Board of Governors of the Federal Reserve System

Annual Report of Holding Companies—FR Y-6

RECEIVED
MAR 20 2015
By D. Jones

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.

I, Bennett Brown
Name of the Holding Company Director and Official

Director, CEO
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.

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.

Bennett Brown
Signature of Holding Company Director and Official

03/17/2015
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 3311631
C.I. _____

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2014
Month / Day / Year

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

Reporter's Name, Street, and Mailing Address
American Enterprise Bankshares, Inc.
Legal Title of Holding Company

10611 Deerwood Park Blvd.
(Mailing Address of the Holding Company) Street / P.O. Box

Jacksonville	FL	32256
City	State	Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

T. Edwin Stinson, Jr.	SVP/CFO
Name	Title

904-482-4973
Area Code / Phone Number / Extension

904-482-4990
Area Code / FAX Number

estinson@aebfl.com
E-mail Address

www.aebfl.com
Address (URL) for the Holding Company's web page

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

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, NW, 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.

None

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)

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)

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)

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)

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)

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)

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)

Legal Title of Subsidiary Holding Company

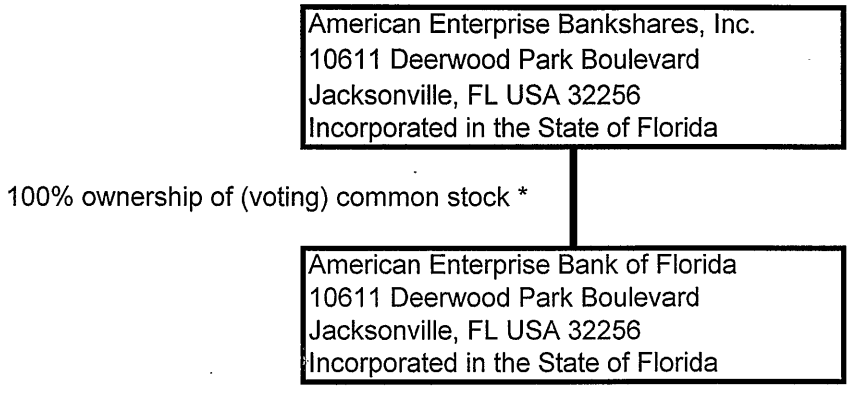
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City | State | Zip Code

Physical Location (if different from mailing address)

American Enterprise Bankshares, Inc., Jacksonville, FL
FR Y-6 12/31/2014 Report Item 2A. Organization Chart

American Enterprise Bankshares, Inc.



* The Bank and the Holding Company each only have one class of stock.

Results: A list of branches for your depository institution: AMERICAN ENTERPRISE BANK OF FLORIDA (ID_RSSD: 3242575).
This depository institution is held by AMERICAN ENTERPRISE BANKSHARES, INC. (3311631) of JACKSONVILLE, 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)	3242575	AMERICAN ENTERPRISE BANK OF FLORIDA	10611 DEERWOOD PARK BOULEVARD	JACKSONVILLE	FL	32256	DUVAL	UNITED STATES	422379	0	AMERICAN ENTERPRISE BANK OF FLORIDA	3242575	
Ok		Full Service	3935804	MACCLENNY BRANCH	839 SOUTH 5TH STREET	MACCLENNY	FL	32063	BAKER	UNITED STATES	458052	1	AMERICAN ENTERPRISE BANK OF FLORIDA	3242575	

FR Y-6 12/31/2014 Report Item 3(1) - Securities Holders.

American Enterprise Bankshares, Inc., Jacksonville, FL
5% or greater shareholders

Name	(a) City/State/Country	(b) Citizenship	(c) Shares of Stock Owned	% of Stock Owned (excluding options) (2)	Stock Options Owned	% of Total Stock Options Owned (1)
Frank Sutton McGehee, Jr. Trust, ADM Family Ltd.,JAM Family Investment,MRM Family Ltd.	Jacksonville, FL USA	USA	210,000	6.87%	0	0.00%
Vernon A. LaFaye, Mary LaFaye, Donna LaFaye, Vernon LaFaye Living Trust	Jacksonville, FL USA	USA	234,133	7.66%	0	0.00%

FR Y-6 12/31/2014 Report Item 3(2) - Securities Holders > 5% Not Listed Above

(1) Ratio of options owned to the total options outstanding at 12/31/14 -	89,500
(2) Ratio of stock owned to the total shares outstanding at 12/31/14 -	3,055,223

Form FR Y-6
American Enterprise Bankshares, Inc.
Jacksonville, FL
Fiscal Year Ended December 31, 2014

