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FR Y-6  
OMB Number 7100-0297  
Approval expires December 31, 2014  
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Board of Governors of the Federal Reserve System



# 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, 2012**

Month / Day / Year

I, Scott Rosenberg

Reporter's Name, Street, and Mailing Address

Home Bancgroup, Inc.

Name of the Bank Holding Company Director and Official

Legal Title of Bank Holding Company

Director

900 North Federal Highway

Title of the Bank Holding Company Director and Official

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

Hallandale Beach

FL

33009

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:

Patricia Hernandez

Legal Counsel

Name

Title

305-779-3576

Area Code / Phone Number / Extension

305-779-3561

Area Code / FAX Number

phernandez@arhmf.com

E-mail Address

www.hbfi.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.

3838259

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

**FR Y-6 Report Item 2(a)**

**Home Bancgroup, Inc.**

Hallandale Beach, FL  
State of Formation: Florida

100%



Home Federal Bank of  
Hollywood  
Hallandale Beach, FL  
Branch ID 2728746

Chart details as of 12/31/12

**Home Bancgroup, Inc.**  
**Reporting Form FR Y-6**  
**12/31/12**

➤ **ITEM 1. ANNUAL REPORT TO SHAREHOLDERS**

Is not prepared.

➤ **ITEM 2.a) Organization Chart**

See Organizational Chart attached.

**b) Domestic Branch Listing**

- Popular Name: Home Federal Bank of Hollywood
- Date Branch Opened: September 2003
- Address: 900 North Federal Highway, Hallandale Beach, Florida 33039
- Branch Service Type: Full Service
- Branch ID: 2728746

➤ **ITEM 3. SECURITIES HOLDERS**

(1) Shareholders controlling 5% or more of common stock:

- **Alexey Kravtsov**, Miami Beach, Florida; Citizenship: Russia; 9.9% (95 shares)
- **Chingiz Askerov**, Hollywood, Florida; Citizenship: Russia; 9.9% (95 shares)
- **Tagir Saydkuzhin**, Hollywood, Florida; Citizenship: Russia; 9.9% (95 shares)
- **Vladimir Berkovich**, Delray Beach, Florida; Citizenship: United States; 9.9% (95 shares)
- **Sergey Khotimskiy and Dmitriy Khotimskiy**, Bluffton, South Carolina (as to both individuals); Citizenship (as to both individuals): Russia; 9.9% (95 shares)
- **Mikhail Trakhtenberg and Tatiana Polozok**, Sunny Isles, Florida (as to both individuals); Citizenship (as to both individuals): United States; 8.4% (80 shares)
- **Sergey Orlovskiy**, Moscow, Russia; Citizenship: Russia; 5.5% (52 shares)

(2) None

➤ ITEM 4. INSIDERS

Guy Lazzeri

1. Coral Gables, Florida
2. Retired Banker
3. Titles/Positions:
  - a. President/CEO
  - b. None
  - c. None
4. Voting Securities Owned:
  - a. 2.3%
  - b. None
  - c. None

Anthony Leo

1. Sarasota, Florida
2. Banker
3. Titles/Positions:
  - a. None
  - b. President/CEO, *Home Federal Bank of Hollywood*
  - c. None
4. Voting Securities Owned:
  - a. None
  - b. None
  - c. None

Brian Cole

1. Boca Raton, Florida
2. Banker
3. Titles/Positions:
  - a. Sr Vice President
  - b. Sr Vice President, *Home Federal Bank of Hollywood*
  - c. None
4. Voting Securities Owned:
  - a. 0.6%
  - b. None
  - c. None

M. William Joel

1. Aventura, Florida,
2. Retired Businessman
3. Titles/Positions:
  - a. Acting Chairman/Director
  - b. Director, *Home Federal Bank of Hollywood*
  - c. None
4. Voting Securities Owned:
  - a. 1.7%
  - b. None
  - c. None

Laurence Diskin

1. Boca Raton, Florida,
2. Retired Businessman
3. Titles/Positions:
  - a. Director
  - b. Director, *Home Federal Bank of Hollywood*
  - c. None
4. Voting Securities Owned:
  - a. 0.6%
  - b. None
  - c. None