



## 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.

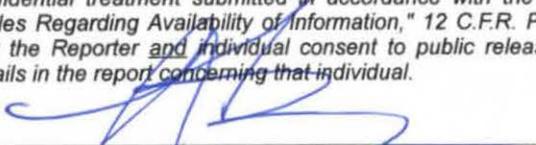
This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 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, Thomas D. Lumpkin, II  
Name of the Holding Company Director and Official  
Chairman of the Board  
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  
03/27/2015  
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 3899456  
C.I. \_\_\_\_\_

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

None  
Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

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

Person to whom questions about this report should be directed:  
Tom Lumpkin Chairman  
Name Title  
3054475052  
Area Code / Phone Number / Extension  
3054475051  
Area Code / FAX Number  
tlumpkin@biscaynebank.com  
E-mail Address  
None  
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.

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) \_\_\_\_\_

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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) \_\_\_\_\_

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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) \_\_\_\_\_

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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) \_\_\_\_\_

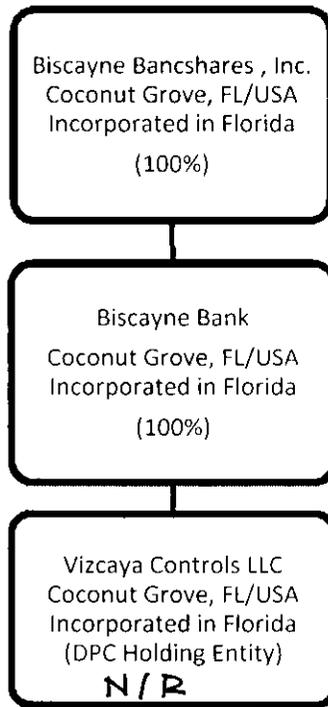
Legal Title of Subsidiary Holding Company \_\_\_\_\_

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

City \_\_\_\_\_ State \_\_\_\_\_ Zip Code \_\_\_\_\_

Physical Location (if different from mailing address) \_\_\_\_\_

Report Item 2(a): Organization Chart



Report Item 2(b): Submitted via email on 3/27/15

**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 COCONUT GROVE, FL.  
 The data are as of 07/31/2015. Data reflects information that was received and processed through 10/06/2015.

**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)	3363975	BISCAYNE BANK	3121 COMMODORE PLAZA	COCONUT GROVE	FL	33133	MIAMI-DADE	UNITED STATES	432837	0	BISCAYNE BANK	3363975	
Ok		Full Service	4803320	BAYSHORE OFFICE	2601 SOUTH BAYSHORE DRIVE	COCONUT GROVE	FL	33133	MIAMI-DADE	UNITED STATES	Not Required	Not Required	BISCAYNE BANK	3363975	
Ok		Full Service	3607325	DORAL BRANCH	3750 NORTHWEST 87TH AVENUE, SUITE 150	DORAL	FL	33178	MIAMI-DADE	UNITED STATES	458854	1	BISCAYNE BANK	3363975	
Ok		Full Service	4521222	SOUTH MIAMI BRANCH	7301 SW 57 CT	SOUTH MIAMI	FL	33143	MIAMI-DADE	UNITED STATES	541182	2	BISCAYNE BANK	3363975	

**Form FR Y-6**

**Biscayne Bancshares, Inc.**

**Fiscal Year Ending December 31, 2014**

**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 12-31-2014

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 12-31-2014

<b>Name</b> <b>City, State, Country</b>	<b>Country</b> <b>of Citizenship</b>	<b>Number &amp; Percentage of</b> <b>each class of voting securities</b>
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<b>Name</b> <b>City, State, Country</b>	<b>Country</b> <b>of Citizenship</b>	<b>Number &amp; Percentage of</b> <b>each class of voting securities</b>
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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, 2014**

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
Joel S. Lawson, IV Berwyn, PA USA	Investor	Director	Director Biscayne Bank		0.0000%		
Thomas D. Lumpkin Miami, FL USA	N/A	Director & Chairman	Director & Chairman Biscayne Bank		0.0000%	The Lumpkin Law Firm	Vice President
Sheldon B. Paley Miami, FL USA	Lawyer	Director	Director Biscayne Bank		0.0000%	American Investment Services JMA Associates Palmun Associates Debrook Investments, Inc	Partner/Part owner
G. M. Schwetzer Miami, FL USA	Real Estate Investor	Director	Director Biscayne Bank		0.0000%	American Investment Services JMA Associates 59th ST. Corp. KCA II Corp 13th ST. Corp. PEM Investments ZBG, Inc. 22 Ave. Enterprises 1140 Corp.	Partner/Part owner
Steve Simon Miami Beach, FL, USA	Lawyer; Entrepreneur	Director	Director Biscayne Bank		0.0000%	Ginnybakes, Inc.	COO
Jonathan Periman Miami, FL USA	Lawyer	Director	Director Biscayne Bank		0.0000%	N/A	N/A
Robert Gutlonn Miami, FL USA	Mortgage Broker	Director	Director Biscayne Bank		0.0000%	Spectrum Mortgage Group Florida Mortgage Group	Owner
Jeffrey Levey Pinecrest, FL, USA	Lawyer	Director	Director Biscayne Bank		0.0000%	Jeffrey E. Levey, P.A.	Owner
Phyllis J. Shechter Coral Gables, FL, USA	CPA	Director	Director Biscayne Bank		0.0000%	Cherry Bekaert Berenfeld Advisory Services, LLC	Partner Owner
Lorie Yarchin Aventura, FL, USA	N/A	Director & CEO	Director & CEO Biscayne Bank		0.0000%	N/A	N/A
Ana L. Dominguez Miami, FL USA	N/A	EVP	Chief Lending Officer Biscayne Bank		0.0000%	N/A	N/A
Jean-Marie Florestal Miami, FL USA	N/A	CFO	CFO Biscayne Bank		0.0000%	N/A	N/A