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Board of Governors of the Federal Reserve System



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

3238596

## 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, Matthew Kirst

Name of the Bank Holding Company Director and Official

Interim CEO

Title of the Bank Holding Company Director and Official

### Reporter's Name, Street, and Mailing Address

Naples Bancorp, Inc.

Legal Title of Bank Holding Company

4099 Tamiami Trail N #100

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

Naples

FL

34103

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:

Matthew Kirst

Interim CEO

Name

Title

239-430-2500

Area Code / Phone Number / Extension

239-261-3476

Area Code / FAX Number

mkirst@bankofnaples.com

E-mail Address

bankofnaples.com

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

Signature of Bank Holding Company Director and Official

04/18/2012

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 \_\_\_\_\_

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:  
Report Item 4: Insiders

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 Bank Holding Companies

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

None

Legal Title of Subsidiary Bank Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

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

City State Zip Code

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City State Zip Code

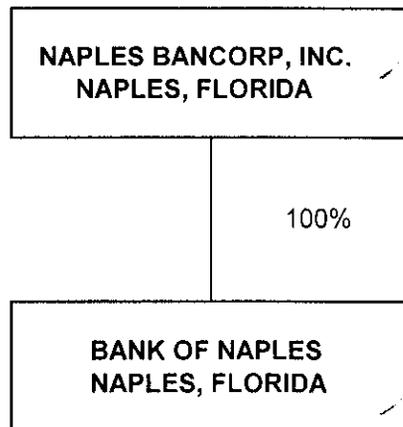
Physical location (if different from mailing address)

FR Y-6

NAPLES BANCORP, INC  
NAPLES, FLORIDA  
FISCAL YEAR ENDING DECEMBER 31, 2011

Report Item

- 1 The bank holding company prepares an annual report for its shareholders  
**The bank holding company was not required to file with the SEC**  
Two copies are enclosed
- 2 Organizational Chart



**Form FR Y-6  
Naples Bancorp, Inc.  
Fiscal Year Ending December 31, 2011**

Report Item 3: Shareholders  
(1)(a)(b)(c) and (2)(a)(b)(c)

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)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12/31/2010		
(1)(a) Name & Address	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and % of each class of voting stock	(2)(a) Name & Address	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and % of each class of voting stock
Kenneth Murray Naples, FL	US	8,056,621 - 53.16% Common Stock	John M. Morrison Naples, FL	US	1,226,884 - 8.095% Common Stock Sold shares to other parties, resulting in less than 5% ownership.
Elliot Kaplan Naples, FL	US	1,883,458 - 12.43% Common Stock			
Eugene U. Frey Naples, FL	US	1,535,785 - 10.13% Common Stock			

Results: A list of branches for your BRIC: NAPLES BANCORP, INC. (3238596) of NAPLES, FL.  
 The data are as of 12/31/2011. Data reflects information that was received and processed through 01/05/2011.

**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 date of closure 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://10online.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)	2910121	BANK OF NAPLES	4099 TAMMAM TBAI NORTH	NAPLES	FL	34103	COLLIER	UNITED STATES	75501		BANK OF NAPLES	2910121	
CLOSE	10/12/2011	Full Service	3272782	BONITA BRANCH	11515 BONITA BEACH ROAD	BONITA SPRINGS	FL	33134	LEE	UNITED STATES	468303		BANK OF NAPLES		