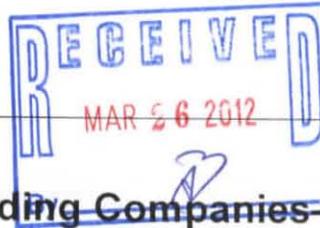




# Annual Report of Bank Holding Companies — FR Y-6



## 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)). 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, **David Peyton**

Name of the Bank Holding Company Director and Official  
**Director & President**

Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address  
**Hometown of Homestead Banking Company**

Legal Title of Bank Holding Company  
**1550 N Krome Avenue**

(Mailing Address of the Bank Holding Company) Street / P.O. Box  
**Homestead FL 33030**  
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:  
**Robert Ares** **EVP/Secretary/Treasurer**  
Name Title

**305-242-8651**  
Area Code / Phone Number / Extension

**305-248-1090**  
Area Code / FAX Number

**acctgmail@1stnatbank.com**  
E-mail Address

**1stnatbank.com**  
Address (URL) for the Bank Holding Company's web page

*David Peyton*  
Signature of Bank Holding Company Director and Official  
**03/21/2012**  
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 **3137782**  
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

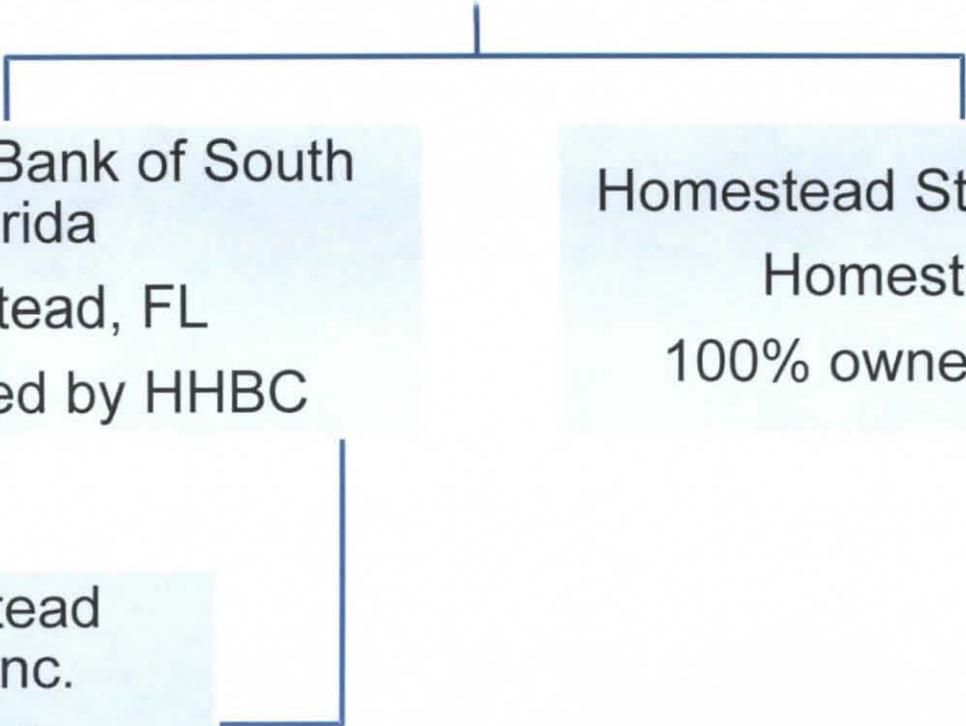
Hometown of Homestead Banking Company  
Organizational Chart  
December 31, 2011

Hometown of Homestead  
Banking Company (HHBC)  
Homestead, FL

1st National Bank of South  
Florida  
Homestead, FL  
100% owned by HHBC

Homestead Statutory Trust I  
Homestead, FL  
100% owned by HHBC

First of Homestead  
Investments, Inc.  
Homestead, FL  
100% owned by Bank



**Results:** A list of branches for your BIC: **HOMETOWN OF HOMESTEAD BANKING COMPANY (5437763)** of **HOMESTEAD, FL**.  
The data are as of **12/31/2011**. Data reflects information that was received and processed through 01/05/2012.

