



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.

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

December 31, 2013

Month / Day / Year

I, John Kanas

Reporter's Name, Street, and Mailing Address

BankUnited, Inc.

Legal Title of Holding Company

Name of the Holding Company Director and Official

Chairman and CEO

14817 Oak Lane

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

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.

Miami Lakes FL 33016

City State Zip Code

Physical location (if different from mailing address)

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:

Terry Baxter Director of Financial Rptg

Name Title

786-313-1689

Area Code / Phone Number / Extension

Area Code / FAX Number

TBaxter@BankUnited.com

E-mail Address

John Kanas

Signature of Holding Company Director and Official

www.BankUnited.com

Address (URL) for the Holding Company's web page

03/27/2014

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 4028712
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:

- 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.

Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical location (if different from mailing address)	Physical location (if different from mailing address)
Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
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City State Zip Code	City State Zip Code
Physical location (if different from mailing address)	Physical location (if different from mailing address)

BankUnited, Inc.
FRY-6 Report
12/31/2013

Cover Page	Attached
Item 1 - Annual Report to Shareholders	N/A (only if not registered with the SEC)
Item 2a - Organization Chart BankUnited, N.A.	Attached
Item 2b - Domestic Branch Listing	Attached Submitted early
Item 3 - Securities Holders	Attached
Item 4 - Insiders	Attached



14817 Oak Lane Miami Lakes, FL 33016

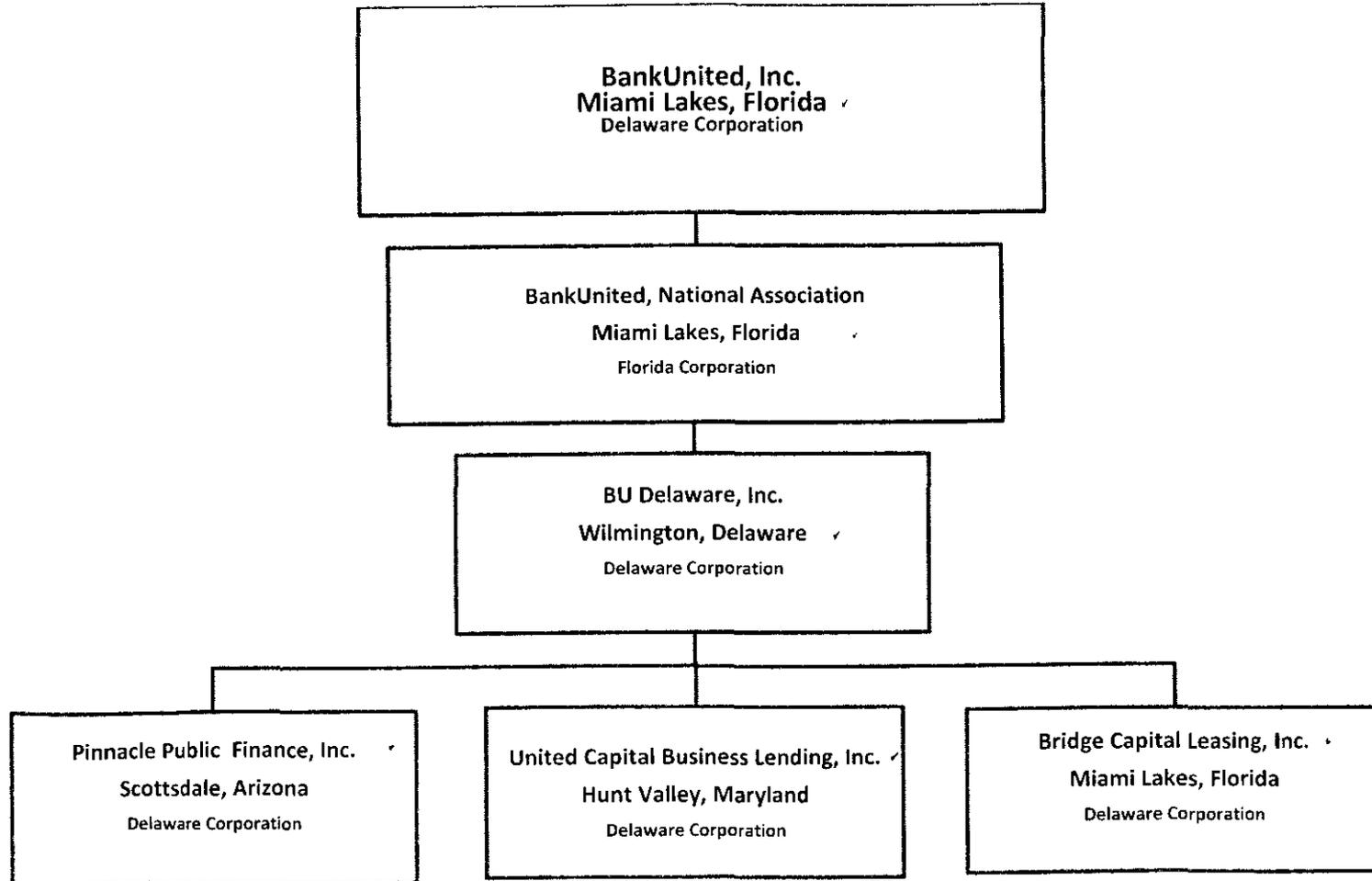
BankUnited, Inc.

