

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, 2014

Month / Day / Year

None

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

I, Scott Rosenberg

Name of the Holding Company Director and Official

Director

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

Home Bancgroup, Inc.

Legal Title of Holding Company

900 North Federal Highway

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

Hallandale Beach

FL

33009

City

State

Zip Code

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.

Physical Location (if different from mailing address)

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 Holding Company's web page

Signature of Holding Company Director and Official

04/13/2015

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  
C.I.

3039259

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

## For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

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City State Zip Code

Physical Location (if different from mailing address)

## 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

State of Formation: Florida

Chart details as of 12/31/14

FR Y-6 REPORT ITEM 2(b)  
2014



Results: A list of branches for your depository institution: HOME FEDERAL BANK OF HOLLYWOOD (ID\_RSSD: 2728746). This depository institution is held by HOME BANGROUP, INC. (3838259) of HALLANDALE, FL. The data are as of 12/31/2014. Data reflects information that was received and processed through 04/06/2015.

**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)	2728746	HOME FEDERAL BANK OF HOLLYWOOD	800 NORTH FEDERAL HIGHWAY	HALLANDALE BEACH	FL	33009	BROWARD	UNITED STATES	61029	0	HOME FEDERAL BANK OF HOLLYWOOD	2728746	

**Home Bancgroup, Inc.**  
**Reporting Form FR Y-6**  
**12/31/14**

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

See Attached

➤ **ITEM 2.a) Organization Chart**

See Organizational Chart attached.

**b) Domestic Branch Listing**

- See Branch List attached

➤ **ITEM 3. SECURITIES HOLDERS**

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

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

(2) None

➤ **ITEM 4. INSIDERS**

Scott F. Rosenberg

1. North Miami Beach, Florida
2. Banker and Attorney
3. Titles/Positions:
  - a. Director/Chairman/President/CEO
  - b. Chairman, *Home Federal Bank of Hollywood*
  - c. None
4. Voting Securities Owned:
  - a. .00106%
  - b. None

- c. None

Robert Brookes

1. Coconut Grove, Florida
2. Banker
3. Titles/Positions:
  - a. None
  - b. Director/President/CEO, *Home Federal Bank of Hollywood*
  - c. President, *Key to Banking LLC*  
Director/Treasurer, *Rotary Club of Key Biscayne Foundation, Inc. (a 501(c)(3), not for profit organization)*  
Treasurer, *Miami Children's Chorus (a 501(c)(3), not for profit organization)*  
Director, *Key Biscayne Chamber of Commerce, (a not for profit organization)*
4. Voting Securities Owned:
  - a. None
  - b. None
  - c. *Key to Banking LLC - 100%*

Brian Cole

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

Michael Newett

1. Austin, Texas
2. Bank Consultant
3. Titles/Positions:
  - a. Director
  - b. Director, *Home Federal Bank of Hollywood*
  - c. Sole Proprietor, *Isla del Sol*
4. Voting Securities Owned:
  - a. .00106%
  - b. None
  - c. *Isla del Sol - 100%*

Marta Villacorta

1. Plantation, Florida,
2. Attorney and Retired Florida Department of Corrections Regional Director
3. Titles/Positions:

- a. Director
  - b. Director, *Home Federal Bank of Hollywood*
  - c. None
4. Voting Securities Owned:
- a. 0.0106%
  - b. None
  - c. None

Carlos Rionda

1. Miami, Florida
2. Engineer
3. Titles/Positions:
  - a. None
  - b. Director, *Home Federal Bank of Hollywood*
  - c. Manager, *QSOL Florida, LLC*  
Manager, *South East Renewable Fuels, LLC*
4. Voting Securities Owned:
  - a. None
  - b. None
  - c. 50%, *QSOL Florida, LLC*  
10%, *South East Renewal Fuels, LLC*

Fredric Garfinkle

1. North Miami Beach, Florida
2. Retired FDIC Examiner
3. Titles/Positions:
  - a. None
  - b. Director, *Home Federal Bank of Hollywood*
  - c. None
4. Voting Securities Owned:
  - a. None
  - b. None
  - c. None