

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.

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.

I, Mitch Hunt

Name of the Holding Company Director and Official  
 President & CEO, Director and Official

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.

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.

Signature of Holding Company Director and Official

2/22/2013

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 383.9199  
 C.I. \_\_\_\_\_

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.

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2012

Month / Day / Year

Reporter's Name, Street, and Mailing Address

FirstAtlantic Financial Holdings, Inc.

Legal Title of Holding Company

1325 Hendricks Ave.

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

Jacksonville	FL	32207
City	State	Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Tim Ayers EVP and CFO  
 Name Title

904-446-2542

Area Code / Phone Number / Extension

904-446-2599

Area Code / FAX Number

tayers@bankfirstatlantic.com

E-mail Address

N/A

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

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

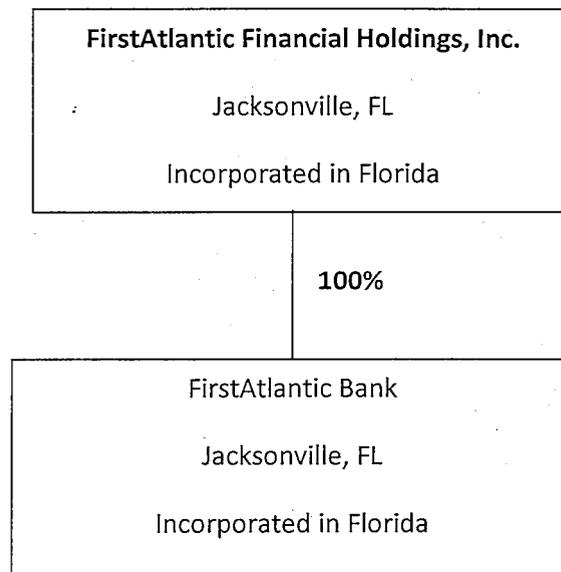
## Form FR Y-6

FirstAtlantic Financial Holdings, Inc.  
Jacksonville, FL  
Fiscal Year Ending December 31, 2012

### Report Item

**1:** The savings and loan holding company prepares an annual report for its securities holders and is not registered with the SEC. As specified by the responsible Reserve Bank, one copy is enclosed.

### 2a: Organizational Chart



**2b:** Domestic branch listing provided to the Federal Reserve Bank via email on March 7, 2013.

Results: A list of branches for your depository institution: FIRSTATLANTIC BANK (ID\_RSSD: 3619739).  
 This depository institution is held by FIRST ATLANTIC FINANCIAL HOLDINGS (3839199) of JACKSONVILLE, FL.  
 The data are as of 12/31/2012. Data reflects information that was received and processed through 01/06/2013.

**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 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
OK		Full Service (Head Office)	3619739	FIRSTATLANTIC BANK	1325 HENDRICKS AVENUE	JACKSONVILLE	FL	32207	DUVAL	UNITED STATES	76166	0	FIRSTATLANTIC BANK	3619739	
OK		Full Service	3763593	BEACH & HODGES BRANCH	3293 EAST HODGES BOULEVARD	JACKSONVILLE	FL	32224	DUVAL	UNITED STATES	Not Required	Not Required	FIRSTATLANTIC BANK	3619739	
OK		Full Service	4174280	BUTLER POINTE BRANCH	4500 SALISBURY ROAD	JACKSONVILLE	FL	32216	DUVAL	UNITED STATES	Not Required	Not Required	FIRSTATLANTIC BANK	3619739	
OK		Full Service	4174310	NORMANDY BRANCH	5665 NORMANDY BOULEVARD	JACKSONVILLE	FL	32205	DUVAL	UNITED STATES	483137	2	FIRSTATLANTIC BANK	3619739	
OK		Full Service	2934930	SAN MARCO BRANCH	1325 HENDRICKS AVENUE	JACKSONVILLE	FL	32207	DUVAL	UNITED STATES	Not Required	Not Required	FIRSTATLANTIC BANK	3619739	
OK		Full Service	3796247	KINGSLEY AVENUE BRANCH	1440 KINGSLEY AVE	ORANGE PARK	FL	32073	CLAY	UNITED STATES	Not Required	Not Required	FIRSTATLANTIC BANK	3619739	
OK		Full Service	4174299	COBBLESTONE VILLAGE BRANCH	105 CBL DRIVE	SAINT AUGUSTINE	FL	32086	ST. JOHNS	UNITED STATES	518290	4	FIRSTATLANTIC BANK	3619739	

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**Form FR Y-6**  
**FirstAtlantic Financial Holdings, Inc.**  
**Fiscal Year Ending December 31, 2012**

Report Item: 3 Securities holders  
 (1)(a)(b)(c) and (2)(a)(b)(c)

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2012.