FRY-6

12/31/2013

Item 2a – Organization Chart

All Subsidiaries are 100% owned; there are no minority interests



ID: KSSD: 4028712 BankUnited.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FEDIC UNIFORM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments	
OK		Full Service (Head Office)	3938186	BANKUNITED, NATIONAL ASSOCIATION	14817 OAK LANE	MIAMI LAKES	FL	33011	MIAMI-DADE	UNITED STATES	Not Required	489492	0	BANKUNITED, NATIONAL ASSOCIATION	3938186	Main Office is the same location as the Corporate Center
OK		Full Service	4529741	ALTA MONTE SPRINGS BRANCH	510 E. ALTA MONTE DRIVE	ALTA MONTE SPRINGS	FL	32701	SEMINOLE	UNITED STATES	Not Required	Not Required	Not Required	BANKUNITED, NATIONAL ASSOCIATION	3938186	
OK		Full Service	4529799	ALTA MONTE SPRINGS BRANCH	510 EAST ALTA MONTE DRIVE	ALTA MONTE SPRINGS	FL	32701	SEMINOLE	UNITED STATES	Not Required	Not Required	Not Required	BANKUNITED, NATIONAL ASSOCIATION	3938186	This is duplicated from the line above
OK		Full Service	4176453	BOCA ATRIUM BRANCH	1515 NORTH FEDERAL HIGHWAY	BOCA RATON	FL	33432	PALM BEACH	UNITED STATES	Not Required	491933	51	BANKUNITED, NATIONAL ASSOCIATION	3938186	
OK		Full Service	4179931	BOCA HAMPTONS BRANCH	9050 KIMBERLY BOULEVARD, SUITE 5B	BOCA RATON	FL	33434	PALM BEACH	UNITED STATES	Not Required	287321	15	BANKUNITED, NATIONAL ASSOCIATION	3938186	
OK		Full Service	4176462	BOCA TOWN CENTER BRANCH	21222 SAINT ANDREWS BOULEVARD	BOCA RATON	FL	33433	PALM BEACH	UNITED STATES	Not Required	287314	7	BANKUNITED, NATIONAL ASSOCIATION	3938186	
OK		Full Service	4504038	GARDEN SHOPS AT BOCA BRANCH	7024 W PALMETTO PARK ROAD	BOCA RATON	FL	33433	PALM BEACH	UNITED STATES	Not Required	Not Required	Not Required	BANKUNITED, NATIONAL ASSOCIATION	3938186	
OK		Full Service	4445111	WESTWINDS OF BOCA BRANCH	9834 WEST GLADES ROAD, SUITE C-15	BOCA RATON	FL	33434	PALM BEACH	UNITED STATES	Not Required	Not Required	Not Required	BANKUNITED, NATIONAL ASSOCIATION	3938186	
OK		Full Service	4176480	BONITA SPRINGS RIVERVIEW BRANCH	27200 RIVERVIEW CENTER BOULEVARD	BONITA SPRINGS	FL	34134	LEE	UNITED STATES	Not Required	491933	61	BANKUNITED, NATIONAL ASSOCIATION	3938186	
OK		Full Service	4179883	BOYNTON BEACH OAKWOOD SQUARE BRANCH	124 NORTH CONGRESS AVENUE	BOYNTON BEACH	FL	33426	PALM BEACH	UNITED STATES	Not Required	287315	8	BANKUNITED, NATIONAL ASSOCIATION	3938186	
OK		Full Service	4445177	BRADENTON/MANATEE AVENUE BRANCH	1905 MANATEE AVENUE	BRADENTON	FL	34209	MANATEE	UNITED STATES	Not Required	Not Required	Not Required	BANKUNITED, NATIONAL ASSOCIATION	3938186	
OK		Full Service	4179644	CAPE CORAL DEL PRADO BRANCH	2501 DEL PRADO BOULEVARD SOUTH	CAPE CORAL	FL	33904	LEE	UNITED STATES	Not Required	491954	81	BANKUNITED, NATIONAL ASSOCIATION	3938186	
OK		Full Service	4504113	CASSELBERRY BRANCH	945 SEMORAN BLVD	CASSELBERRY	FL	32707	SEMINOLE	UNITED STATES	Not Required	Not Required	Not Required	BANKUNITED, NATIONAL ASSOCIATION	3938186	
OK		Full Service	4176404	CLEARWATER COUNTRYSIDE BRANCH	2569 COUNTRYSIDE BOULEVARD	CLEARWATER	FL	33761	PINELLAS	UNITED STATES	Not Required	491955	82	BANKUNITED, NATIONAL ASSOCIATION	3938186	
OK		Full Service	4177342	CLEARWATER HARBOR OAKS BRANCH	629 SOUTH FORT HARRISON AVENUE	CLEARWATER	FL	33756	PINELLAS	UNITED STATES	Not Required	491953	80	BANKUNITED, NATIONAL ASSOCIATION	3938186	
