

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.

I, Robert Coords,

Name of the Holding Company Director and Official
President & Chief Executive Officer

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
Robert Coords
03/26/2013

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 2809560
C.I. _____

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

December 31, 2012

Month / Day / Year

Reporter's Name, Street, and Mailing Address

Coconut Grove Bankshares, Inc.

Legal Title of Holding Company

2701 South Bayshore Drive

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

Miami FL 33133
City State Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Daniel Chavez SVP Controller
Name Title

305-860-2758

Area Code / Phone Number / Extension

305-756-4300

Area Code / FAX Number

DChavez@coconutgrovebank.com

E-mail Address

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

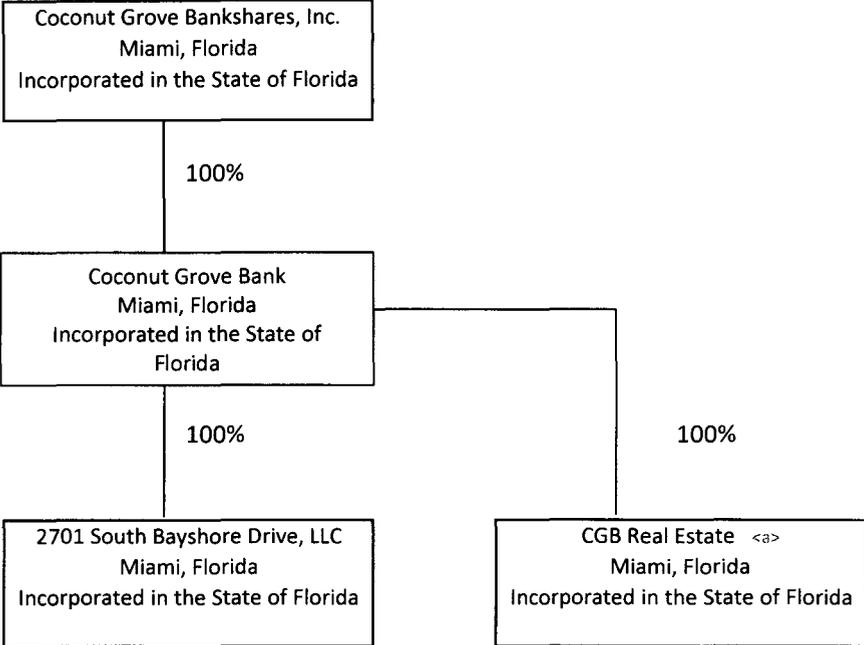
Revised

Coconut Grove Bankshares, Inc.
Miami, Florida
Fiscal Year Ending December 31, 2012

Report Item

- 1. The bank holding company prepares an annual report for its securities holders.
Two copies are enclosed.

- 2. Organizational Chart



<a> = Not reportable for FRY-10 purposes.

revised

Results: A list of branches for your depository institution: COCONUT GROVE BANK (ID_RSSD: 648130).
This depository institution is held by COCONUT GROVE BANKSHARES, INC. (2809560) of MIAMI, FL.
The data are as of 12/31/2012. Data reflects information that was received and processed through 02/24/2013.

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)	648130	COCONUT GROVE BANK	2701 SOUTH BAYSHORE DRIVE	MIAMI	FL	33133	MIAMI-DADE	UNITED STATES	5101	0	COCONUT GROVE BANK	648130	
OK		Full Service	3411830	AVENTURA OFFICE	20801 BISCAYNE BOULEVARD	AVENTURA	FL	33180	MIAMI-DADE	UNITED STATES	447940	4	COCONUT GROVE BANK	648130	
OK		Full Service	3376162	CORAL GABLES OFFICE	290 ALHAMBRA CIRCLE	CORAL GABLES	FL	33134	MIAMI-DADE	UNITED STATES	453035	5	COCONUT GROVE BANK	648130	
OK		Full Service	3109502	PALMETTO BAY OFFICE	14695 SOUTH DIXIE HIGHWAY	MIAMI	FL	33176	MIAMI-DADE	UNITED STATES	364357	3	COCONUT GROVE BANK	648130	
OK		Full Service	3934553	SOUTH MIAMI BRANCH	6400 SOUTH DIXIE HIGHWAY	MIAMI	FL	33143	MIAMI-DADE	UNITED STATES	493107	6	COCONUT GROVE BANK	648130	