**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.frbreserve.gov>.

\* FDIC UNINUM, Office Number, and ID\_3550 columns are for reference only. Verification of these values is not required.

| Data Action | Effective Date | Branch Service Type        | Branch ID_3550* | Popular Name                       | Street Address                 | City      | State | Zip Code | County     | Country       | FDIC UNINUM* | Office Number* | Head Office                        | Head Office ID_3550* | Comments |
|-------------|----------------|----------------------------|-----------------|------------------------------------|--------------------------------|-----------|-------|----------|------------|---------------|--------------|----------------|------------------------------------|----------------------|----------|
| OK          |                | Full Service (Head Office) | 737632          | 1ST NATIONAL BANK OF SOUTH FLORIDA | 1550 N KROME AVE               | HOMESTEAD | FL    | 33030    | MIAMI-DADE | UNITED STATES | 2256         | 0              | 1ST NATIONAL BANK OF SOUTH FLORIDA | 737632               |          |
| OK          |                | Full Service               | 851338          | CAMPBELL DRIVE BRANCH              | 1750 N E EIGHTH STREET         | HOMESTEAD | FL    | 33030    | MIAMI-DADE | UNITED STATES | 200945       | 3              | 1ST NATIONAL BANK OF SOUTH FLORIDA | 737632               |          |
| OK          |                | Full Service               | 3776922         | EAST BISCAYNE BRANCH               | 12520 SW 288 STREET            | HOMESTEAD | FL    | 33033    | MIAMI-DADE | UNITED STATES | 200944       | 1              | 1ST NATIONAL BANK OF SOUTH FLORIDA | 737632               |          |
| OK          |                | Full Service               | 2889468         | KENDALL BRANCH                     | 7130 SW 152 AVENUE             | MIAMI     | FL    | 33133    | MIAMI-DADE | UNITED STATES | 284923       | 5              | 1ST NATIONAL BANK OF SOUTH FLORIDA | 737632               |          |
| OK          |                | Full Service               | 759438          | PALMETTO BRANCH                    | 9730 E FERN STREET             | MIAMI     | FL    | 33157    | MIAMI-DADE | UNITED STATES | 200946       | 4              | 1ST NATIONAL BANK OF SOUTH FLORIDA | 737632               |          |
| CHANGE      |                | Full Service               | 3938196         | TAMPAH/ AIRPORT BRANCH             | 13500 SW 125 STREET, SUITE 402 | MIAMI     | FL    | 33186    | MIAMI-DADE | UNITED STATES | 496384       | 6              | 1ST NATIONAL BANK OF SOUTH FLORIDA | 737632               |          |
| OK          |                | Full Service               | 711832          | PRINCETON BRANCH                   | 21511 SOUTH DIME HIGHWAY       | PRINCETON | FL    | 33092    | MIAMI-DADE | UNITED STATES | 131158       | 2              | 1ST NATIONAL BANK OF SOUTH FLORIDA | 737632               |          |

Form FR Y-6  
Hometown of Homestead Banking Company  
Fiscal Year Ending December 31, 2011

