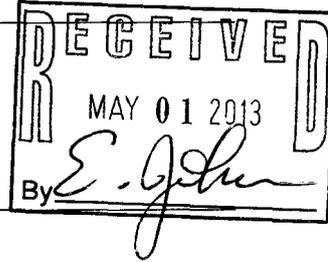


Board of Governors of the Federal Reserve System



Annual Report of 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)) and section 10(c)(2)(H) of the Home Owners' Loan Act. 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 and top-tier savings and loan 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). (See page one of the general instructions for more detail of who must file.) 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 Holding Companies* must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier 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 holding company's fiscal year-end):

**December 31, 2012**

Month / Day / Year

I. BRIAN EAGLESTON

Reporter's Name, Street, and Mailing Address

FINEMARK HOLDINGS, INC

Legal Title of Holding Company

12681 CREEKSIDE LN

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

FORT MYERS FL 33919

City State Zip Code

Name of the Holding Company Director and Official  
 TREASURER

Title of the Holding Company Director and Official

attest that the *Annual Report of Holding Companies* (including the supporting attachments) for this report date has 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:

JIM FRISINGER VP & CONTROLLER

Name Title

239-461-5954

Area Code / Phone Number / Extension

239-461-5904

Area Code / FAX Number

jfrisinger@finemarkbank.com

E-mail Address

www.finemarkbank.com

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

Signature of Holding Company Director and Official

04/26/2013

Date of Signature

For 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 3547159  
 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:  
 INSIDERS REPORT ITEM 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

*revised*

FineMark Holdings, Inc Fort Myers, FL  
Organizational Chart  
12/31/2012

FineMark Holdings, Inc.  
Fort Myers, FL  
Incorporated in Florida

100%

FineMark National Bank & Trust  
Fort Myers, FL  
Incorporated in Florida

**Results:** A list of branches for your depository institution: FINEMARK NATIONAL BANK & TRUST (ID\_RSSD: 3547131).  
 This depository institution is held by FINEMARK HOLDINGS, INC. (3547159) of FORT MYERS, FL.  
 The data are as of 12/31/2012. Data reflects information that was received and processed through 04/10/2013.

**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

**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

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, 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.

<b>Data Action</b>	<b>Branch Service</b>	<b>Branch</b>	<b>Popular Name</b>	<b>Street Address</b>	<b>City</b>	<b>State</b>
	Full Service	3547131	FINEMARK NATIONAL BANK	12681 CREEKSIDE LANE	FORT MYERS	FL
ok	Full Service	4407885	SCOTTSDALE BRANCH	8777 NORTH GAINEY CENTER DRIVE, OFFICE SUITE 176	SCOTTSDALE	AZ
ok	Full Service	3911572	COCONUT POINT BRANCH	10010 COCONUT ROAD	BONITA SPRINGS	FL

ok	Full Service	3959341	SHELL POINT BRANCH	14990 SHELL POINT BLVD	FORT MYERS	FL
ok	Full Service	4262356	MOORINGS PARK	120 MOORINGS PARK DRIVE	NAPLES	FL
ok	Full Service	4379919	VI AT BENTLEY VILLAGE	561 BENTLEY VILLAGE COURT	NAPLES	FL
ok	Full Service	4442381	PALM BEACH BRANCH	340 ROYAL PALM WAY	PALM BEACH	FL

**FineMark Holdings, Inc.**  
**Securities Holders in excess of 5%**  
**Report Item 3 Fiscal Year Ended 12-31-12**  
**Fiscal Year Ended 12-31-12**

<b>Name</b>	<b>City</b>	<b>State</b>	<b>Country</b>	<b>Number of common Shares</b>	<b>% Owned</b>
John Blais, Jr.	Fort Myers	FL	USA	388,460	9.90%
	Options to purchase common stock			157,000	3.44%
David Lucas	Fort Myers	FL	USA	210,000	5.35%
	Options to purchase common stock			107,000	2.34%

**Securities Holders during Fiscal Year**  
**Item 3(2)**

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None