

Board of Governors of the Federal Reserve System



Annual Report of Bank 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)). 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, 2012
Month / Day / Year

I, **Thomas D. Lumpkin, II**
Name of the Bank Holding Company Director and Official
Chairman
Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address
Biscayne Bancshares, Inc.
Legal Title of Bank Holding Company
3121 Commodore Plaza, Third Floor
(Mailing Address of the Bank Holding Company) Street / P.O. Box
Coconut Grove **FL** **33133**
City State Zip Code
N/A
Physical location (if different from mailing address)

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.

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:
Thomas D. Lumpkin, II **Chairman**
Name Title
305-447-5052
Area Code / Phone Number / Extension
305-447-5053
Area Code / FAX Number
tlumpkin@biscaynebank.com
E-mail Address
None
Address (URL) for the Bank Holding Company's web page

Signature of Bank Holding Company Director and Official
03/29/2013
Date of Signature

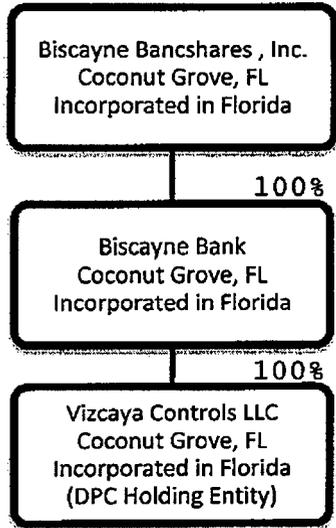
For bank holding companies **not** registered with the SEC—
Indicate status of Annual Report to Shareholders:
 is included with the FR Y-6 report
 will be sent under separate cover *-see*
 is not prepared

For Federal Reserve Bank Use Only
RSSD ID **3899456**
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:
Items 3 and 4
 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

revised

Report Item 2a: Organization Chart



Results: A list of branches for your BHC: BISCAYNE BANCSHARES, INC. (3899456) of COCONUT GROVE, FL.
The data are as of 12/31/2011. Data reflects information that was received and processed through 01/07/2010.

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) | 3363975 | COCONUT GROVE | 3121 COMMODORE PLAZA | COCONUT GROVE | FL | 33133 | MIAMI-DADE | UNITED STATES | 432837 | 0 | BISCAYNE BANK | 3363975 | |
| OK | | Full Service | 3607325 | DORAL | 3750 NORTHWEST 87TH AVENUE, SUITE 150 | DORAL | FL | 33178 | MIAMI-DADE | UNITED STATES | 458854 | 1 | BISCAYNE BANK | 3363975 | |
| ADD | 10/26/2012 | Full Service | | SOUTH MIAMI | 7301 SW 57 Court, Ste 150 | SOUTH MIAMI | FL | 33143 | MIAMI-DADE | UNITED STATES | | 2 | BISCAYNE BANK | 3363975 | |

Form FR Y-6
Biscayne Bancshares, Inc.
Fiscal Year Ending December 31, 2012

Report Item 3: Securities holders

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2012

Current securities holders, not listed on the left hand side, with ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-2012

| Name City, State, Country | Country of Citizenship | Number & Percentage of each class of voting securities |
|--|---|---|
|--|---|---|

| Name City, State, Country | Country of Citizenship | Number & Percentage of each class of voting securities |
|--|---|---|
|--|---|---|

Responsive data are contained in the Confidential Volume. These data contain the names and holdings of persons whose percentage ownership of the Reporter exceed the threshold.

Form FR Y-6
Biscayne Bancshares, Inc
Fiscal Year Ending December 31, 2012

Report Item 4: Insiders

| Name, City, State, Country | Principal Occupation if other than with BHC | Title & Position with BHC | Title & Position with Subsidiaries | Percentage of voting shares in BHC | Percentage of voting shares in Subsidiaries | List names of other companies, if 25% or more of voting securities held | Title & Position with Other Companies |
|-----------------------------------|--|--------------------------------------|---|---|--|--|--|
|-----------------------------------|--|--------------------------------------|---|---|--|--|--|

Responsive data are contained in the Confidential Volume. These data contain the names and occupations of Insiders of the Reporter and their ownership interests in the Reporter and other businesses.