

Board of Governors of the Federal Reserve System



# Annual Report of Holding Companies—FR Y-6

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## 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, **Robert M. Clements**

Name of the Holding Company Director and Official

**Chairman and Chief Executive Officer**

Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

**EverBank Financial Corp**

Legal Title of Holding Company

**501 Riverside Avenue, 12th Floor**

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

**Jacksonville**

**FL**

**32202**

City

State

Zip Code

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.

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:

**Mark Baum**

**Senior Vice President**

Name

Title

**904623-8191**

Area Code / Phone Number / Extension

**904623-8100**

Area Code / FAX Number

**mark.baum@everbank.com**

E-mail Address

**www.everbank.com**

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

Signature of Holding Company Director and Official

**03/26/2015**

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  
C.I.

**3030857**

Does the reporter request confidential treatment for any portion of this submission?

Yes Please identify the report items to which this request applies:

Items 3 and 4

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

**Public Exhibit 2(a)**  
**Organization Chart**

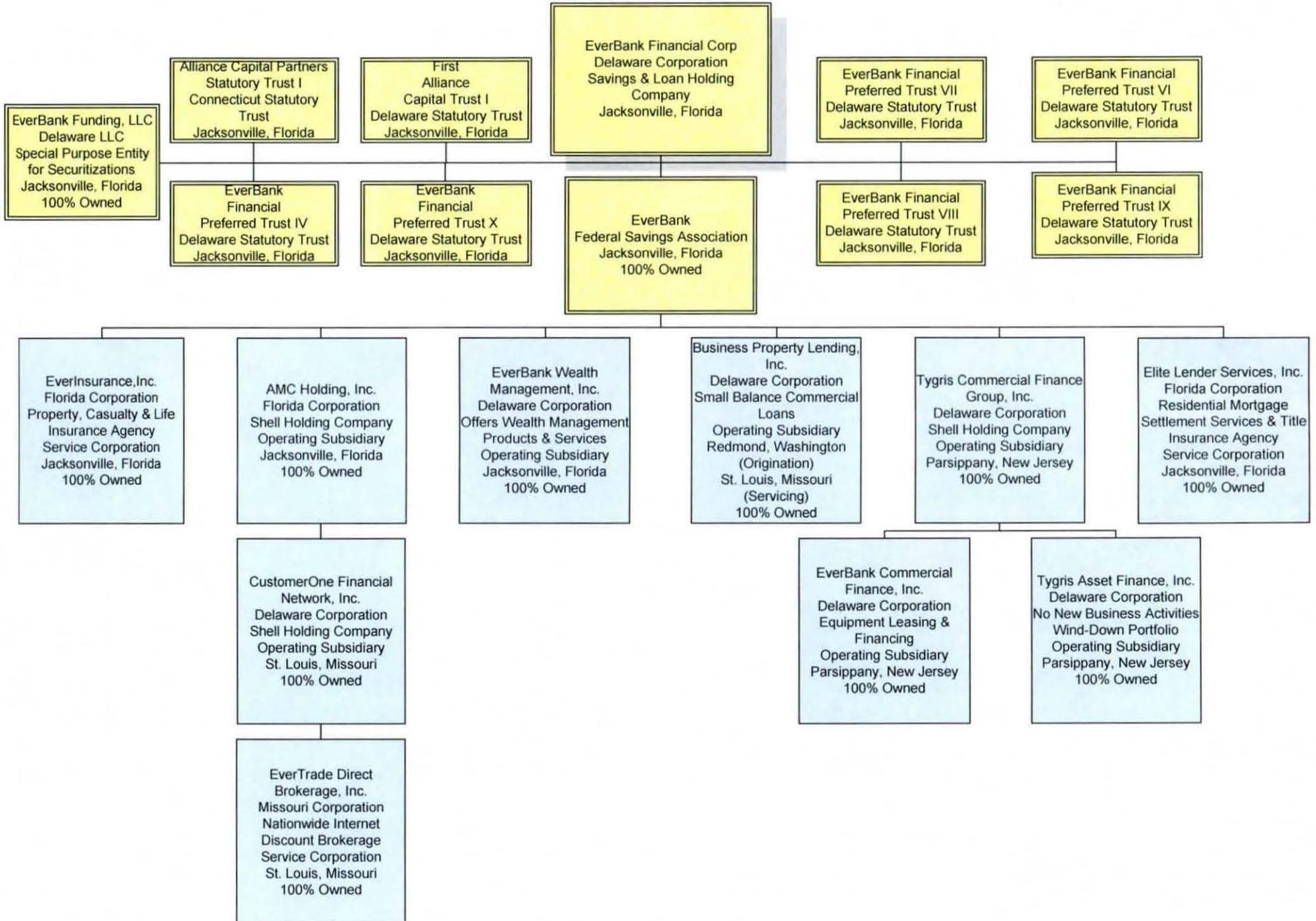
See attached.

