company Director and Official
03/30/2012
Date of Signature

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

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

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

For Federal Reserve Bank Use Only
RSSD ID _____
C.I. _____

For Use By Tiered Bank Holding Companies

Top-tiered bank holding companies must list the names, mailing address and physical locations of each of their subsidiary bank holding companies below.

Legal Title of Subsidiary Bank Holding Company

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

City / State / Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Bank Holding Company

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

City / State / Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Bank Holding Company

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

City / State / Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Bank Holding Company

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

City / State / Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Bank Holding Company

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

City / State / Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Bank Holding Company

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

City / State / Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Bank Holding Company

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

City / State / Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Bank Holding Company

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

City / State / Zip Code

Physical location (if different from mailing address)

N/A

N/A

Faro Bancorp, Inc. FR Y-6 December 31, 2011

Report item 1: Annual Report to Shareholders

The company is not registered with the SEC. The annual report was not available by the submission date. The company will forward its annual report comprised of its audited consolidated financial statement as soon as available.

Report item 2a: Organization Chart

- Faro Bancorp, Inc Miami, FL
- Security Bank, NA North Lauderdale, FL 99.5% owned subsidiary of Faro Bancorp, Inc.
- Wage, LLC North Lauderdale, FL 100% owned subsidiary of Security Bank, NA (NR – Not Reportable)

Report item 2b: Domestic Branch Listing

There are changes to report. Three branches were closed as of June 15, 2011

Report item 3: Securities Holders 5%

See attached report

Report item 4: Insiders

None

Results: A list of branches for your depository institution: SECURITY BANK N.A. (FD_RSDD: 73031).
 This depository institution is held by: FHC BANCORP INC (3460245) of MIAMI FL.
 The data are as of 6/27/2011 7:03. Data reflects information that was received and processed through 04/26/2011.

Reconciliation and Verification Steps

1. In the Data Action column of each branch row, enter one of 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 'O' 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.

Help:

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 UNIFORM, Office Number, and ID_RSDD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID_RSDD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNIFORM*	Office Number*	Head Office	Head Office ID_RSDD*	Comments
OK		Full Service (Head Office)	73031	SECURITY BANK N.A.	1450 SOUTH STATE ROAD 7	MORRIS LAUDERDALE	FL	33068	BROWARD	UNITED STATES	16223	0	SECURITY BANK N.A.	73031	
CLOSED	6/15/2011	Full Service	2521778	DAVE BRANCH	6497 STIRLING ROAD	DAVE	FL	33314	BROWARD	UNITED STATES	255974	5	SECURITY BANK N.A.	73031	
OK		Full Service	3727559	DORAL OFFICE	10804 NW 58 STREET	DORAL	FL	33178	MIAMI-DADE	UNITED STATES	470528	9	SECURITY BANK N.A.	73031	
CLOSED	6/15/2011	Full Service	72539	QUAY OFFICE	1515 SE 17TH STREET	FORT LAUDERDALE	FL	33316	BROWARD	UNITED STATES	255970	1	SECURITY BANK N.A.	73031	
CLOSED	6/15/2011	Full Service	2527369	LAKE WORTH BRANCH	2328 10TH AVENUE NORTH	LAKE WORTH	FL	33417	PALM BEACH	UNITED STATES	255975	6	SECURITY BANK N.A.	73031	
OK		Full Service	2287373	CORAL WAY OFFICE	2121 SOUTHWEST 3RD AVENUE	MIAMI	FL	33129	MIAMI-DADE	UNITED STATES	255972	3	SECURITY BANK N.A.	73031	

Report Item #3: Security Holders

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of Fiscal year ending 12/31/11					Securities holders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% of more with power to vote during the fiscal year ending 12/31/2011				
(1)(a)	(1)(b)	(1)(c)			(2)(a)	(2)(b)	(2)(c)		
Name	Country of Citizenship	Number and Percentage of			Name	Country of Citizenship	Number and Percentage of		
City, State, Country	or Incorporation	each class of voting security			City, State, Country	or Incorporation	each class of voting security		
Eduardo Jose Alberti Fernandez Caracas, Venezuela	Venezuela	1,474,789	7.67%	Common Stock	Stefanino Greco Maracay, Venezuela (*) Transfer stock to <u>Genova Enterprises Group, Inc.</u>	Venezuela	1,036,806	5.39%	Common Stock
Delia Financial Investments Corp. Panama City, Panama	Panama	1,131,668	5.89%	Common Stock					
Simeon Garcia Caracas, Venezuela	Venezuela	1,850,898	9.63%	Common Stock					
Oscar Gimenez Puerto Ordaz, Venezuela	Argentina	1,684,428	8.76%	Common Stock					
<i>New</i> Genova Enterprises Group, Inc. Maracay, Venezuela	Venezuela	1,036,806	5.39%	Common Stock					
Oswaldo Ledezma Caracas, Venezuela	Venezuela	1,850,945	9.63%	Common Stock					
Lightforce Commercial S.A. Tortola, British Virgin Islands	BVI	1,836,075	9.55%	Common Stock					
Radio Latina, S.A. Panama City, Panama	Panama	1,850,899	9.63%	Common Stock					
Alfredo Trisini Caracas, Venezuela	Venezuela	987,301	5.14%	Common Stock					

Report Item #4 Insiders

1-NAME, CITY, STATE, COUNTRY	2-PRINCIPAL OCCUPATION IF OTHER THAN WITH THE BANK HOLDING COMPANY	3(a) TITLE AND POSITION WITH BANK HOLDING COMPANY	4(a) PERCENTAGE OF VOTING RIGHTS WITH HOLDING COMPANY	3 (b)TITLE AND POSITION WITH SUBSIDIARIES	4(b) PERCENTAGE OF VOTING RIGHTS WITH SUBSIDIARY	3 (c)TITLE AND POSITION WITH OTHER BUSINESSES	4(c) PERCENTAGE OF VOTING RIGHTS WITH OTHER COMPANIES
---------------------------------	--	---	---	---	--	---	--