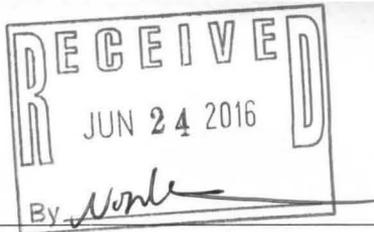




REVISED

6/24/16



FR Y-6
OMB Number 7100-0297
Approval expires September 30, 2018
Page 1 of 2

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.

1. Jorge Gonzalez
Name of the Holding Company Director and Official
Manager / Director
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
Date of Signature 6/17/16

Form with checkboxes: 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, [X] is not prepared

For Federal Reserve Bank Use Only
RSSD ID 3762457
C.I.

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2015
Month / Day / Year
549300Q1P45VKM114147
Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address
Bci Financial Group, Inc.
Legal Title of Holding Company
25 West Flagler Street, 2nd Floor
(Mailing Address of the Holding Company) Street / P.O. Box
Miami FL 33130
City State Zip Code

Physical Location (if different from mailing address)
Person to whom questions about this report should be directed:
S. Marshall Martin Secretary
Name Title
305-577-7460
Area Code / Phone Number / Extension
305-350-3013
Area Code / FAX Number
marshall.martin@citynational.com
E-mail Address

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."
[X] 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.

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)

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

City State Zip Code

Physical Location (if different from mailing address)

REVISED
6/27/16

Bci Financial Group, Inc.
FR Y-6 – Report Item 2(a)
(Information as of 12/31/2015)

EMPRESAS JUAN YARUR
Santiago, Chile
Country of Incorporation: Chile
LEI: None

55.08%

BANCO DE CREDITO E
INVERSIONES
Santiago, Chile
Country of Organization: Chile
LEI: None

100%

BCI FINANCIAL GROUP, INC.
Miami, FL
State of Incorporation: Florida
LEI: 549300Q1P45VKM114147

99.999%

CITY NATIONAL BANK OF
FLORIDA
Miami, FL
State of Organization: Florida
LEI: GDN5JXQ4P5NZE28ZRC90

Results: A list of branches for your depository institution: CITY NATIONAL BANK OF FLORIDA (ID_RSSD: 814430).
 This depository institution is held by BCI FINANCIAL GROUP, INC. (3762457) of MIAMI, FL.
 The data are as of 03/31/2016. Data reflects information that was received and processed through 04/05/2016.