OK		Full Service	4445168	CLEARWATER/FEATHER SOUND BRANCH	3507 ULMERTON ROAD	CLEARWATER	FL	33762	PINELLAS	UNITED STATES	Not Required	Not Required	Not Required	BANKUNITED, NATIONAL ASSOCIATION	3938186	
OK		Full Service	7421348	CABLES NORTH BRANCH	999 PONCE DE LEON BLVD	CORAL GABLES	FL	33134	MIAMI-DADE	UNITED STATES	Not Required	Not Required	Not Required	BANKUNITED, NATIONAL ASSOCIATION	3938186	
OK		Full Service	4480011	CORAL SPRINGS/TURTLE CREEK BRANCH	4101 TURTLE CREEK DRIVE	CORAL SPRINGS	FL	33067	BROWARD	UNITED STATES	Not Required	491929	57	BANKUNITED, NATIONAL ASSOCIATION	3938186	
OK		Full Service	4176622	DENFIELD BEACH BRANCH	2201 WEST HILLSBORO BOULEVARD	DENFIELD BEACH	FL	33442	BROWARD	UNITED STATES	Not Required	287313	44	BANKUNITED, NATIONAL ASSOCIATION	3938186	
OK		Full Service	4179838	CENTRAL DELRAY BRANCH	5300 WEST ATLANTIC AVENUE	DELRAY BEACH	FL	33484	PALM BEACH	UNITED STATES	Not Required	491927	55	BANKUNITED, NATIONAL ASSOCIATION	3938186	
OK		Full Service	4176640	DOWNTOWN DELRAY BRANCH	331 EAST ATLANTIC AVENUE	DELRAY BEACH	FL	33483	PALM BEACH	UNITED STATES	Not Required	491938	65	BANKUNITED, NATIONAL ASSOCIATION	3938186	
OK		Full Service	4176668	DOWNTOWN FORT LAUDERDALE BRANCH	900 SOUTHEAST 3RD AVENUE	FORT LAUDERDALE	FL	33316	BROWARD	UNITED STATES	Not Required	359590	31	BANKUNITED, NATIONAL ASSOCIATION	3938186	
OK		Full Service	4438348	FORT LAUDERDALE 17TH STREET BRANCH	808 SE 17TH STREET	FORT LAUDERDALE	FL	33316	BROWARD	UNITED STATES	Not Required	Not Required	Not Required	BANKUNITED, NATIONAL ASSOCIATION	3938186	
OK		Full Service	4177106	GALT OCEAN MILE BRANCH	3400 NORTHEAST 34TH STREET	FORT LAUDERDALE	FL	33308	BROWARD	UNITED STATES	Not Required	491935	63	BANKUNITED, NATIONAL ASSOCIATION	3938186	
OK		Full Service	4177302	LAUDERDALE BY THE SEA BRANCH	227 EAST COMMERCIAL BOULEVARD	FORT LAUDERDALE	FL	33308	BROWARD	UNITED STATES	Not Required	287700	12	BANKUNITED, NATIONAL ASSOCIATION	3938186	
OK		Full Service	4177311	LAUDERDALE LAKES BRANCH	3660 WEST OAKLAND PARK BOULEVARD	FORT LAUDERDALE	FL	33311	BROWARD	UNITED STATES	Not Required	294948	29	BANKUNITED, NATIONAL ASSOCIATION	3938186	
OK		Full Service	4179885	PLANTATION TOWNS SQUARE BRANCH	6941 WEST BROWARD BOULEVARD	FORT LAUDERDALE	FL	33317	BROWARD	UNITED STATES	Not Required	432819	49	BANKUNITED, NATIONAL ASSOCIATION	3938186	
OK		Full Service	4177115	FORT MYERS GADOLUIS CROSSING BRANCH	FORT MYERS GADOLUIS CROSSING	FORT MYERS	FL	33908	LEE	UNITED STATES	Not Required	491930	58	BANKUNITED, NATIONAL ASSOCIATION	3938186	
OK		Full Service	4179865	FT. SABAL PALM PLAZA BRANCH	2503 SOUTH US HIGHWAY 1	FORT PIERCE	FL	34982	ST. LUCIE	UNITED STATES	Not Required	491931	59	BANKUNITED, NATIONAL ASSOCIATION	3938186	
OK		Full Service	4177214	HALLANDALE BRANCH	501 GOLDEN ISLES DRIVE	HALLANDALE	FL	33009	BROWARD	UNITED STATES	Not Required	287697	10	BANKUNITED, NATIONAL ASSOCIATION	3938186	
OK		Full Service	1965946	HIALEAH BRANCH	1291 WEST 49TH STREET	HIALEAH	FL	33012	MIAMI-DADE	UNITED STATES	Not Required	Not Required	Not Required	BANKUNITED, NATIONAL ASSOCIATION	3938186	
OK		Full Service	4177375	MIAMI LAKES BRANCH	15201 NORTHWEST 67TH AVENUE	HIALEAH	FL	33014	MIAMI-DADE	UNITED STATES	Not Required	428572	45	BANKUNITED, NATIONAL ASSOCIATION	3938186	
