



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, **Robert Ares**

Name of the Bank Holding Company Director and Official

Director & EVP/Secretary/Treasurer

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

Signature of Bank Holding Company Director and Official

03/18/2013

Date of Signature

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

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

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 Federal Reserve Bank Use Only

RSSD ID **3437702**
C.I. _____

Hometown of Homestead Banking Company
Organizational Chart
December 31, 2012

Revised

Hometown of Homestead Banking
Company (HHBC)
Homestead, FL
State of Incorporation: FL



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

Homestead Statutory Trust I
Homestead, FL
State of Incorporation: DE
100% owned by HHBC

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

Results: A list of branches for your holding company; HOMETOWN OF HOMESTEAD BANKING COMPANY (3437782) of HOMESTEAD, FL. The data are as of 12/31/2012. Data reflects information that was received and processed through 02/24/2013.

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) | 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 | 851538 | 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 | 2889469 | KENDALL BRANCH | 7330 SW 152 AVENUE | MIAMI | FL | 33193 | MIAMI-DADE | UNITED STATES | 294925 | 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 | 3938195 | TAMIAMI AIRPORT BRANCH | 13550 SW 120 STREET, SUITE 402 | MIAMI | FL | 33186 | MIAMI-DADE | UNITED STATES | 490684 | 6 | 1ST NATIONAL BANK OF SOUTH FLORIDA | 737632 | |
| OK | | Full Service | 711632 | PRINCETON BRANCH | 25151 SOUTH DIXIE HIGHWAY | PRINCETON | FL | 33032 | MIAMI-DADE | UNITED STATES | 13158 | 2 | 1ST NATIONAL BANK OF SOUTH FLORIDA | 737632 | |

VCSP

Form FR Y-6
Hometown of Homestead Banking Company
Fiscal Year Ending December 31, 2012

Report Item 3: Shareholders

| (1)(a)(b)© and (2)(a)(b)© | | | | | |
|---|--|---|--|--|---|
| Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2012 | | | 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 12-31-2012 | | |
| (1)(a) Name & Address (City, State, Country) | (1)(b) Country of Citizenship or Incorporation | (1)© Number and Percentage of Each Class of Voting Securities | (2)(a) Name & Address (City, State, Country) | (2)(b) Country of Citizenship or Incorporation | (2)© Number and Percentage of Each Class of Voting Securities |
| William H. Losner Homestead, FL | USA | 5,200,000 - 37.68% Common Stock | Vernon D. Smith Fort Pierce, FL | USA | 1,052,451 - 7.62% Common Stock (sold 800,000 shares in 2012) |
| William H. Losner Doylene Losner Homestead, FL | USA | 800,000 - 5.80% Common Stock | Relative of Vernon D. Smith: Ernest Petrone Kathy Petrone | USA | 25,000 - 0.18% Common Stock |
| Relatives of William H. Losner: Jeffrey Losner Homestead, FL | USA | 24,880 - 0.18% Common Stock | | | |
| Steven Losner Lori Losner Homestead, FL | USA | 1,000 - 0.007% Common Stock | | | |
| Steven D. Losner as Trustee Beatrice Losner Great Grandchild Trust F/B/O Alexander P. Losner | USA | 7,000 - 0.05% Common Stock | | | |
| Steven D. Losner as Trustee Beatrice Losner Great Grandchild Trust F/B/O Alexander P. Losner | USA | 7,000 - 0.05% Common Stock | | | |
| Steven D. Losner as Trustee Beatrice Losner Great Grandchild Trust F/B/O Alexander P. Losner | USA | 7,000 - 0.05% Common Stock | | | |
| William H. Losner Total | | 6,046,880 - 43.81% Common Stock | Vernon D. Smith Total | | 1,077,451 - 7.80% Common Stock |

Form FR Y-6
Hometown of Homestead Banking Company
Fiscal Year Ending December 31, 2012

