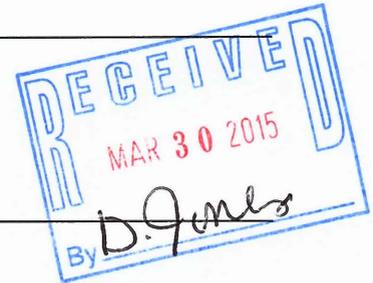


Board of Governors of the Federal Reserve System



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, **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

03/31/2015

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 2809560
 C.I. _____

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)

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

N/A

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

N/A

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

(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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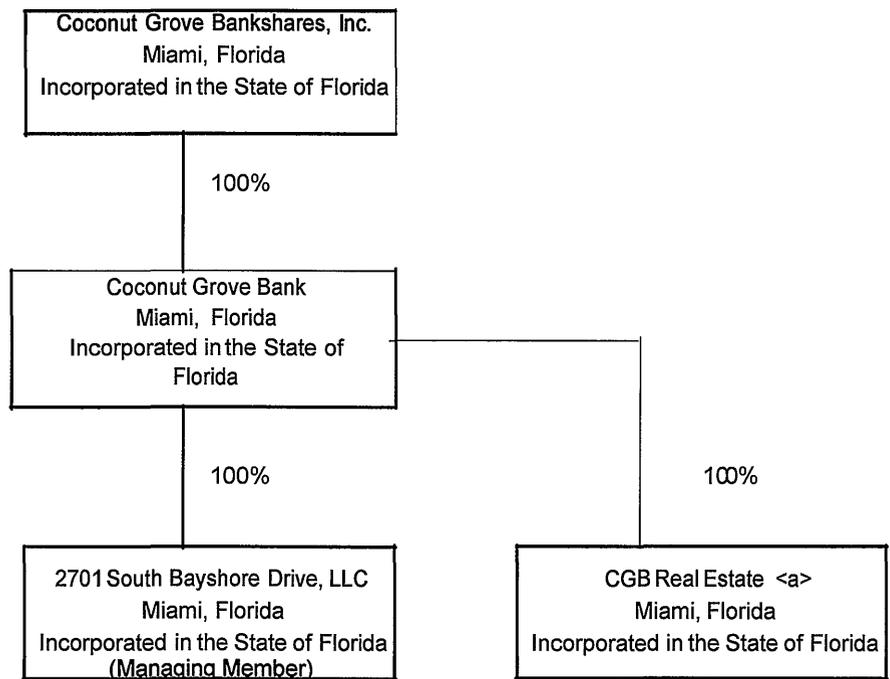
City State Zip Code

Physical Location (if different from mailing address)

Coconut Grove Bankshares, Inc.
Miami, Florida
Fiscal Year Ending December 31, 2014

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.

Coconut Grove Bank

Detail Listing of Branches

A : December 31, 2014

	<u>Address</u>
1 Main Branch	2701 South Bayshore Drive Miami, Florida 33133
2 Coral Gables Branch	2151 S. Le Jeune Road, Suite 100 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

**Form FR Y - 6
December 31, 2014**

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 12/31/2014

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 12/31/14

(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.	788,603 Common Stock	23.61%
Michael Weintraub Miami, FL		255,619 Common Stock	7.65%
Charles Stuzin Miami, FL		234,282	7.04%

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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)
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
Michael Cabanas Miami, FL			EVP, Head of Wealth Management	N/A	Less than 1%	N/A	
Sam Milne Miami, FL	N/A	Secretary/Treasurer	EVP & CFO of the Bank	N/A	None	N/A	N/A
Rosary Falero Plana Miami, FL			EVP, Private & Retail Banking	N/A	Less than 1%	N/A	
Donald Putnam Hollywood, FL			EVP, Chief Lending Officer	N/A	None	N/A	
Howard Lucas Miami, FL	CPA	Director of HC	Director of Bank	Goldstein, Schechter Koch Price	Less than 1%	N/A	N/A
George W. Foyo Miami, FL	EVP & Chief Administrative Ofcor		Director of the Bank	Baptist Health	Less than 1%	N/A	N/A
Michael Chavies Miami, FL	Retired Judge		Director of the Bank	Attorney, Akerman Senterfitt	Less than 1%	N/A	Omega Capital Partners Inc. 100%
Charles M. Hartz Miami, FL	Attorney		Director of the Bank	Retired Capital	1.50%	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	1.72%	N/A	
Charles Stuzin	Investor	Director of HC	Director of Bank	President, SF Partners, Inc.	7.04%	N/A	
Michael Weintraub	Investor	Director of HC	Director of the Bank	Gibson & Co., Inc.	7.65%	N/A	

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December 31, 2014**

(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	Director of HC			23.61%	N/A	<ul style="list-style-type: none"> 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% - 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%