OK		Full Service	4177188	HOBE SOUND ISLAND CROSSING BRANCH	11702 SOUTHEAST FEDERAL HIGHWAY	HOBE SOUND	FL	33455	MARTIN	UNITED STATES	Not Required	491949	76	BANKUNITED, NATIONAL ASSOCIATION	3938186	
OK		Full Service	4177151	HOLLYWOOD BRANCH	4919 SHERIDAN STREET	HOLLYWOOD	FL	33021	BROWARD	UNITED STATES	Not Required	45160	9	BANKUNITED, NATIONAL ASSOCIATION	3938186	
OK		Full Service	4281854	HOLLYWOOD RESIDENTIAL PLAZA BRANCH	3795 HOLLYWOOD BOULEVARD	HOLLYWOOD	FL	33021	BROWARD	UNITED STATES	Not Required	522129	88	BANKUNITED, NATIONAL ASSOCIATION	3938186	
OK		Full Service	4177450	MIRAMAR PARKWAY BRANCH	12011 MIRAMAR PARKWAY	HOLLYWOOD	FL	33027	BROWARD	UNITED STATES	Not Required	491934	62	BANKUNITED, NATIONAL ASSOCIATION	3938186	
OK		Full Service	4177919	PALM AND PINES BRANCH	10090 PINES BOULEVARD	HOLLYWOOD	FL	33028	BROWARD	UNITED STATES	Not Required	364013	85	BANKUNITED, NATIONAL ASSOCIATION	3938186	
OK		Full Service	4177955	PIMBROKE PINES BRANCH	140 SOUTH FLAMINGO ROAD	HOLLYWOOD	FL	33027	BROWARD	UNITED STATES	Not Required	287698	11	BANKUNITED, NATIONAL ASSOCIATION	3938186	
OK		Full Service	4461832	JUPITER INDIANTOWN ROAD BRANCH	620 WEST INDIANTOWN ROAD	JUPITER	FL	33458	PALM BEACH	UNITED STATES	Not Required	Not Required	Not Required	BANKUNITED, NATIONAL ASSOCIATION	3938186	
OK		Full Service	4176613	TOLESTA COUNTRY LINE BRANCH	504 NORTH US HIGHWAY 1	JUPITER	FL	33469	PALM BEACH	UNITED STATES	Not Required	491959	86	BANKUNITED, NATIONAL ASSOCIATION	3938186	
OK		Full Service	4177214	KEY BISCAIYNE BRANCH	760 CANDOR BOULEVARD, SUITE B-7	KEY BISCAIYNE	FL	33149	MIAMI-DADE	UNITED STATES	Not Required	359592	33	BANKUNITED, NATIONAL ASSOCIATION	3938186	
OK		Full Service	4418920	LAKE MARY BRANCH	4406 WEST LAKE MARY BOULEVARD	LAKE MARY	FL	32746	SEMINOLE	UNITED STATES	Not Required	531767	93	BANKUNITED, NATIONAL ASSOCIATION	3938186	
OK		Full Service	4177290	LAKE WORTH LANTANA BRANCH	5764 JOG ROAD	LAKE WORTH	FL	33463	PALM BEACH	UNITED STATES	Not Required	491950	77	BANKUNITED, NATIONAL ASSOCIATION	3938186	
OK		Full Service	4176042	LAKE WORTH SOUTH BRANCH	19125 BISCAIYNE BOULEVARD	MIAMI	FL	33180	MIAMI-DADE	UNITED STATES	Not Required	Not Required	Not Required	BANKUNITED, NATIONAL ASSOCIATION	3938186	
OK		Full Service	4176417	LAKE WORTH WATERWAY BRANCH	21155 BISCAIYNE BOULEVARD	MIAMI	FL	33180	MIAMI-DADE	UNITED STATES	Not Required	364296	37	BANKUNITED, NATIONAL ASSOCIATION	3938186	
OK		Full Service	4176444	LAKE WORTH BRANCH	9495 SOUTHWEST 40TH STREET	MIAMI	FL	33165	MIAMI-DADE	UNITED STATES	Not Required	491957	84	BANKUNITED, NATIONAL ASSOCIATION	3938186	
OK		Full Service	4451350	BISCAIYNE BOULEVARD - NORTH MIAMI BRANCH	12290 BISCAIYNE BOULEVARD	MIAMI	FL	33181	MIAMI-DADE	UNITED STATES	Not Required	Not Required	Not Required	BANKUNITED, NATIONAL ASSOCIATION	3938186	
OK		Full Service	4176499	BRICKELL BRANCH	1428 BRICKELL AVENUE, SUITE 111	MIAMI	FL	33131	MIAMI-DADE	UNITED STATES	Not Required	Not Required	Not Required	BANKUNITED, NATIONAL ASSOCIATION	3938186	
OK		Full Service	1005730	DORAL BRANCH	7970 NORTHWEST 36TH STREET	MIAMI	FL	33166	MIAMI-DADE	UNITED STATES	Not Required	17940	19	BANKUNITED, NATIONAL ASSOCIATION	3938186	
OK		Full Service	4176688	DOWNTOWN MIAMI BRANCH	310 SOUTHEAST 1ST STREET	MIAMI	FL	33131	MIAMI-DADE	UNITED STATES	Not Required	287327	25	BANKUNITED, NATIONAL ASSOCIATION	3938186	