**Report Item 3: Shareholders**

| (1)(a)(b)© and (2)(a)(b)©   |  |   | Shareholders not listed in 3(1)(a) through 3(1)© that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-2011 |  |   |
|---|--|---|--|--|---|
| 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)© that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-2011 |  |   |
| (1)(a)<br>Name & Address<br>(City, State, Country)  | (1)(b)<br>Country of Citizenship<br>or Incorporation | (1)©<br>Number and Percentage of<br>Each Class of Voting Securities | (2)(a)<br>Name & Address<br>(City, State, Country)   | (2)(b)<br>Country of Citizenship<br>or Incorporation | (2)©<br>Number and Percentage of<br>Each Class of Voting Securities |
| William H. Losner<br>Homestead, FL  | USA  | 5,200,000 - 37.68% Common Stock                                     | N/A  |  |   |
| Relatives of William H. Losner:   |  |   |  |  |   |
| Jeffrey Losner<br>Homestead, FL   | USA  | 24,880 - 0.18% Common Stock   |  |  |   |
| Steven Losner<br>Lori Losner<br>Homestead, FL   | USA  | 1,000 - 0.007% Common Stock   |  |  |   |
| Steven D. Losner as Trustee<br>Beatrice Losner Great Grandchild Trust<br>F/B/O Alexander P. Losner                            | USA  | 7,000 - 0.05% Common Stock  |  |  |   |
| Steven D. Losner as Trustee<br>Beatrice Losner Great Grandchild Trust<br>F/B/O Alexander P. Losner                            | USA  | 7,000 - 0.05% Common Stock  |  |  |   |
| Steven D. Losner as Trustee<br>Beatrice Losner Great Grandchild Trust<br>F/B/O Alexander P. Losner                            | USA  | 7,000 - 0.05% Common Stock  |  |  |   |
| <b>William H. Losner Total</b>  |  | <b>5,246,880 - 38.02% Common Stock</b>                              |  |  |   |

Form FR Y-6  
Hometown of Homestead Banking Company  
Fiscal Year Ending December 31, 2011

**Report Item 3: Shareholders**

| (1)(a)(b)© and (2)(a)(b)©   |     |  | Shareholders not listed in 3(1)(a) through 3(1)© that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-2011 |
|---|-----|--|--|
| Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2011 |     |  |  |
| Richard T. Alger Revocable Trust<br>Homestead, FL   | USA | 1,560,998 - 11.31% Common Stock        |  |
| Richard T. Alger, Trustee of<br>Mason W. Alger Irrevocable<br>Trust F/B/O Thomas Alger<br>Homestead, FL                       | USA | 1,500,000 - 10.87% Common Stock        |  |
| Relative of Richard T. Alger:<br>John Alger<br>Carla Alger<br>Homestead, FL   | USA | 25,619 - 0.19% Common Stock            |  |
| <b>Richard T. Alger Total</b>   |     | <b>3,086,617 - 22.37% Common Stock</b> |  |
| Vernon D. Smith<br>Fort Pierce, FL  | USA | 1,052,451 - 7.62% Common Stock         |  |
| Relative of Vernon D. Smith:<br>Ernest Petrone<br>Kathy Petrone   | USA | 25,000 - 0.18% Common Stock            |  |
| <b>Vernon D. Smith Total</b>  |     | <b>1,077,451 - 7.80% Common Stock</b>  |  |

