

MAR 22 2012

Board of Governors of the Federal Reserve System



Annual Report of Bank Holding Companies—FR Y-6

3490769

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 S. Hager

Name of the Bank Holding Company Director and Official

Chairman and C.E.O.

Title of the Bank Holding Company Director and Official

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.

Reporter's Name, Street, and Mailing Address

First America Holdings Corporation

Legal Title of Bank Holding Company

2811 Manatee Avenue West/ P.O. Box 470

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

Bradenton FL 34205

City State Zip Code

same

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:

Michael L. Hogan Executive Vice President

Name Title

941-761-7083

Area Code / Phone Number / Extension

941-761-7081

Area Code / FAX Number

mike.hogan@firstamericabank.com

E-mail Address

www.firstamericabank.com

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

Signature of Bank Holding Company Director and Official

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:

- 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 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.

THERE ARE NO SUBSIDIARY BANK HOLDING

Legal Title of Subsidiary Bank Holding Company

COMPANIES OWNED BY FIRST AMERICA HOLDINGS

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

CORPORATION

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)

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City State Zip Code

Physical location (if different from mailing address)

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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

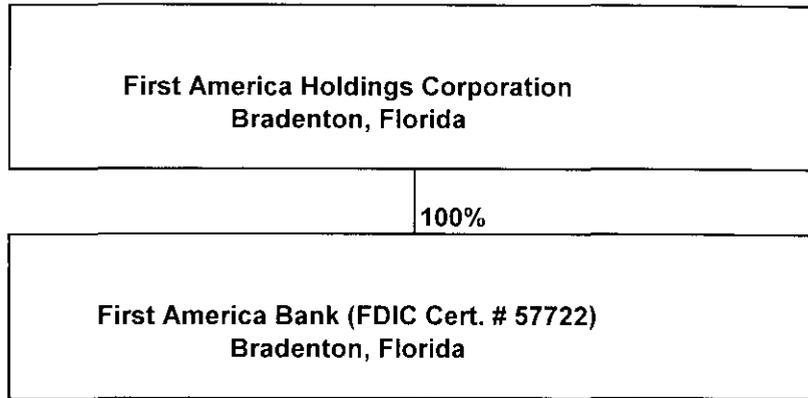
Physical location (if different from mailing address)

**Form FR Y-6**

**First America Holdings Corporation  
Bradenton, Florida  
Fiscal Year Ending December 31, 2011**

Report Item:

1. The bank holding company does **not** prepare an annual report for its securities holders.
2. Organizational Chart:



Form FR Y-6  
Domestic Branch Listing  
First America Holdings Corporation/First America Bank  
December 31, 2011

Report item 2(b) Domestic Branch Listing

<u>Branch Name</u>	<u>Date Opened</u>	<u>Street Address</u>	<u>City</u>	<u>County</u>	<u>State</u>	<u>Country</u>	<u>Zip Code</u>	<u>Branch Service Type</u>
Osprey Office	2005	✓ 1307 S. Tamiami Trail	Osprey	Sarasota	Florida	USA	34229	Full Service
Manatee Avenue Office	2004	✓ 2811 Manatee Ave West	Bradenton	Manatee	Florida	USA	34205	Full Service - Main Office
Downtown Sarasota	2007	✓ 15 S. Palm Ave	Sarasota	Sarasota	Florida	USA	34236	Full Service
Palmetto Office	2009	✓ 410 8th Avenue West	Palmetto	Manatee	Florida	USA	34221	Full Service
Ellenton Office	2009	✓ 7204 US Highway 301	Ellenton	Manatee	Florida	USA	34222	Full Service

Form FR Y-6

First America Holdings Corporation  
Fiscal Year Ending December 31, 2011

Report Item 3: Securities Holders

(1)(a)(b)© and (2)(a)(b)©

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2011:

Shareholders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12/31/2010:

(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)© Number and Percentage of each class of voting securities	(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2c) Number and Percentage of each class of voting securities
Robert Spencer ████████████████████ Bradenton, FL, USA	USA	149,703 - 5.75% common stock 5,278 - 0.18% options on common stock	There are no shareholders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-2011.		
Daniel P. McClure ████████████████████ Bradenton, FL, USA	USA	38,937 - 1.50% common stock			
Corrine McClure ████████████████████ Bradenton, FL, USA	USA	38,937 - 1.50% common stock			
Family Total		232,855 - 7.95% common stock			

*McClure's both nice*

**Form FR Y-6**  
**First America Holdings Corporation**  
**Fiscal Year Ending December 31, 2011**

Report item #4:

