

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, 2013
Month / Day / Year

I, **Robert Ares**

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

Name of the Holding Company Director and Official
Director, EVP/Secretary/Treasurer
Title of the Holding Company Director and Official

Legal Title of Holding Company
1550 N Krome Ave
(Mailing Address of the Holding Company) Street / P.O. Box
Homestead FL 33030
City State Zip Code

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.

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:

Dawna de Leon Treasurer
Name Title
305-242-8605
Area Code / Phone Number / Extension
305-248-1090
Area Code / FAX Number
ddeleon@1stnatbank.com
E-mail Address

Signature of Holding Company Director and Official

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

Date of Signature **3/25/14**

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

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 **3437782**
C.I. _____

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

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	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical location (if different from mailing address)	Physical location (if different from mailing address)
Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
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Physical location (if different from mailing address)	Physical location (if different from mailing address)
Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical location (if different from mailing address)	Physical location (if different from mailing address)

Hometown of Homestead Banking Company
Organizational Chart
December 31, 2013

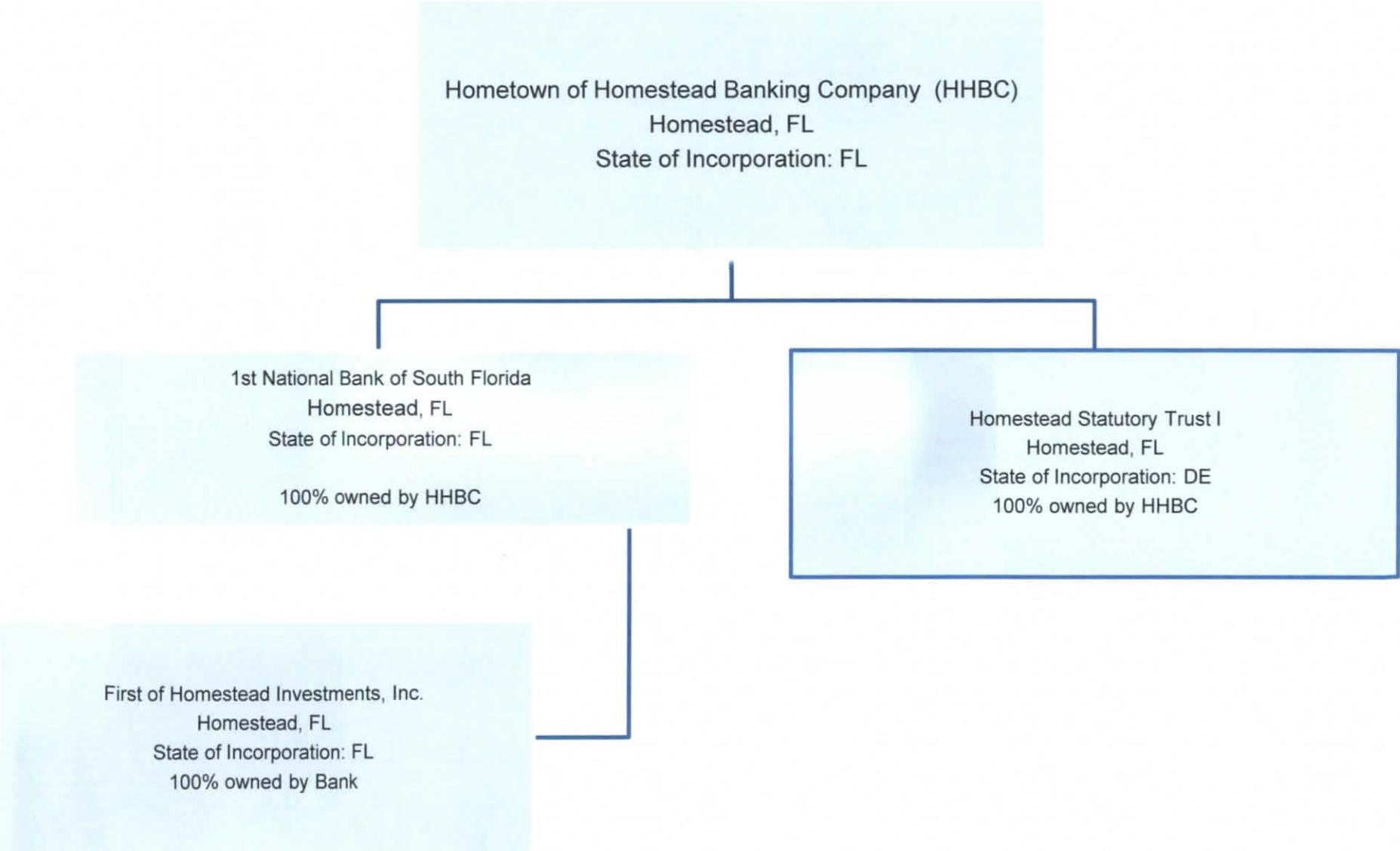
Hometown of Homestead Banking Company (HHBC)
Homestead, FL
State of Incorporation: FL