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 12-31-2012 |
|---|-----|--|--|
| Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2012 | | | |
| Richard T. Alger Revocable Trust Homestead, FL | USA | 1,560,998 - 11.31% Common Stock | |
| Richard T. Alger, Trustee of Mason W. Alger Irrevocable Trust F/B/O Thomas Alger Homestead, FL | USA | 1,500,000 - 10.87% Common Stock | |
| Relative of Richard T. Alger: John Alger Carla Alger Homestead, FL | USA | 25,619 - 0.19% Common Stock | |
| Richard T. Alger Total | | 3,086,617 - 22.37% Common Stock | |

Form FR Y-6
Hometown of Homestead Banking Company
Fiscal Year Ending December 31, 2012

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

| (1) Name & Address (City, State, Country) | (2) Principal Occupation if other than with Bank Holding Company | (3)(a) Title & Position with Bank Holding Company | (3)(b) Title & Position with Subsidiaries (include names of subsidiaries) | (3)© Title & Position with Other Businesses (include names of other businesses) | (4)(a) Percentage of Voting Shares in Bank Holding Company | (4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries) | (4)(c) List names of other companies (includes partnerships) if 25% or more voting securities are held (list names of companies and percentage of voting securities held) |
|---|--|--|---|--|--|---|---|
| John L. Alger Homestead, FL USA | Farmer | Director | Director 1st National Bank of South Florida | President & Director - Alger Farms, Inc. | 22.37% includes relatives | None | Alger Farms, Inc. - 100% |
| Richard T. Alger Homestead, FL USA | Retired Farmer | Director | Director 1st National Bank of South Florida | None | 22.37% includes relatives | None | None |
| Robert Ares Homestead, FL USA | Banker | Director, EVP, Secretary & Treasurer | Director EVP/COO/Cashier 1st National Bank of South Florida | None | 0.17% | None | None |
| Paul J. DiMare Coral Gables, FL USA | Farmer | Director | Director 1st National Bank of South Florida | President - DiMare Homestead, Inc. President - DiMare Johns Island, Inc. President - DiMare Fresh, Inc. President - DiMare Tampa, Inc. President - DiMare Ruskin, Inc. President - DiMare Management Corp. President - DiMare Florida Realty, Inc. President - South Dade Farm Services, Inc. | 0.0007% | None | None |
| Carl Hanson Key Largo, FL USA | Attorney | Director | Director 1st National Bank of South Florida | President - Carl Hanson, P.A. | 0.0017% | None | Carl Hanson, P.A. - 100% |
| Medora Krome Homestead, FL USA | Avocado Grower | Director | Director 1st National Bank of South Florida | Vice President & Secretary - South Florida Grove Maintenance, Inc. | 0.03% | None | South Florida Grove Maintenance, Inc. - 50% |
| William H. Losner Homestead, FL USA | Retired Banker | Director & EVP | Director & Chairman 1st National Bank of South Florida | President - Bill's Aircraft Service, Inc. | 43.81% includes relatives | None | Bill's Aircraft Service, Inc. - 50% |

Form FR Y-6
Hometown of Homestead Banking Company
Fiscal Year Ending December 31, 2012

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

| (1) Name & Address (City, State, Country) | (2) Principal Occupation if other than with Bank Holding Company | (3)(a) Title & Position with Bank Holding Company | (3)(b) Title & Position with Subsidiaries (include names of subsidiaries) | (3)© Title & Position with Other Businesses (include names of other businesses) | (4)(a) Percentage of Voting Shares in Bank Holding Company | (4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries) | (4)(c) List names of other companies (includes partnerships) if 25% or more voting securities are held (list names of companies and percentage of voting securities held) |
|--|---|--|--|--|---|---|--|
| David A. Peyton Homestead, FL USA | Banker | Director, President & CEO | Director, President & CEO 1st National Bank of South Florida | Attorney | 0.21% | None | None |
| James R. Pierce Homestead, FL USA | Certified Public Accountant | Director & Chairman | Director 1st National Bank of South Florida | Partner - Pierce & Bowen CPAs | 0.12% | None | Pierce & Bowen CPAs - 50% |
| Frank R. Webb Homestead, FL USA | Sales Antiques & Collectibles | Director | Director 1st National Bank of South Florida | Treasurer - Homestead SR2, Inc. President & Director - Homestead Furniture Company | 0.09% | None | None |