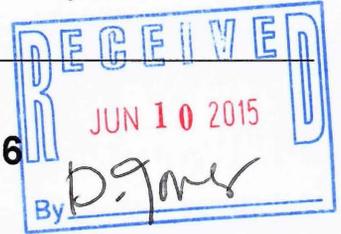


Board of Governors of the Federal Reserve System



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.

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

December 31, 2014

Month / Day / Year

N/A

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

I, Lewis Albert

Name of the Holding Company Director and Official

CEO

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.

Reporter's Name, Street, and Mailing Address

Calusa Financial Corporation, Inc.

Legal Title of Holding Company

3105 Tamiami Trail

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

Punta Gorda

FL

33950

City

State

Zip Code

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.

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Thomas Whelan

CFO, Calusa Bank

Name

Title

941-505-4300

Area Code / Phone Number / Extension

941-505-4305

Area Code / FAX Number

twhelan@calusabank.com

E-mail Address

Signature of Holding Company Director and Official

Date of Signature

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

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 3571006
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:

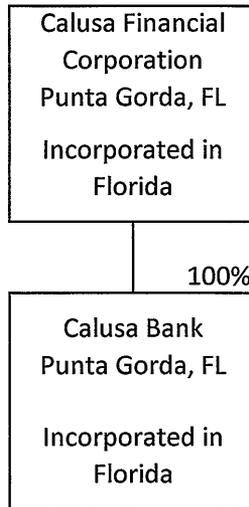
- In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.
- The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

Calusa Financial Corporation
Punta Gorda, Florida
Fiscal Year Ending December 31, 2014

1: The bank holding company prepares an annual report for its securities holders. Two copies will follow.

2(a): Organizational Chart



2(b): Domestic Branch Listing

Main Office

Opened: 04/23/2007
3105 Tamiami Trail
Punta Gorda, Charlotte County, FL, USA 33950
Full Service

Murdock Branch

Opened: 10/22/2007
1850 Tamiami Trail
Port Charlotte, Charlotte County, FL, USA 33948
Full Service

North Port Branch

Opened: 10/9/2008
14942 Tamiami Trail
North Port, Sarasota County, FL, USA 34287
Full Service

Venice Branch

Opened: 10/1/2015
247 South Tamiami Trail
Venice, Sarasota County, FL, USA 34285
Full Service

Results: A list of branches for your depository institution: CALUSA BANK (ID_RSSD: 3571015).

This depository institution is held by CALUSA FINANCIAL CORPORATION, INC. (3571006) of PUNTA GORDA, FL. The data are as of 12/31/2014. Data reflects information that was received and processed through 04/06/2015.

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)	3571015	CALUSA BANK	3105 TAMIAMI TRAIL	PUNTA GORDA	FL	33950	CHARLOTTE	UNITED STATES	455077	0	CALUSA BANK	3571015	
OK		Full Service	4133045	NORTH PORT BRANCH	14942 TAMIAMI TRAIL	NORTH PORT	FL	34287	SARASOTA	UNITED STATES	492951	3	CALUSA BANK	3571015	
OK		Full Service	3658608	MURDOCK BRANCH	1850 TAMIAMI TRAIL	PORT CHARLOTTE	FL	33948	CHARLOTTE	UNITED STATES	469616	2	CALUSA BANK	3571015	
OK		Full Service	4758729	VENICE OFFICE	247 TAMIAMI TRAIL SOUTH	VENICE	FL	34285	SARASOTA	UNITED STATES	Not Required	Not Required	CALUSA BANK	3571015	

Form FR Y-6
Calusa Financial Corporation
December 31, 2014

Report Item 3: Securities holders

(1)(a)(b)(c) and (2)(a)(b)(c)

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2014			Shareholders 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 12-31-2014		
(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Larry Tenbusch Port Charlotte, Florida USA	USA	120,000 - 5.90% Common Stock 80,952 - 3.83% Warrants	N/A		
Todd H. Katz Punta Gorda, Florida USA	USA	27,500 - 1.35% Common Stock 34,448 - 1.67% Warrants 50,000 - 2.40% Options on Common Stock			
Detail:	Numerato	Denominato			
Tenbusch					
<i>Common Stock:</i>	120,000	2,034,098			
Percentage	5.90%	Common Stock			
<i>Warrants:</i>		2,034,098			
		80,952			
Percentage	80,952	2,115,050			
	3.83%	Warrants			
Katz					
<i>Common Stock:</i>	27,500	2,034,098			
Percentage	1.35%	Common Stock			
<i>Warrants:</i>		2,034,098			
		34,448			
Percentage	34,448	2,068,546			
	1.67%	Warrants			
<i>Options:</i>		2,034,098			
		50,000			
Percentage	50,000	2,084,098			
	2.40%	Options			

Form FR Y-6
Calusa Financial Corporation
Fiscal Year Ending December 31, 2014

Report Item 4: Insiders

(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List of names of other companies (includes partnerships) if 25% or more of voting securities are held (list names of companies and percentage of voting securities held)
Lewis S. Albert Punta Gorda, FL USA	N/A	Director, Chairman, CEO	Director, Chairman, CEO Calusa Bank	V.P & Director; Albertini's Design, Inc.	4.39%	None	Albertini's Design, Inc.; 50%
David Holmes Port Charlotte, FL USA	Attorney	Director	Director Calusa Bank	HF Investments, LLC - Member and Manager; HF Investments II, LLC - Member and Manager; Texas Yankee, LLC, - Member	1.85%	None	HF Investments, LLC, - 50%; HF Investments II, LLC - 100%; Texas Yankee, LLC - 33 1/3%
Todd H. Katz Punta Gorda, FL USA	N/A	Director, President	Director, President Calusa Bank	Dog and Cat LLC - Managing Partner; Texas Yankee, LLC - Partner; Punta Gorda Warehouse and Distribution Systems, LLC - Managing Partner; KTZ Warehouse, LLC - Partner	5.42%	None	Dog and Cat LLC - 49%; Texas Yankee, LLC - 33%; Punta Gorda Warehouse and Distribution Systems, LLC - 25%; KTZ Warehouse, LLC - 25%
Catherine Sanders Punta Gorda, FL USA	Real Estate Broker and General Contractor	Director	Director Calusa Bank	Five Star Realty of Charlotte County, Inc - Vice President; Five Star General Contracting, Inc. dba SandStar Custom Homes - Secretary; Arthur Rutenberg Homes SandStar LLC - Franchisee	1.65%	None	Five Star Realty of Charlotte County, Inc - 100%; Five Star General Contracting, Inc. dba SandStar Custom Homes - 51%; Arthur Rutenberg Homes SandStar LLC - 51%
Larry Tenbusch Port Charlotte, FL USA	Real Estate Construction	Director	Director Calusa Bank	Tenbusch Construction - President	9.73%	None	Tenbusch Construction - 80%