Securities holders 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 12-31-2012.

(1)(a) Name, City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities
Financial Services Partner Fund I, LLC Washington, DC USA	USA	1,425,250 Shares 24.99% 85,515 warrants 1.49% (regulatory approval required prior to exercising warrants)
North American Bank Fund LTD Guernsey, GY1 ENGLAND	ENGLAND	440,000 Shares 7.01%

(2)(a) Name, City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
ALFA Insurance Companies Montgomery, AL USA	USA	330,000 Shares 5.79% (sold 50,000 to reduce current ownership to 4.91%)

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FirstAtlantic Financial Holdings, Inc.  
Fiscal Year Ending December 31, 2012

Report Item: 4 Insiders  
(1),(2), (3)(a)(b)c, and (4)(a)(b)c

(1) Name City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with 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 Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)c List names of other companies (includes partnerships) if 2.5% or more of voting securities are held (List names of companies and percentage of voting securities held)
Ayers, Tim Fernandina Beach, FL USA	EVP/CFO of FirstAtlantic Bank	EVP/CFO	EVP/CFO of FirstAtlantic Bank	N/A	0.26%	None	N/A
Bennett, Rodney Folkston, GA USA	Retired	Chairman of the Board	Chairman of the Board	Director - Institutional Financial Markets, Inc. formerly Cohen & Co formerly Alesco Financial, Inc.	0.41%	None	N/A
Boney, Walt Jacksonville, FL USA	President - Boney Appraisal Services	Director	N/A	Owner - Boney Appraisal Services  Realtor/Broker-A Bonus Realty	0.67%	None	Boney Appraisal Services (100%)  Realtor/Broker-A Bonus Realty (100%)
Coley, Thomas Fernandina Beach, FL USA	Retired	Director	N/A	N/A	0.58%	None	N/A
Foster, Brian Savannah, GA USA	President & CEO FCB Financial Corporation and First Chatham Bank	Director	N/A	President & CEO FCB Financial Corp and CEO - First Chatham Bank	3.60%*	None	N/A
Hunt, Mitchell W., Jr. Jacksonville, FL USA	President & CEO FirstAtlantic Bank	Director	President & CEO FirstAtlantic Bank	N/A	1.06%	None	N/A
Sapp, Norman St. Augustine, FL USA	President First Florida Insurance	Director	N/A	President First Florida Insurance	0.66%	None	First Florida Insurance (100%)

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<p>Thomas, Joseph J. Washington, DC USA</p>	<p>Managing Director and Portfolio Manager Hovde Private Equity Advisors, LLC, the Investment Advisor to Financial Services Partners Fund I LLC</p>	<p>Director</p>	<p>N/A</p>	<p>Chairman Jefferson Bancorp, Inc.</p> <p>Director Bay Bank, FSB</p> <p>Director Kinloch Holdings</p> <p>Managing Member Glenowen Holdings, LLC</p> <p>Managing Member Glenowen Holdings, LLC</p>	<p>24.99%**</p> <p>N/A</p> <p>N/A</p> <p>N/A</p> <p>N/A</p> <p>N/A</p>	<p>None</p>	<p>Ownership interest held by Financial Services Partners Fund I (100%)</p> <p>Ownership interest by Jefferson Bancorp, Inc. (100%)</p> <p>Ownership interest held by Financial Services Partners Fund I</p> <p>Glenowen Holdings, LLC (45%)</p> <p>Glenowen Farm, LLC (33%)</p>
<p>White, T. Michael St. Augustine, FL USA</p>	<p>EVP/Chief Lending Officer FirstAtlantic Bank</p>	<p>Director</p>	<p>EVP/Chief Lending Officer FirstAtlantic Bank</p>	<p>N/A</p>	<p>0.66%</p>	<p>None</p>	<p>N/A</p>

\* Note: Includes 199,954 shares (3.51%) owned by FCB Financial Corp. for which Mr. Foster serves as President and CEO. Mr. Foster disclaims beneficial ownership of all such shares owned by FCB Financial Corp.

\*\* Note: All 1,425,250 shares shown above for Mr. Thomas are owned by Financial Services Partners Fund I LLC. Mr. Thomas is currently Managing Director and Portfolio Manager at Hovde Private Equity Advisors, the Investment advisor to Financial Services Partner Fund I LLC, but Mr. Thomas disclaims beneficial ownership of all such shares. In addition to the shares shown above, FSPF also owns exercisable warrants to purchase an additional 85,515 shares. FSPF must obtain regulatory approval prior to exercising any such warrants.