OK		Full Service	4177297	KENDALL BRANCH	12905 NORTH KENDALL DRIVE	MIAMI	FL	33186	MIAMI-DADE	UNITED STATES	Not Required	423452	43	BANKUNITED, NATIONAL ASSOCIATION	3938186	
OK		Full Service	4177236	KEYSTONE NORTH MIAMI PLAZA BRANCH	13705 BISCAIYNE BOULEVARD	MIAMI	FL	33181	MIAMI-DADE	UNITED STATES	Not Required	423450	41	BANKUNITED, NATIONAL ASSOCIATION	3938186	
OK		Full Service	4504010	MALL OF THE AMERICAS BRANCH	7701 WEST FLAGLER STREET	MIAMI	FL	33144	MIAMI-DADE	UNITED STATES	Not Required	Not Required	Not Required	BANKUNITED, NATIONAL ASSOCIATION	3938186	
OK		Full Service	4660059	MIAMI AIRPORT BRANCH	1099 NW 42ND AVENUE	MIAMI	FL	33126	MIAMI-DADE	UNITED STATES	Not Required	Not Required	Not Required	BANKUNITED, NATIONAL ASSOCIATION	3938186	
OK		Full Service	1229085	PALMETTO LAKES BRANCH	18600 NORTHWEST 67TH AVENUE	MIAMI	FL	33015	MIAMI-DADE	UNITED STATES	Not Required	254082	21	BANKUNITED, NATIONAL ASSOCIATION	3938186	
OK		Full Service	4281674	59W 8TH STREET BRANCH	1650 SW 8TH STREET	MIAMI	FL	33135	MIAMI-DADE	UNITED STATES	Not Required	522130	89	BANKUNITED, NATIONAL ASSOCIATION	3938186	
OK		Full Service	4179668	TAMIAMI LAKES BRANCH	11270 SOUTHWEST 87TH STREET	MIAMI	FL	33184	MIAMI-DADE	UNITED STATES	Not Required	294947	28	BANKUNITED, NATIONAL ASSOCIATION	3938186	
OK		Full Service	4180094	WEST AIRPORT BRANCH	21410 NORTHWEST 72ND AVENUE	MIAMI	FL	33122	MIAMI-DADE	UNITED STATES	Not Required	287322	16	BANKUNITED, NATIONAL ASSOCIATION	3938186	
OK		Full Service	4503965	CORAL WAY BRANCH	2159 CORAL WAY	MIAMI BEACH	FL	33129	MIAMI-DADE	UNITED STATES	Not Required	253778	20	BANKUNITED, NATIONAL ASSOCIATION	3938186	
OK		Full Service	4177366	MIAMI BEACH BRANCH	300 ARTHUR GODFREY ROAD	MIAMI BEACH	FL	33140	MIAMI-DADE	UNITED STATES	Not Required	432360	47	BANKUNITED, NATIONAL ASSOCIATION	3938186	
OK		Full Service	4428750	SOUTH BEACH BRANCH	1695 ALTON ROAD	MIAMI BEACH	FL	33139	MIAMI-DADE	UNITED STATES	Not Required	Not Required	Not Required	BANKUNITED, NATIONAL ASSOCIATION	3938186	
OK		Full Service	4281544	CORPORATE CENTER BRANCH	14817 OAK LANE	MIAMI LAKES	FL	33016	MIAMI-DADE	UNITED STATES	Not Required	Not Required	Not Required	BANKUNITED, NATIONAL ASSOCIATION	3938186	
OK		Full Service	4177384	NAPLES HAMMOCKS COVE BRANCH	4412 THOMASSON DRIVE	NAPLES	FL	34112	COLLIER	UNITED STATES	Not Required	491925	53	BANKUNITED, NATIONAL ASSOCIATION	3938186	
OK		Full Service	4177852	NAPLES NEAPOLITAN BRANCH	6849 NINTH STREET NORTH	NAPLES	FL	34103	COLLIER	UNITED STATES	Not Required	287325	23	BANKUNITED, NATIONAL ASSOCIATION	3938186	
OK		Full Service	4177898	NAPLES TAMIAMI TRAIL NORTH BRANCH	8877 TAMIAMI TRAIL NORTH	NAPLES	FL	34108	COLLIER	UNITED STATES	Not Required	423451	42	BANKUNITED, NATIONAL ASSOCIATION	3938186	
OK		Full Service	4501674	TAMPA ROAD BRANCH	4015 TAMPA ROAD	ODDSSAAR	FL	34677	PINELLAS	UNITED STATES	Not Required	Not Required	Not Required	BANKUNITED, NATIONAL ASSOCIATION	3938186	
OK		Full Service	4504003	DOWNTOWN CENTRAL BRANCH	44 EAST CENTRAL BLVD	ORLANDO	FL	32801	ORANGE	UNITED STATES	Not Required	Not Required	Not Required	BANKUNITED, NATIONAL ASSOCIATION	3938186	
OK		Full Service	4504045	SOBO BRANCH	2495 S ORANGE AVENUE	ORLANDO	FL	32806	ORANGE	UNITED STATES	Not Required	Not Required	Not Required	BANKUNITED, NATIONAL ASSOCIATION	3938186	
OK		Full Service	4504029	PALM BEACH ISLAND SOUTH BRANCH	2875 S OCEAN BOULEVARD	PALM BEACH	FL	33480	PALM BEACH	UNITED						