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 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

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	33033	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	711632	PRINCETON BRANCH	25151 SOUTH DIXIE HIGHWAY	HOMESTEAD	FL	33032	MIAMI-DADE	UNITED STATES	13158	2	1ST NATIONAL BANK OF SOUTH FLORIDA	737632	
OK		Full Service	3889469	KENDALL BRANCH	7330 S.W. 152 AVE.	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	
OK		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	

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Hometown of Homestead Banking Company
Fiscal Year Ending December 31, 2013

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 12-31-2013			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 12-31-2013		
(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 - 37.13% Common Stock			
William H. Losner Doylene Losner Homestead, FL	USA	800,000 - 5.71% 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 - 0.01% 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 - 43.18% Common Stock			

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Hometown of Homestead Banking Company
Fiscal Year Ending December 31, 2013

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 12-31-2013	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 12-31-2013												
<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 60%;">Richard T. Alger Revocable Trust Homestead, FL</td> <td style="width: 10%; text-align: center;">USA</td> <td style="width: 30%;">1,560,998 - 11.15% Common Stock</td> </tr> <tr> <td>Richard T. Alger, Trustee of Mason W. Alger Irrevocable Trust F/B/O Thomas Alger Homestead, FL</td> <td style="text-align: center;">USA</td> <td>1,500,000 - 10.71% Common Stock</td> </tr> <tr> <td>Relative of Richard T. Alger: John Alger Carla Alger Homestead, FL</td> <td style="text-align: center;">USA</td> <td>25,619 - 0.18% Common Stock</td> </tr> <tr> <td style="text-align: right;">Richard T. Alger Total</td> <td></td> <td>3,086,617 - 22.04% Common Stock</td> </tr> </table>	Richard T. Alger Revocable Trust Homestead, FL	USA	1,560,998 - 11.15% Common Stock	Richard T. Alger, Trustee of Mason W. Alger Irrevocable Trust F/B/O Thomas Alger Homestead, FL	USA	1,500,000 - 10.71% Common Stock	Relative of Richard T. Alger: John Alger Carla Alger Homestead, FL	USA	25,619 - 0.18% Common Stock	Richard T. Alger Total		3,086,617 - 22.04% Common Stock	
Richard T. Alger Revocable Trust Homestead, FL	USA	1,560,998 - 11.15% Common Stock											
Richard T. Alger, Trustee of Mason W. Alger Irrevocable Trust F/B/O Thomas Alger Homestead, FL	USA	1,500,000 - 10.71% Common Stock											
Relative of Richard T. Alger: John Alger Carla Alger Homestead, FL	USA	25,619 - 0.18% Common Stock											
Richard T. Alger Total		3,086,617 - 22.04% Common Stock											

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Hometown of Homestead Banking Company
Fiscal Year Ending December 31, 2013

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.	22.04% includes relatives	None	Alger Farms, Inc. - 100%
Richard T. Alger Homestead, FL USA	Retired Farmer	Director	Director 1st National Bank of South Florida	None	22.04% 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	0.58%	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%

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Hometown of Homestead Banking Company
Fiscal Year Ending December 31, 2013

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)
Jeff Losner Homestead, FL USA		Director	Director 1st National Bank of South Florida	Director - CORPORATE AIR CHARTERS, INC. Director - THE FLIGHT DEPARTMENT, INC. Manager - HOMESTEAD INVESTMENTS, LLC Manager - BRIDGE INVESTMENT GROUP, LLC Manager - DOWNER PALMS, LLC Manager - JDL ENTERPRISES, LLC Manager - BRAVO LIMA, LLC Director & President - MIAMI AIR CHARTER, INC. Manager - BRIDGE INVESTMENT GROUP 2, LLC	43.18% includes relatives	None	Corporate Air Charters, Inc. - 100%
William H. Losner Homestead, FL USA	Retired Banker	Director & EVP	Director & Chairman 1st National Bank of South Florida	President - Bill's Aircraft Service, Inc.	43.18% includes relatives	None	Bill's Aircraft Service, Inc. - 50%
David A. Peyton Homestead, FL USA	Banker	Director, President & CEO	Director, President & CEO 1st National Bank of South Florida	Attorney	0.62%	None	None
James R. Pierce Homestead, FL USA	Certified Public Accountant	Director & Chairman	Director 1st National Bank of South Florida	Partner - Pierce & Bowen CPAs (Division of Lopez Levy)	0.12%	None	Pierce & Bowen CPAs - 50% (Division of Lopez Levy)
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