(1) Name & Address (City, State & Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with 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) % of voting shares in Bank Holding Company	(4)(b) % of voting shares in subsidiaries (include names of subsidiaries)	(4)c List names of other companies (includes part- nerships) if 25% or more of voting securities are held (List names of companies and % of voting securities held)
✓ Ronald G. Allen [REDACTED] Osprey, Florida 34229	Retired Hotelier	N/A	Director *	None	1.09%	None	None
✓ Paul D. Beitlich, Esq. [REDACTED] Sarasota, FL 34231	Attorney	Director	Director*	Partner-Icard, Merrill Law Firm	1.45%	None	Icard, Merrill Law Firm - 8%
✓ James E. Bridges [REDACTED] Sarasota, FL 34236	Real Estate Developer	Director	Director*	Owner-Jebco Ventures, Inc. Owner-Italian Cabinetry Design (Lube USA)	3.47%	None	Jebco Ventures - 100% Italian Cabinetry Design - 80%
✓ Douglas K. Chapman [REDACTED] Osprey, FL 34229	Retired Entrepreneur	Director	Director*	None	2.58%	None	None
✓ Philip Roy Day [REDACTED] Sarasota, FL 34231	Interior Bank Design	N/A	Director*	Owner - Philip Roy Day Interiors	0.71%	None	Philip Roy Day Interiors - 100%
✓ Henry A. Goldsby [REDACTED] Sarasota, FL 34238	Banker	Executive Vice President	Executive Vice President and Market Executive	None	0.77%	None	None
✓ Carol B. Green [REDACTED] Sarasota, FL 34236	Retired Corpor- ate Executive	Director	Director	Investor - Wired I Investor - Wired	2.11%	None	Wired I - 11% Wired - 11%
✓ Daniel S. Hager [REDACTED] Bradenton, FL 34209	Banker	Chairman of the Board & CEO	Chairman of the Board & CEO*	None	1.07%	None	None

*Missing*  
*Robert J. Clancy*  
*Dr. Vincent B. Stenger*  
*Sen Newhauser*

**Form FR Y-6**  
**First America Holdings Corporation**  
**Fiscal Year Ending December 31, 2011**

Report item #4 (page 2):

(1) Name & Address (City, State & Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with 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) % of voting shares in Bank Holding Company	(4)(b) % of voting shares in subsidiaries (include names of subsidiaries)	(4)c List names of other companies (includes part- nerships) if 25% or more of voting securities are held (List names of companies and % of voting securities held)
✓ Michael L. Hogan, C.P.A. ██████████ Bradenton, FL 34209	Banker	Executive Vice President/CFO	Executive Vice President/CFO*	None	0.23%	None	None
✓ Dr. Robert J. Klement ██████████ Bradenton, FL 34209	Dentist	N/A	Director*	Partner - Zamikoff, Klem- ent & Jungman.DDS	0.44%	None	Zamikoff, Klement & Jung- man, DDS - 33%
✓ Gary A. Roberts ██████████ Osprey, FL 34229	Developer	N/A	Director*	President - Bamboo Devel- opment, Inc. President - Bamboo Homes, Inc. President - Archies, Inc. President - Bamboo Realty, Inc.	1.75%	None	Bamboo Deveipoment, Inc.- 100%  Bamboo Homes, Inc.- 100%  Archies, Inc. - 100% Bamboo Realty, Inc. - 100%
✓ Senator Robert Clinton Smith ██████████ Sarasota, FL 34238	Retired U.S. Senator/Realtor	N/A	Director*	None	0.77%	None	None
✓ Edward J. Valek ██████████ Sarasota, FL 34232	Insurance Executive	N/A	Director*	Partner - Valek Insur- ance, LLC	0.47%	None	Valek Insurance, LLC - 50%
✓ W. Allen Langford ██████████ Palmetto, FL 34221	Banker	Director and President	Director and President/COO*	N/A	0.49%	None	None

**Form FR Y-6**  
**First America Holdings Corporation**  
**Fiscal Year Ending December 31, 2011**

Report item #4 (page 3):

(1) Name & Address (City, State & Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with 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) % of voting shares in Bank Holding Company	(4)(b) % of voting shares in subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes part- nerships) if 25% or more of voting securities are held (List names of companies and % of voting securities held)
✓ William R. Rice ██████████ Bradenton, FL 34203	Commercial Plastering Contractor	Director	Director*	Partner-North River Investment Partner-Palmetto Rental Properties Partner-Palmetto Warehouse Partner-Cracker Investment Owner-Charlie 414	1.08%	None	North River Investment (50%) Palmetto Rental Properties(50%) Palmetto Warehouse (50%) Cracker Investment (50%) Charlie 414 (100%)
✓ Robert N. Spencer ██████████ Bradenton, FL 34209	Executive	Director	Director*	Vice President of Marketing- McClure Properties LLC	5.75%	None	McClure Properties - 4%
✓ Cameron O. Dakin ██████████ Myakka City, FL 34251	Dairy Farmer	Director	Director*	Owner-Cameron Dakin Dairy	1.64%	None	Cameron Dakin Dairy (100%)
✓ James E. Boyd ██████████ Bradenton, FL 34209	Insurance Executive	Director	Director*	Partner - Boyd Insurance & Investment Services	0.44%	None	Boyd Insurance (67%) The Boyd Group (67%)
✓ Michael F. Turner ██████████ Bradenton, FL 34212	Banker	EVP	Executive Vice President/Chief Lending Officer*	N/A	0.19%	None	None
New Tammy S. Thompson, CPA ██████████ Bradenton, FL 34202	Banker	N/A	Executive Vice President/Operations Executive	N/A	0%	None	None

\* First America Bank is the only subsidiary of First America Holdings Corporation

revised  
5-7-12 (w)

Form FR Y-6

First America Holdings Corporation  
Bradenton, Florida  
Fiscal Year Ending December 31, 2011

Report Item:

1. The bank holding company does **not** prepare an annual report for its securities holders.
2. Organizational Chart:

