

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

1. PERRY A. LACARIA

Name of the Holding Company Director and Official

PRESIDENT / CEO

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.

Reporter's Name, Street, and Mailing Address

GIANT HOLDINGS, INC.

Legal Title of Holding Company

6300 N. E. FIRST AVENUE #300

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

FORT LAUDERDALE, FL 33334

City

State

Zip Code

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:

RUSSELL C. CONRAD EVP / CFO

Name

Title

954-958-0021

Area Code / Phone Number / Extension

954-958-0021

Area Code / FAX Number

RUSS.CONRAD@GIANTBANK.COM

E-mail Address

WWW.GIANTBANK.COM

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

Signature of Holding Company Director and Official

MARCH 18, 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 2994260

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

revised

Form FR Y-6

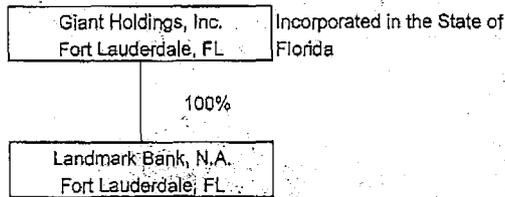
Giant Holdings, Inc.
6300 N.E. First Avenue
3rd Floor
Fort Lauderdale, FL 33334

Fiscal Year Ended December 31, 2012

Report Item

- 1: a. The BHC is not required to prepare form 10K with the SEC.
- 1: b. The BHC distributes copies of its annual audit report to its shareholders. Copy of this report is enclosed.

2: a. Organization Chart



- 2: b. Branch listing is correct
In addition, Landmark Bank has an internet division "giantbank.com" that provides electronic banking at 6300 N.E. First Avenue #300, Fort Lauderdale, FL 33334.

3: Shareholders
Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-2012

(1)(a) Name & Address	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities
Jeffrey S. Roschman Fort Lauderdale, FL	USA	4,845,318 - 36% Common Stock 25,160 - 49% Convertible Preferred Stock
Robert J. Roschman Fort Lauderdale, FL	USA	3,123,636 - 23% Common Stock 16,891 - 33% Convertible Preferred Stock
Perry A. LaCarla Boca Raton, FL	USA	479,000 - 4% Common Stock 400,000 - 3% Vested Options 1,000 - 2% Convertible Preferred Stock

(2) None

Board of Governors of the Federal Reserve System
FR Y-6 Depository Institution Branch Data Verification



Branch Data Verification Instructions

- Using the search functions below, find your institution(s).
- Navigate through the next screens to display a head office's branches or a consolidated branch listing for the holding company.
- Download and save the branch listing in a Microsoft® Excel file (click on the download link).
- Verify and correct the branch listing to match your current organizational structure.
- Send the corrected Excel file(s) to your FRB contact. Please see the [detailed instructions](#) for more information.

Find an Institution

By ID_RSSD:

- OR** By Type and Name: Bank Holding Company (BHC) or Savings and Loan Holding Company (SLHC)
 Individual Depository Institution, Domestic Bank, Savings Association, Edge or Agreement Corporation (Head Office)

Enter all or part of the institution's name:
 and its physical location:

Choose an effective date for the institution list: 12/31/2012

Results: A list of institutions matching the ID_RSSD '2721765'.
 The data are as of 12/31/2012.

Click on the Head Office ID_RSSD to see all of its branches.

Head Office ID_RSSD	Head Office Popular Name	Street Address	City	State	Country	HC ID_RSSD	Holding Company Name
2721765	LANDMARK BANK, N.A.	2600 EAST COMMERCIAL BLVD.	FORT LAUDERDALE	FL	UNITED STATES	2994260	GIANT HOLDINGS, INC.

4: Insiders

(1) Name & Address	(2) Principal Occupation if other than with BHC	(3)(a) Title & Position with BHC	(3)(b) Title & Position with Subsidiaries	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in BHC	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) Names & Percentage of voting securities held (if 25% or more) of other companies
Jeffrey S. Roschman Fort Lauderdale, FL	Business Owner & Investor	Director & Chairman	Director & Chairman Landmark Bk	Partner - Triple R Associates	36% Common 49% Preferred	None	Triple R Associates 50% Michigan Restaurant, Inc. 50% Roschman Restaurant Admin 25% Intercomp USA, Inc 80% Apex Development Corp. 50% Cove Road Investments 50% 6300 Acquisition LLC 50% Roschman Family Part No. 1 49.5% CT Capital, LP 100% Kainos, LLC 30%
Robert J. Roschman Fort Lauderdale, FL	Business Owner & Investor	Director	Director Landmark Bk	Partner - Triple Triple R Assoc Pres-Roschman Restaurant Adm Pres - Virgan Assoc Pres - Apex Development Pres - Roschman Invest Corp Pres - L&V R E Advisors Pres - T,L,C&V R E Advisors	23% Common 33% Preferred	None	Triple R Associates 49.5% 6300 Acquisition LLC 50% Florida Equities, LLC 38% Roschman Restaurant Admin 34% RG Reserve, Inc. 50% Art Institute LLC 67% Roschman Family Part No. 1 49.5% Apex Development Corp. 50% Sandy Cove Plaza LLC 50% JJR Investment Corp. 50% Jero Fort Pierce LLC 50% Romel Investments, LLC 50% Virgan Associates, Inc. 100% Grindstone Properties, LLC 100% Grindstone Management, LLC 100% Drum, LLC 51% 1105, LLC 50% Roschman Investment Corp 50% J & J Enterprises 50% Triple R Acquisition Corp 50% Cat Island Investments, LLC 33% L & V Real Estate Advisors 100% T, L, C & V Real Estate Advisor 50%

revised

4:

Insiders

(1) Name & Address	(2) Principal Occupation if other than with BHC	(3)(a) Title & Position with BHC	(3)(b) Title & Position with Subsidiaries	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in BHC	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) Names & Percentage of voting securities held (if 25% or more) of other companies
Perry A. LaCaria Boca Raton, FL	N/A	Director - CEO & President	Director - CEO & President Landmark Bk	N/A	7% Common 2% Preferred	None	N/A
Stephan Tchividjian Pompano Beach, FL	Consultant	Director	Director Landmark Bk	Consultant to Non-Profits	>1% Common	None	N/A
Allen Hertzman Louisville, KY	Business Owner & Investor	Director	Director Landmark Bk	Pres - JOHNCOL Pres - Bethel Plaza, Inc.	3% Common 2% Preferred	None	JOHNCOL, Inc. 45% HOPCO 30% Bethel Plaza, Inc. 28% Woodstone Capital 100% AFN Properties LLC 100% Hertzman Foods, Inc. 100%
Russell Conrad Boca Raton, FL	N/A	Director EVP / CFO	Director EVP / CFO Landmark Bk	N/A	1% Common	None	N/A
C. Timothy O'Connor Fort Lauderdale, FL	N/A	Assistant Secretary	Vice Pres Landmark Bk	N/A	>1% Common	None	N/A