**Form FR Y-6**  
**Hometown of Homestead Banking Company**  
**Fiscal Year Ending December 31, 2011**

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

| (1)<br>Name &<br>Address<br>(City, State,<br>Country) | (2)<br>Principal<br>Occupation if other<br>than with Bank<br>Holding Company | (3)(a)<br>Title & Position<br>with Bank Holding<br>Company | (3)(b)<br>Title & Position<br>with Subsidiaries<br>(include names of<br>subsidiaries) | (3)©<br>Title & Position<br>with Other Businesses<br>(include names of<br>other businesses)  | (4)(a)<br>Percentage of<br>Voting Shares in<br>Bank Holding<br>Company | (4)(b)<br>Percentage of<br>Voting Shares in<br>Subsidiaries<br>(include names<br>of subsidiaries) | (4)(c)<br>List names of other<br>companies (includes<br>partnerships) if 25%<br>or more voting<br>securities are held<br>(list names of companies<br>and percentage of voting<br>securities held) |
|---|--|--|---|--|--|---|---|
| Richard T. Alger<br>Homestead, FL<br>USA              | Retired Farmer   | Director   | Director<br>1st National Bank of<br>South Florida                                     | None   | 22.37%<br>includes<br>relatives  | None  | None  |
| Robert Ares<br>Homestead, FL<br>USA                   | Banker   | EVP, Secretary &<br>Treasurer                              | EVP/COO/Cashier -<br>1st National Bank<br>of South Florida                            | None   | 0.17%  | None  | None  |
| Jose A. Costa, Jr.<br>Miami, FL<br>USA                | Nurseryman   | Director   | Director<br>1st National Bank of<br>South Florida                                     | President - Tomaco Nursery, Inc.   | 0.0036%  | None  | None  |
| Paul J. DiMare<br>Coral Gables, FL<br>USA             | Farmer   | Director   | Director<br>1st National Bank of<br>South Florida                                     | President - DiMare Homestead, Inc.<br>President - DiMare Johns Island, Inc.<br>President - DiMare Fresh, Inc.<br>President - DiMare Tampa, Inc.<br>President - DiMare Ruskin, Inc.<br>President - DiMare Management Corp.<br>President - DiMare Florida Realty, Inc.<br>President - South Dade Farm Services, Inc. | 0.0007%  | None  | None  |
| Carl Hanson<br>Key Largo, FL<br>USA                   | Attorney   | Director   | Director<br>1st National Bank of<br>South Florida                                     | President - Carl Hanson, P.A.  | 0.0017%  | None  | Carl Hanson, P.A. - 100%  |
| Medora Krome<br>Homestead, FL<br>USA                  | Avocado Grower   | Director   | Director<br>1st National Bank of<br>South Florida                                     | Vice President & Secretary - South Florida Grove<br>Maintenance, Inc.  | 0.03%  | None  | South Florida Grove<br>Maintenance, Inc. - 50%  |
| William H. Losner<br>Homestead, FL<br>USA             | Retired Banker   | Director   | Director & Chairman<br>1st National Bank<br>of South Florida                          | President - Bill's Aircraft Service, Inc.  | 38.02%<br>includes<br>relatives  | None  | Bill's Aircraft Service, Inc. - 50%   |

**Form FR Y-6**  
**Hometown of Homestead Banking Company**  
**Fiscal Year Ending December 31, 2011**

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

| (1)<br>Name &<br>Address<br>(City, State,<br>Country) | (2)<br>Principal<br>Occupation if other<br>than with Bank<br>Holding Company | (3)(a)<br>Title & Position<br>with Bank Holding<br>Company | (3)(b)<br>Title & Position<br>with Subsidiaries<br>(include names of<br>subsidiaries) | (3)Ⓞ<br>Title & Position<br>with Other Businesses<br>(include names of<br>other businesses) | (4)(a)<br>Percentage of<br>Voting Shares in<br>Bank Holding<br>Company | (4)(b)<br>Percentage of<br>Voting Shares in<br>Subsidiaries<br>(include names<br>of subsidiaries) | (4)(c)<br>List names of other<br>companies (includes<br>partnerships) if 25%<br>or more voting<br>securities are held<br>(list names of companies<br>and percentage of voting<br>securities held) |
|---|--|--|---|---|--|---|---|
| David A. Peyton<br>Homestead, FL<br>USA               | Banker   | Director, President &<br>CEO                               | Director, President &<br>CEO<br>1st National Bank<br>of South Florida                 | Attorney  | 0.21%  | None  | None  |
| James R. Pierce<br>Homestead, FL<br>USA               | Certified Public<br>Accountant   | Director & Chairman  | Director<br>1st National Bank of<br>South Florida                                     | Partner - Pierce & Bowen CPAs<br>Member Manager - First of Homestead, LLC                   | 0.99%  | None  | Pierce & Bowen CPAs - 50%   |
| Frank R. Webb<br>Homestead, FL<br>USA                 | Sales<br>Antiques & Collectibles   | Director   | Director<br>1st National Bank of<br>South Florida                                     | Treasurer - Homestead SR2, Inc.<br>President & Director - Homestead Furniture Company       | 0.09%  | None  | None  |