

Board of Governors of the Federal Reserve System



APR 01 REC'D

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, Richard Kuci

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

03/31/2014

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
C.I.

2809560

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

December 31, 2013

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

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
(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
(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
(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)

Page

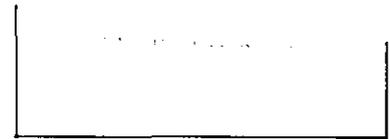
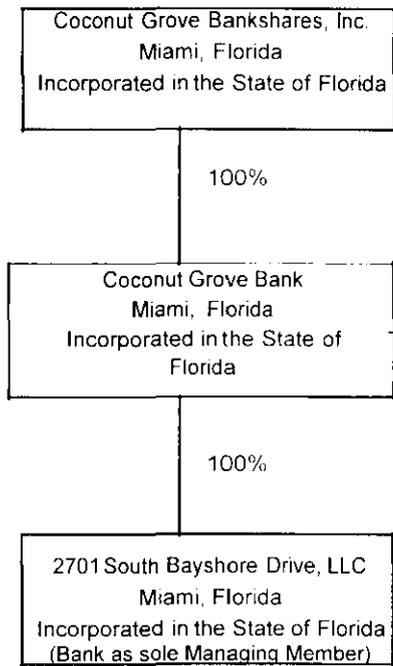
Coconut Grove Bankshares, Inc.

Miami, Florida

Fiscal Year Ending December 31, 2013

Report Item

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



Revised

Coconut Grove Bank
Detail Listing of Branches
A : December 31, 2013

	<u>Address</u>
1 Main Branch	2701 South Bayshore Drive Miami, Florida 33133
2 Coral Gables Branch	290 Alhambra Circle Coral Gables, FL 33134
3 Palmetto Bay Branch	14695 South Dixie Highway Palmetto Bay, FL 33176
4 South Miami Branch	6400 South Dixie Highway South Miami, FL 33143
5 Aventura Branch	20801 Biscayne Blvd. Suite #103 Aventura, FL 33180

All branches listed above are in full service

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 12/31/2013

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 12/31/13

(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%			
Victor Clarke Coral Gables, FL	U.S.A.	187,500 Common Stock 5.73%			
Michael Weintraub Miami, FL		164,808 Common Stock 5.04%			

6/2/13

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)
Sam Milne Miami, FL	N/A	Secretary/Treasurer	EVP & CFO of the Bank	N/A	None	N/A	N/A
Richard A. Kuci Miami, FL	N/A	President & CEO Director of HC	Director, President & CEO of the Bank	N/A	Less than 1%	N/A	N/A
Howard Lucas Miami, FL	CPA	Director of HC	Director of the Bank	Partner Goldstein Schechter Koch Price	Less than 1%	N/A	N/A
George W. Foyo Miami, FL	EVP & Chief Administrative Ofcr		Director of the Bank	EVP & Chief Administrative Officer, Baptist Health	Less than 1%	N/A	N/A
Michael Chavies Miami, FL	Retired Judge		Director of the Bank	Partner, Akerman Senterfitt	Less than 1%	N/A	Omega Capital Partners Inc 100%
Charles M Hartz Miami, FL	Attorney		Director of Bank	Retired	Less than 1%	N/A	33% Skymar Capital
D Alan Nichols Miami, FL	CPA	Director of HC	Director of the Bank	Retired	Less than 1%	N/A	33% Ball, Humphrey & Worley Inc.
William T. Price, III Chuckey TN	Investor		Director of the Bank	N/A	1.73%	N/A	
Charles Stuzin Miami, FL	Investor	Director of HC	Director of the Bank	President, SF Partners, Inc	4.27%	N/A	
Michael Weintraub Miami, FL	Investor	Director of HC	Director of the Bank	Chairman Gibson & Co., Inc.	5.04%	N/A	
Phillip Frost, MD Miami FL	Investor	Director of HC	Principal Shareholder of the Bank		20.94%	N/A	Public Companies Opko Health Inc 41.73% Ladenburg Thalmann Financial Services, Inc 29.29% Neovasc, Inc. 32.34% Castle Brands, Inc. 31% Non-Public and Partnerships The Frost Group LLC 82% Co-Crystal Discovery, Inc. 33% Frost Administrative Services, Inc. 100% PharmAir Corporation 100% Frost-Nevada LP 53.58% Frost-Nevada Corp 100% Frost Gamma, LP 94.81% Frost Gamma Inc 100% Frost Alpha LP 98.75%

FORM FR Y-6
December 31, 2013

Revised

(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)

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%
Rampart Funds, Ltd	36%
Florida Value Fund II, LLLP	34%