Report Item 4: Insiders

(1) Name & Address	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Co	(3)(b) Title & Position with Subsidiaries	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in Bank Holding Company (includes exercise of options) (1)	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) Other companies if 25% or more of voting securities are held	Shares Owned	Options Owned	Total
Bennett Brown Jacksonville, FL USA	N/A	Director, and President	Director & President, American Enterprise	None	4.45%	N/A	None	135,903	0	135,903
Vernon A. LaFaye Jacksonville, FL USA	Certified Public Accountant	Principal Shareholder	Director, American Enterprise Bank	VP & Director, Bold City Investments, Inc.	7.66%	N/A	Bold City Investments, Inc. (100%)	234,133	0	234,133
Richard Martin Jacksonville, FL USA	N/A	Director	Director & Sr. VP, American Enterprise Bank	None	1.39%	N/A	None	42,536	0	42,536
F. Sutton McGehee, Jr. Jacksonville, FL USA	President, Mac Papers, Inc.	Director, and Chairman	Director, Chairman American Enterprise Bank	Chairman and CEO, Mac Papers, Inc.	6.87%	N/A	None	210,000	0	210,000
Emil Clayton Lyons Macclenny, FL USA	Certified Public Accountant	Director	Director, American Enterprise Bank	Lyons and Lyons, CPA	0.40%	N/A	L. L. & P. Lands LLC (25%) Lyons and Lyons CPA's (50%)	12,200	0	12,200
Jim Linn Jacksonville, FL USA	Realtor	Director	Director, American Enterprise Bank	Anne S. Melton, INC. DBA ERA Davis and Linn Realty	0.86%	N/A	Anne S. Melton, Inc., DBA ERA Davis and Linn Realty (50%)	26,166	0	26,166
Jim England Jacksonville, FL USA	Engineer	Director	Director, American Enterprise Bank	Chairman and CEO England, Thims and Miller	3.06%	N/A	England Lang Group (25%) Dove Properties, Inc. (25%) Akida Holdings LLC (33%)	93,500	0	93,500
Steven Bacalis Jacksonville, FL USA	Tom Nehl Truck Co,	Director	Director, American Enterprise Bank	President and CEO Tom Nehl Truck Company	1.58%	N/A	None	48,334	0	48,334
David E. Kight Jacksonville, FL USA	COO Akida Holdings, LLC	Director	Director, American Enterprise Bank	Simba Partners, LLC, Managing Member	0.33%	N/A	Simba Partners, LLC (33%) Radfiki Partners, LLC (33%) Akida Holdings LLC (33%)	10,000	0	10,000
Jeff Bogan Jacksonville, FL USA	Owner Trinity One Holdings, LLP	Director	Director, American Enterprise Bank	None	0.00%	N/A	Tristone Holdings, LLC (100%)	0	0	0
T. Edwin Stinson, Jr. Jacksonville, FL USA	N/A	CFO, Secretary, Treasurer	CFO, Secretary, Treasurer, American Enterprise Bank	None	0.00%	N/A	None	0	0	0
Joel C. Chamberlain Jacksonville, FL USA	Certified Public Accountant	Director	Director, American Enterprise Bank	Chamberlain & Assoc. PA	0.61%	N/A	Chamberlain And Associates, P.A. (95%) Florida Investment Operations, LLC (100%)	18,695	0	18,695

Form FR Y-6
American Enterprise Bankshares, Inc.
Jacksonville, FL
Fiscal Year Ended December 31, 2014

Report Item 4: Insiders

V. Hawley Smith, Jr. Jacksonville, FL USA	Owner, H. Smith, Inc.	Director	Director, American Enterprise Bank	Owner, H. Smith, Inc.	4.34%	N/A	H. Smith, Inc. (100%) Toria Lakes, Inc. (100%) Smeeve, Smeeve, Smash & Smeeve, LC (76%) Pinewood Villas of Newnan, Ltd (97.5%) Istoria Smith Partners (75%) Tranquil Villas of Newnan, Ltd (87.5%) Oxford Estates, LLC (75%) Waters Edge Lots, LLC (75%) Oaks at Bristol Investors, LLC(75%) VHS Investments (100%) VHS Jr. Living Trust (100%) VHS Jr. Living Trust II (100%) Pine Island Investment Co., LLC (32.16%) Losco Road LLC (75%) Parkside Lakes Development, LLC (75%) Smith Legacy - (25%) Intercoastal Investors, LLC (38%)	132,640	0	132,640

(1) Ratio of stock plus stock options owned to the total shares plus options outstanding for those directors at 12/31/14. Assumes the current shares outstanding of 3,055,223 plus options of 0 for the Directors listed- 3,055,223