

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, 2013

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

04/15/2014

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 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

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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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)

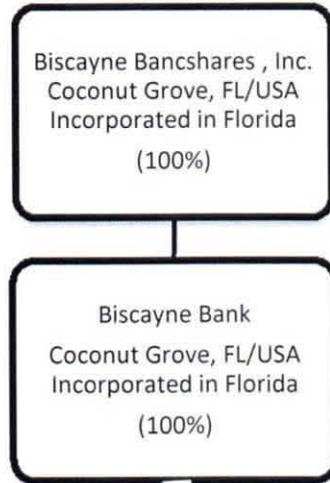
Legal Title of Subsidiary Bank Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Report Item 2(a): Organization Chart



Report Item 2(b): Submitted via email on 4/14/14

Results: A list of branches for your depository institution: BISCAYNE BANK (ID_RSSD: 3363975).
 This depository institution is held by BISCAYNE BANCSHARES, INC. (3899456) of MIAMI, FL.
 The data are as of 12/31/2013. Data reflects information that was received and processed through 04/07/2014.

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	BISCAYNE BANK	3121 COMMODORE PLAZA	COCONUT GROVE	FL	33133	MIAMI-DADE	UNITED STATES	432837	0	BISCAYNE BANK	3363975	
Change	2007	Full Service	3607325	DORAL BRANCH	3750 NORTHWEST 87TH AVENUE, SUITE 150	DORAL	FL	33178	MIAMI-DADE	UNITED STATES	458854	1	BISCAYNE BANK	3363975	City previously listed as Miami
Change	2012	Full Service	4521222	SOUTH MIAMI BRANCH	7301 SW 57 CT	SOUTH MIAMI	FL	33143	MIAMI-DADE	UNITED STATES	541182	2	BISCAYNE BANK	3363975	City previously listed as Miami

OK
OK

Form FR Y-6
Biscayne Bancshares, Inc.
Fiscal Year Ending December 31, 2013

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 12-31-2013

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 12-31-2013

Name City, State, Country	Country of Citizenship	Number & Percentage of each class of voting securities
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Name City, State, Country	Country of Citizenship	Number & Percentage of each class of voting securities
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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, 2013

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
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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.