Date Action	Effective Date	Branch Service Type	Branch ID / ASSD*	Branch Name	Street Address	City	State	Zip Code	County	Country	FDIC LMIUM*	Office Number*	Head Office	Head Office ID / ASSD*	Comments
CR		Full Service	4179904	SOUTH MIAMI PALAZO BRANCH	6300 SOUTH DIXIE HIGHWAY, SUITE B	SOUTH MIAM	FL	33224	MIAMI-DADE	UNITED STATES	428124	44	BANKUNITED, NATIONAL ASSOCIATION	3938186	
CR		Full Service	4179982	SUNSET BRANCH	6075 SUNSET DRIVE	SOUTH MIAM	FL	33248	MIAMI-DADE	UNITED STATES	Not Required	Not Required	BANKUNITED, NATIONAL ASSOCIATION	3938186	
CR		Full Service	4179913	STUART WEDGEWOOD BRANCH	1316 SOUTHEAST FEDERAL HIGHWAY	STUART	FL	34957	MARTIN	UNITED STATES	442361	48	BANKUNITED, NATIONAL ASSOCIATION	3938186	
CR		Full Service	4179922	SUNNY ISLES BRANCH	2700 COLLINS AVENUE, SUITE 1	SUNNY ISLES BEACH	FL	33160	MIAMI-DADE	UNITED STATES	359146	10	BANKUNITED, NATIONAL ASSOCIATION	3938186	
CR		Full Service	4180124	WEST SUNRISE BRANCH	11205 WEST SUNRISE BOULEVARD	SUNRISE	FL	31423	BROWARD	UNITED STATES	432359	46	BANKUNITED, NATIONAL ASSOCIATION	3938186	
CR		Full Service	4179950	TAMARAC BRANCH	5779 NORTH UNIVERSITY DRIVE	TAMARAC	FL	33521	BROWARD	UNITED STATES	287712	7	BANKUNITED, NATIONAL ASSOCIATION	3938186	
CR		Full Service	450406	HENDERSON BLVD. BRANCH	3801 HENDERSON BLVD	TAMPA	FL	33627	HILLSBOROUGH	UNITED STATES	Not Required	Not Required	BANKUNITED, NATIONAL ASSOCIATION	3938186	
CR		Full Service	450405	TAMPA WESTSHORE BRANCH	3828 NORTH WEST SHORE BOULEVARD	TAMPA	FL	33607	HILLSBOROUGH	UNITED STATES	Not Required	Not Required	BANKUNITED, NATIONAL ASSOCIATION	3938186	
CR		Full Service	4445140	TAMPA/CARROLLWOOD BRANCH	14802 NORTH DALE MERRY HIGHWAY	TAMPA	FL	33628	HILLSBOROUGH	UNITED STATES	531170	94	BANKUNITED, NATIONAL ASSOCIATION	3938186	
CR		Full Service	4445195	VENICE/VILLAGE SHOPPING BRANCH	4749 SOUTH TAMiami TRAIL	TAMPA	FL	33629	SARASOTA	UNITED STATES	Not Required	Not Required	BANKUNITED, NATIONAL ASSOCIATION	3938186	
CR		Full Service	4504083	VERO BEACH BRANCH	2050 US HIGHWAY 1	VERO BEACH	FL	32960	INDIAN RIVER	UNITED STATES	Not Required	Not Required	BANKUNITED, NATIONAL ASSOCIATION	3938186	
CR		Full Service	4179826	VERO BEACH RYANWOOD SQUARE BRANCH	2238 NORTH AVENUE	VERO BEACH	FL	32966	INDIAN RIVER	UNITED STATES	442452	79	BANKUNITED, NATIONAL ASSOCIATION	3938186	
CR		Full Service	4180085	WELINGTON TOWN SQUARE BRANCH	13111 E. 29	WELINGTON	FL	33424	PALM BEACH	UNITED STATES	481948	75	BANKUNITED, NATIONAL ASSOCIATION	3938186	
CR		Full Service	4504056	DIXIE HIGHWAY AND 5TH STREET	6901 DIXIE HIGHWAY	WEST PALM BEACH	FL	33411	PALM BEACH	UNITED STATES	Not Required	Not Required	BANKUNITED, NATIONAL ASSOCIATION	3938186	
CR		Full Service	4179937	PALM BEACH CAROLINS BRANCH	907 NORTH MILITARY TRAIL	WEST PALM BEACH	FL	33424	PALM BEACH	UNITED STATES	422851	40	BANKUNITED, NATIONAL ASSOCIATION	3938186	
CR		Full Service	4180135	WATER CREST HUBBARD BRANCH	4821 KEECHOOBEE BOULEVARD	WEST PALM BEACH	FL	33427	PALM BEACH	UNITED STATES	159081	37	BANKUNITED, NATIONAL ASSOCIATION	3938186	
CR		Full Service	4180233	WESTON BRANCH	2200 WESTON ROAD	WESTON	FL	33326	BROWARD	UNITED STATES	412820	53	BANKUNITED, NATIONAL ASSOCIATION	3938186	
CR		Full Service	4180142	WILTON MANORS BRANCH	7124 NORTH DIXIE HIGHWAY	WILTON MANORS	FL	33354	BROWARD	UNITED STATES	365126	39	BANKUNITED, NATIONAL ASSOCIATION	3938186	
CR		Full Service	4505150	BOROUGH PARK BROOKLYN BRANCH	1311 90TH STREET	BROOKLYN	NY	11224	KING	UNITED STATES	Not Required	Not Required	BANKUNITED, NATIONAL ASSOCIATION	3938186	
CR		Full Service	4502605	MELVILLE NY BRANCH	445 BRADSHOLLOM ROAD	MELVILLE	NY	11747	SUFFOLK	UNITED STATES	Not Required	Not Required	BANKUNITED, NATIONAL ASSOCIATION	3938186	
CR		Full Service	4200032	295 PARK AVENUE BRANCH	295 PARK AVENUE	NEW YORK	NY	10171	NEW YORK	UNITED STATES	Not Required	Not Required	BANKUNITED, NATIONAL ASSOCIATION	3938186	
CR		Full Service	4522455	AVENUE OF THE AMERICAS BRANCH	360 ECH AVENUE OF THE AMERICAS	NEW YORK	NY	10001	NEW YORK	UNITED STATES	Not Required	Not Required	BANKUNITED, NATIONAL ASSOCIATION	3938186	
CR		Full Service	4543773	NYC 125TH AVENUE BRANCH	62410 AVENUE 125TH AVENUE	NEW YORK	NY	10022	NEW YORK	UNITED STATES	Not Required	Not Required	BANKUNITED, NATIONAL ASSOCIATION	3938186	
CR		Full Service	4505555	NYC 145TH AVENUE BRANCH	118 145TH STREET	NEW YORK	NY	10042	NEW YORK	UNITED STATES	Not Required	Not Required	BANKUNITED, NATIONAL ASSOCIATION	3938186	

