



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.

I, John K. Stephens

Name of the Holding Company Director and Official

President & 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.

Signature of Holding Company Director and Official

04/14/2014

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 3846029

C.I. _____

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2013

Month / Day / Year

Reporter's Name, Street, and Mailing Address

Atlantic Coast Financial Corporation

Legal Title of Holding Company

10151 Deerwood Park Blvd., Bldg. 200, Suite 100

(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:

John K. Stephens

CEO

Name

Title

904-998-5525

Area Code / Phone Number / Extension

904-641-4845

Area Code / FAX Number

stephensj@atlanticcoastbank.net

E-mail Address

www.atlanticcoastbank.net

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

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.

N/A
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)

1. Annual report
See SEC filings

2. Org chart and domestic branch listing

SHLC Parent Company

Atlantic Coast Financial Corporation
Jacksonville, FL 32256 US. ✓
Maryland Corporation

100% owner voting and non-voting shares:

Atlantic Coast Bank
Jacksonville, FL US. ✓
Georgia Corporation - Federal Charter

Domestic Branches:

Popular Name	Date Opened	Street Address	City	County	State	Zip	Service Type
Waycross Branch	Circa 1939	505 Haines Ave.	Waycross	Ware	GA	31501	Full
Memorial Drive Branch	Circa 1985	2110 Memorial Drive	Waycross	Ware	GA	31501	Full
Douglas Branch	Circa 1990	1390 South Gaskins Ave.	Douglass	Coffee	GA	31533	Full
Garden City Branch	Circa 1992	213 Highway 80 West	Garden City ✓	Chatham	GA	31408	Full
Deerwood Branch	July 1996	10328 Deerwood Park Blvd	Jacksonville	Duval	FL	32256	Full
Jacksonville Beach Branch	March 2003	1700 South 3rd Street	Jacksonville Beach	Duval	FL	32250	Full
Julington Creek Branch	October 2006	2766 Race Track Road	Jacksonville ✓	St. Johns	FL	32259	Full
Neptune Beach Branch	March 2003	1425 Atlantic Blvd	Neptune Beach	Duval	FL	32266	Full
Normandy Branch	November 2000	8048 Normandy Blvd	Jacksonville	Duval	FL	32221	Full
Orange Park Branch	October 1991	1567 Kingsley Ave	Jacksonville ✓	Clay	FL	32073	Full
University Branch	June 2002	930 North University Blvd	Jacksonville	Duval	FL	32211	Full

3.1 Security holders (As of December 31, 2013):

VOX SK.

Name	City	State/Country	Percentage of each class of voting shares	Number Of Shares
Bhanu Choudhrie	Jacksonville	FL, USA	9.09%	1,409,077
Basswood Capital Management, LLC	New York	NY, USA	8.87%	1,376,129
Wellington Management Company, LLP	Boston	MA, USA	8.83%	1,368,820
FJ Capital Management, LLC	McLean	VA, USA	8.22%	1,275,600
Mendon Capital Advisors Corp	Rochester	NY, USA	7.42%	1,150,000
TRO USA, Ltd	New York	NY, USA	6.40%	992,540

3.2 Security holders (at any time during the year):

Name	City	State/Country	Percentage of each class of voting shares	Number Of Shares
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4. Insiders:

Name	City	State/Country	Principal Occupation	Title or Position			Atlantic Coast Financial Percentage of each class of voting shares	Atlantic Coast Bank Percentage of each class of voting shares	Other Company Percentage of each class of voting shares
				Atlantic Coast Financial	Atlantic Coast Bank	Any Other company			
Bhanu Choudhrie	London	England	Executive Director, C&C Alpha Group Ltd	Board Member	N/A	N/A	9.09%	N/A	N/A
W. Eric Palmer	Jacksonville	FL, USA	Operations Manager, Mayo Clinic (FL)	Board Member	Board Member	N/A	<1%	N/A	N/A
Jay S. Sidhu	Palm Coast	FL, USA	CEO, Customers Bancorp Inc	Board Member	N/A	N/A	<1%	N/A	N/A
H. Dennis Woods	Waycross	GA, USA	Retired	Board Member	Board Member	N/A	<1%	N/A	N/A
Phillip S. Buddenbohm	Jacksonville	FL, USA	N/A	Chief Risk Officer	Chief Risk Officer	N/A	<1%	N/A	N/A
John K. Stephens, Jr.	Jacksonville	FL, USA	N/A	Chief Executive Officer	Chief Executive Officer	N/A	<1%	N/A	N/A
Devinder P.S. Bhasin	Orefield	PA, US	Chief Executive Officer, D.B. Concepts, Inc.	Board Member	Board Member	N/A	<1%	N/A	N/A
Kevin G. Champagne	Ponce Inlet	FL, USA	Retired	Board Member	Board Member	N/A	<1%	N/A	N/A
John J. Dolan	Indiana	PA, US	Retired	Board Member	Board Member	N/A	<1%	N/A	N/A
James D. Hogan	Pawley's Island	SC, USA	N/A	Chief Financial Officer	Chief Financial Officer	N/A	<1%	N/A	N/A