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 ID_RSSD*	Comments
OK		Full Service (Head Office)	814430	CITY NATIONAL BANK OF FLORIDA	25 WEST FLAGLER STREET	MIAMI	FL	33130	MIAMI-DADE	UNITED STATES	13915	0	CITY NATIONAL BANK OF FLORIDA	814430
OK		Full Service	2389503	AVENTURA BANKING CENTER BRANCH	2999 NORTH EAST 191 STREET	AVENTURA	FL	33180	MIAMI-DADE	UNITED STATES	250544	11	CITY NATIONAL BANK OF FLORIDA	814430
OK		Full Service	2837853	BOCA BRANCH	641 SOUTH FEDERAL HIGHWAY	BOCA RATON	FL	33432	PALM BEACH	UNITED STATES	250550	17	CITY NATIONAL BANK OF FLORIDA	814430
OK		Full Service	2764931	BOCA DEL MAR BRANCH	7000 PALMETTO PARK ROAD, SUITE 100	BOCA RATON	FL	33433	PALM BEACH	UNITED STATES	250549	16	CITY NATIONAL BANK OF FLORIDA	814430
OK		Full Service	4236487	CORAL SPRINGS BRANCH	9750 WEST ATLANTIC BOULEVARD	CORAL SPRINGS	FL	33071	BROWARD	UNITED STATES	516681	29	CITY NATIONAL BANK OF FLORIDA	814430
OK		Full Service	3287512	DELRAY BEACH BRANCH	1120 SOUTH FEDERAL HIGHWAY	DELRAY BEACH	FL	33483	PALM BEACH	UNITED STATES	432110	21	CITY NATIONAL BANK OF FLORIDA	814430
OK		Full Service	3725630	DORAL BRANCH	8725 NW 18TH TERRACE	DORAL	FL	33172	MIAMI-DADE	UNITED STATES	250547	14	CITY NATIONAL BANK OF FLORIDA	814430
OK		Full Service	2570039	LAS OLAS BRANCH	450 EAST LAS OLAS BOULEVARD	FORT LAUDERDALE	FL	33301	BROWARD	UNITED STATES	250546	13	CITY NATIONAL BANK OF FLORIDA	814430
OK		Full Service	660132	HALLANDALE BRANCH	1995 EAST HALLANDALE BEACH BLVD	HALLANDALE	FL	33008	BROWARD	UNITED STATES	9793	1	CITY NATIONAL BANK OF FLORIDA	814430
OK		Full Service	3967926	YOUNG CIRCLE BRANCH	1845 HOLLYWOOD BOULEVARD	HOLLYWOOD	FL	33020	BROWARD	UNITED STATES	495409	25	CITY NATIONAL BANK OF FLORIDA	814430
OK		Full Service	4277480	BIRD ROAD BRANCH	9696 SOUTHWEST 40TH STREET	MIAMI	FL	33165	MIAMI-DADE	UNITED STATES	520263	30	CITY NATIONAL BANK OF FLORIDA	814430
OK		Full Service	1411546	BRICKELL BRANCH	1450 BRICKELL AVENUE, SUITE 100	MIAMI	FL	33131	MIAMI-DADE	UNITED STATES	250543	10	CITY NATIONAL BANK OF FLORIDA	814430
OK		Full Service	969938	CORAL GABLES BRANCH	2855 LEJEUNE ROAD	MIAMI	FL	33134	MIAMI-DADE	UNITED STATES	11634	2	CITY NATIONAL BANK OF FLORIDA	814430
OK		Full Service	48637	GALLOWAY BRANCH	6975 SW 87TH AVENUE	MIAMI	FL	33173	MIAMI-DADE	UNITED STATES	15230	3	CITY NATIONAL BANK OF FLORIDA	814430
OK		Full Service	4038588	KENDALL BRANCH	13780 S.W. 88TH STREET	MIAMI	FL	33186	MIAMI-DADE	UNITED STATES	505894	28	CITY NATIONAL BANK OF FLORIDA	814430
OK		Full Service	972938	METRO PLAZA BRANCH	111 NW FIRST STREET	MIAMI	FL	33128	MIAMI-DADE	UNITED STATES	234136	6	CITY NATIONAL BANK OF FLORIDA	814430
OK		Full Service	727035	ONE BISCAYNE BRANCH	2 SOUTH BISCAYNE BOULEVARD	MIAMI	FL	33131	MIAMI-DADE	UNITED STATES	234135	5	CITY NATIONAL BANK OF FLORIDA	814430
OK		Full Service	3108644	PINECREST OFFICE	11675 SOUTH DIXIE HIGHWAY	MIAMI	FL	33156	MIAMI-DADE	UNITED STATES	363583	18	CITY NATIONAL BANK OF FLORIDA	814430
OK		Full Service	4415714	SOUTH MIAMI BRANCH	6388 SOUTH DIXIE HIGHWAY	MIAMI	FL	33143	MIAMI-DADE	UNITED STATES	531797	31	CITY NATIONAL BANK OF FLORIDA	814430
OK		Full Service	1219087	41ST STREET BRANCH	475 ARTHUR GODFREY ROAD	MIAMI BEACH	FL	33140	MIAMI-DADE	UNITED STATES	250541	8	CITY NATIONAL BANK OF FLORIDA	814430
OK		Full Service	753436	71ST STREET BRANCH	300 71ST STREET	MIAMI BEACH	FL	33141	MIAMI-DADE	UNITED STATES	10657	4	CITY NATIONAL BANK OF FLORIDA	814430
OK		Full Service	2507110	SOUTH BEACH BRANCH	446 COLLINS AVENUE	MIAMI BEACH	FL	33139	MIAMI-DADE	UNITED STATES	250545	12	CITY NATIONAL BANK OF FLORIDA	814430
OK		Full Service	1218503	NORTH MIAMI BRANCH	13400 BISCAYNE BLVD	NORTH MIAMI	FL	33181	MIAMI-DADE	UNITED STATES	250540	7	CITY NATIONAL BANK OF FLORIDA	814430
OK		Full Service	3767256	DOWNTOWN ORLANDO BRANCH	355 NORTH ORANGE AVENUE	ORLANDO	FL	32801	ORANGE	UNITED STATES	475465	22	CITY NATIONAL BANK OF FLORIDA	814430
OK		Full Service	4034861	POMPANO BEACH BRANCH	10 NORTH FEDERAL HIGHWAY	POMPANO BEACH	FL	33062	BROWARD	UNITED STATES	505872	27	CITY NATIONAL BANK OF FLORIDA	814430
OK		Full Service	3998993	WINTER PARK BRANCH	976-A ORANGE AVENUE	WINTER PARK	FL	32789	ORANGE	UNITED STATES	498644	26	CITY NATIONAL BANK OF FLORIDA	814430



BCI FINANCIAL GROUP, INC.

Reporting Form FR Y-6

Fiscal Year Ending 12/31/2015

ITEM 1. ANNUAL REPORT TO SHAREHOLDERS

Is not prepared

ITEM 2

- a. Organizational Chart
See Organizational Chart attached
- b. Domestic Branch Listing
See Domestic Branch List attached

ITEM 3. SECURITIES HOLDERS

1. Shareholders controlling 5% or more of common stock:
 - a. Banco de Credito e Inversiones, Santiago, Chile
 - b. Chile
 - c. 927,345,444 shares of common stock (100%)
2. Former shareholders controlling 5% or more of common stock during 2015 fiscal year:
 - a. Bankia Inversiones Financieras S.A.U., Madrid, Spain
 - b. Spain
 - c. 927,345,444 shares of common stock (100%)

ITEM 4. INSIDERS

Jorge Gonzalez

1. Miami, Florida, USA
2. President & CEO, City National Bank of Florida
3. (a) Director & General Manager
(b) President & CEO, City National Bank
(c) N/A
4. (a) N/A
(b) Owns 100 shares (.007%) of City National Bank of Florida
(c) N/A

ITEM 4. INSIDERS (Cont.)

Eugenio Von Chrismar

1. Santiago, Chile
2. CEO – Banco de Credito e Inversiones
3. (a) Director & General Manager
(b) Director – City National Bank
(c) N/A
4. (a) N/A
(b) Owns 100 shares (.007%) of City National Bank of Florida
(c) N/A

Maria Grisel Vega

1. Miami, Florida, USA
2. General Manager – Bci Miami Branch
3. (a) Director & General Manager
(b) Director – City National Bank of Florida
(c) N/A
4. (a) N/A
(b) Owns 100 shares (.007%) of City National Bank of Florida
(c) N/A

S. Marshall Martin

1. Miami, Florida, USA
2. Enterprise Risk Executive & Co-General Counsel – City National Bank of Florida
3. (a) Secretary
(b) Enterprise Risk Executive & Co-General Counsel – City National Bank of Florida
(c) N/A
4. (a) N/A
(b) N/A
(c) Ridgemark Holdings LLC – 50%
Ridgemark One LLC – 50% (indirect through Ridgemark Holdings LLC)