Report Item 3: Securities holders
 (1)(a)(b)(c) and (2)(a)(b)(c)

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2013		
(1)(a) Name, City, State, Country	(1)(b) Country of Citizenship or Inc.	(1)(c) Number and Percentage of Each Class of Voting Securities

The Blackstone Group, L.P.
 New York, NY, USA

<i>Blackstone Capital Partners V L.P.</i>	USA	4,227,943	
<i>Blackstone Capital Partners V-AC L.P.</i>	USA	1,322,070	
<i>Blackstone Family Investment Partnership V L.P.</i>	USA	7,386	
<i>Blackstone Participation Partnership V L.P.</i>	USA	4,293	
Total Blackstone Group (Common)		5,561,692	5.51%

The Carlyle Group, L.P.
 New York, NY, USA

<i>DBD Cayman</i>			
<i>Carlyle Financial Services BU, L.P.</i>	USA	2,494,033	
<i>Carlyle Strategic Partners II, L.P.</i>	USA	554,357	
<i>CSP II Co-Investment, L.P.</i>	USA	19,270	
<i>TCG Holdings</i>			
<i>Carlyle Partners V, L.P.</i>	USA	2,347,339	
<i>CP V Coinvestment A, L.P.</i>	USA	94,273	
<i>CP V Coinvestment B, L.P.</i>	USA	5,193	
<i>Carlyle Partners V-A, L.P.</i>	USA	47,227	
Total The Carlyle Group		5,561,692	5.51%

WL Ross & Co., LLC
 New York, NY, USA

<i>WLR Recovery Fund IV, L.P.</i>	USA	5,042,633	
<i>WLR IV Parrallel ESC, L.P.</i>	USA	20,252	
<i>WLR/GS Master Co-Investment, L.P.</i>	Cayman Islands	498,807	
Total WL Ross		5,561,692	5.51%