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December 31, 2012

Report Item 3: Shareholders

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

Current Shareholders with ownership control or holdings of 5% or more with power to vote as of 12/31/2012

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 12/31/12

(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number & Percentage of Each Class of Voting Securities	(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number & Percentage of Each Class of Voting Securities
Phillip Frost, MD Miami, Florida	U.S.A.	684,829 Common Stock 20.94%	N/A	N/A	N/A
Victor Clarke Coral Gables, FL	U.S.A.	187,500 Common Stock 5.73%			
Michael Weintraub Miami, FL	U.S.A.	170,808 Common Stock 5.22%			

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Report Item 4: Directors and Officers

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

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Names & Address (City, State, County)	Principal occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries (include Names of Subsidiaries)	Title & Position with Other Business (include names of other businesses)	Percentage of voting shares in Bank Holding Company	Percentage of voting shares in subsidiaries (include Names of subsidiaries)	List names of other companies (include partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Lynn Cambest Miami, FL	N/A	Treasurer	EVP & CFO of the Bank	N/A	Less than 1%	N/A	N/A
Robert H. Coords Miami, FL	N/A	President & CEO Director	President & CEO of the Bank	N/A	Less than 1%	N/A	N/A
Randy Bryant Miami, FL	Attorney		Director of the Bank	Bryant Law Firm	Less than 1%	N/A	N/A
George W. Foyo Miami, FL	EVP & Chief Administrative Ofcr	Director	Director of the Bank	Baptist Health	Less than 1%	N/A	N/A
Michael Chavies Miami, FL	Retired Judge	Director	Director of the Bank	Attorney, Akerman Senterfitt	Less than 1%	N/A	Omega Capital Partners Inc. 100%
Rick Kuci Miami, FL	N/A	Secretary	EVP & CLO Director of the Bank	N/A	Less than 1%	N/A	N/A
Sherrill W. Hudson Miami, FL	N/A	Director	Executive Chairman of Teco Energy		Less than 1%	N/A	N/A
Ann de las Pozas Miami, FL	Chief of Operations	Director	Director of the Bank	Our Kids, Inc.	Less than 1%	N/A	N/A
Charles M. Hartz Miami, FL	Attorney	Director	Director of the Bank	Partner, Geroge Hartz Lundeen Capital	Less than 1%	N/A	33% Skymar Capital
D. Alan Nichols Miami, FL	CPA	Director	Director of the Bank	Retired	Less than 1%	N/A	33% Ball, Humphrey & Worley, Inc.
William T. Price, III Chuckey, TN	Investor	Director	Director of the Bank	N/A	1.72%	N/A	N/A

revised

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December 31, 2011

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Names & Address (City, State, County)	Principal occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries (include Names of Subsidiaries)	Title & Position with Other Business (include names of other businesses)	Percentage of voting shares in Bank Holding Company	Percentage of voting shares in subsidiaries (include Names of subsidiaries)	List names of other companies (include partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Phillip Frost, MD Miami, FL	Investor	Principal Shareholder	Principal Shareholder of the Bank	N/A	20.94%	N/A	<p><u>Public Companies</u></p> <ul style="list-style-type: none"> Opko Health, Inc. 41.73% Ladenburg Thalmann Financial Services, Inc. 29.29% Neovasc, Inc. 32.34% Castle Brands, Inc. 31% <p><u>Non-Public and Partnerships:</u></p> <ul style="list-style-type: none"> · The Frost Group, LLC 82% · Co-Crystal Discovery, Inc. 33% · Frost Administrative Services, Inc. 100% · PharmAir Corporation 100% <ul style="list-style-type: none"> · Frost-Nevada, LP 53.58% · Frost-Nevada Corp 100% · Frost Gamma, LP 94.81% · Frost Gamma, Inc. 100% · Frost Alpha, LP 98.75% · Frost Alpha, LLC 100% · Frost Beta, Inc. 100% · Cheminco SA Luxembourg 33% · Frost Fund Management LLC 100% · Frost Real Estate Holdings, LLC 100% · Hialeah Warehouse Holdings, LL 50% · Phillip and Patricia Frost Philanthropic Fdn Inc. 100% · Ladenburg Opportunity Fund I, LLC 54% <ul style="list-style-type: none"> · Rampart Funds, Ltd. 36% · Florida Value Fund II, LLLP 34%