Centerbridge Partners, L.P.
 New York, NY, USA

<i>Centerbridge Capital Partners, L.P.</i>	USA	3,725,239	
<i>Centerbridge Capital Partners Strategic, L.P.</i>	USA	137,608	
<i>Centerbridge Capital Partners SBS, L.P.</i>	USA	6,131	
<i>CB BU Investors, LLC</i>	USA	237,131	
<i>CB BU Investors II, LLC</i>	USA	137,285	
<i>CB BU Investors III, LLC</i>	USA	124,806	
Total Centerbridge		4,368,200	4.32%

Wellington Management Company, LLP

Boston, MA, USA	USA	9,918,366	9.82%
Neuberger Berman Group LLC and its affiliates	USA	5,280,290	5.23%
New York, NY, USA			

Securities holders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-2013		
(2)(a) Name, City, State, Country	(2)(b) Country of Citizenship or Inc.	(2)(c) Number and Percentage of Each Class of Voting Securities

NONE

ITEM 4: INSIDERS

NAME, CITY AND STATE/COUNTRY (4.1)	PRINCIPAL OCCUPATION (4.2)	TITLE OR POSITION WITH HOLDING CO. (4.3a)	TITLE OR POSITION WITH ANY SUBSIDIARY (4.3b)	POSITION WITH ANY OTHER BUSINESS COMPANY (4.3c)	% BHC SHARES OWNED (4.4a)	SHARES IN BHC SUBSIDIARIES (4.4b)	SHARES IN OTHER BUSINESS CO. 25% OR MORE % (4.4c)
John A. Kanas East Moriches, NY / USA	Banker	President, CEO and Director	Director, President & CEO BankUnited, N.A.	None	2.42%	None	N/A
Leslie N. Lunak Pembroke Pines, FL / USA	Banker	Chief Financial Officer	Chief Financial Officer, BankUnited, N.A. Director and Treasurer: Pinnacle Public Finance, Inc. United Capital Business Lending, inc. Bridge Capital Leasing, Inc. Director, BU Delaware	None	*	None	N/A
Rajinder P. Singh Syosset, NY / USA	Banker	Chief Operating Officer or Director	Chief Operating Officer, BankUnited, N.A. Director, BU Delaware	None	1.27%	None	N/A
Tere Blanca Miami, FL / USA	Commercial Real Estate	Director	Director BankUnited, N.A.	None	*	None	
Chinh E. Chu New York, NY / USA	Senior Managing Director, The Blackstone Group	Director	Director BankUnited, N.A.	Director of the following: Alliant Bayview Financial Healthmarkets DJO Incorporated Catalent Pharma Solutions SunGard Graham Packaging	*	None	N/A
Amb. Sue M. Cobb (ret.) Miami, Florida / USA	Ambassador of the United States, ret.	Director	Director BankUnited, N.A.	Officer, Cobb Partners	*	None	Cobb River, 100% Cobb Mountain, 100% Sucobbco, 100%
Eugene F. DeMark Naples, Florida / USA	KPMG (retired partner)	Director	Director, BankUnited, N.A.	Director, 1-800-Flowers	*	None	N/A
Michael Dowling New York, NY / USA	Chairman & CEO, North Shore - LIJ Health System	Director	Director, BankUnited, N.A.		*	None	N/A
Thomas M. O'Brien Saddlebrook, NJ / USA	Banker (retired)	Director	Director, BankUnited, N.A.	Trustee and Chairman, The Audit Committee of the Prudential Insurance Company Mutual Fund Complex	*		
P. Olivier Sarkozy New York, NY / USA	Managing Director The Carlye Group	Director	Director, BankUnited, N.A.	Director, Bank of Butterfield TCW Duff and Phelps Oversight Committee -- Sandler O'Neill	*	None	N/A

ITEM 4: INSIDERS

NAME, CITY AND STATE/COUNTRY (4.1)	PRINCIPAL OCCUPATION (4.2)	TITLE OR POSITION WITH HOLDING CO. (4.3a)	TITLE OR POSITION WITH ANY SUBSIDIARY (4.3b)	POSITION WITH ANY OTHER BUSINESS COMPANY (4.3c)	% BHC SHARES OWNED (4.4a)	SHARES IN BHC SUBSIDIARIES (4.4b)	SHARES IN OTHER BUSINESS CO. 25% OR MORE % (4.4c)
Wilbur L. Ross, Jr. Palm Beach, FL / USA	Chairman & CEO WL Ross & Co. LLC Chairman & CEO Invesco Private Capital	Director	Director, BankUnited N.A.	Director of the following: Talmer Bancorp, Inc. Sun Bancorp Greenbrier Companies Arcelor Mittal N.V. Assured Guaranty Ltd. Compagnie Européenne de Wagons S.A.R.L. Insuratex, Ltd. Plascat Participacoes S.A. Air Lease Corporation EXCO Resources, Inc. Chairman of the Following: International Textile Group Nano-Tex, Inc. International Automotive Components Group DSS Holdings, GP, Limited	*	None	El Vado, LLC, 100%
Lance N. West New York, NY / USA	Chairman Centerbridge Partners, Europe	Director	Director, BankUnited, N.A.		*	None	N/A

* Less than 1%