**Item 2(a) – Supporting Information to Organizational Chart  
As of December 31, 2014**

Name of Legal Entity	State of Incorporation	Physical Address	Ownership Structure
EVERBANK FINANCIAL CORP	Delaware	Jacksonville, Florida, USA	<ul style="list-style-type: none"> <li>• Ultimate parent company</li> </ul>
EVERBANK FUNDING, LLC	Delaware	Jacksonville, Florida, USA	<ul style="list-style-type: none"> <li>• Owned 100% by EverBank Financial Corp</li> </ul>
EVERBANK	Federal Savings Association	Jacksonville, Florida, USA	<ul style="list-style-type: none"> <li>• Owned 100% by EverBank Financial Corp</li> </ul>
EVERINSURANCE, INC.	Florida	Jacksonville, Florida, USA	<ul style="list-style-type: none"> <li>• Owned 100% directly by EverBank</li> <li>• Owned 100% indirectly by EverBank Financial Corp</li> </ul>
AMC HOLDING, INC.	Florida	Jacksonville, Florida, USA	<ul style="list-style-type: none"> <li>• Owned 100% directly by EverBank</li> <li>• Owned 100% indirectly by EverBank Financial Corp</li> </ul>
CUSTOMERONE FINANCIAL NETWORK, INC.	Delaware	St. Louis, Missouri, USA	<ul style="list-style-type: none"> <li>• Owned 100% directly by AMC Holding, Inc.</li> <li>• Owned 100% indirectly by EverBank Financial Corp</li> </ul>
EVERTRADE DIRECT BROKERAGE, INC.	Missouri	St. Louis, Missouri, USA	<ul style="list-style-type: none"> <li>• Owned 100% directly by CustomerOne Financial Network, Inc.</li> <li>• Owned 100% indirectly by EverBank Financial Corp</li> </ul>
EVERBANK WEALTH MANAGEMENT, INC.	Delaware	Jacksonville, Florida, USA	<ul style="list-style-type: none"> <li>• Owned 100% directly by EverBank</li> <li>• Owned 100% indirectly by EverBank Financial Corp</li> </ul>
BUSINESS PROPERTY LENDING, INC.	Delaware	Redmond, Washington, USA St. Louis, Missouri, USA	<ul style="list-style-type: none"> <li>• Owned 100% directly by EverBank</li> <li>• Owned 100% indirectly by EverBank Financial Corp</li> </ul>
TYGRIS COMMERCIAL FINANCE GROUP, INC.	Delaware	Parsippany, New Jersey, USA	<ul style="list-style-type: none"> <li>• Owned 100% directly by EverBank</li> <li>• Owned 100% indirectly by EverBank Financial Corp</li> </ul>
EVERBANK COMMERCIAL FINANCE, INC.	Delaware	Parsippany, New Jersey, USA	<ul style="list-style-type: none"> <li>• Owned 100% directly by Tygris Commercial Finance Group, Inc.</li> <li>• Owned 100% indirectly by EverBank Financial Corp</li> </ul>
TYGRIS ASSET FINANCE, INC.	Delaware	Parsippany, New Jersey, USA	<ul style="list-style-type: none"> <li>• Owned 100% directly by Tygris Commercial Finance Group, Inc.</li> <li>• Owned 100% indirectly by EverBank Financial Corp</li> </ul>
ELITE LENDER SERVICES, INC.	Florida	Jacksonville, Florida, USA	<ul style="list-style-type: none"> <li>• Owned 100% directly by EverBank</li> <li>• Owned 100% indirectly by EverBank Financial Corp</li> </ul>

# Master Corporate Organizational Chart

As of 12/31/2014



**Public Exhibit 2(b)**  
**Domestic Branch Listing**

See attached.

**Report Item 2(b) – Domestic Branch Listings  
As of December 31, 2014**

Popular Name of Branch	Date the Branch Opened, Closed or Experienced a Change	Physical Address	Branch Service Type
EVERBANK	7/9/2007	501 Riverside Avenue Jacksonville, Florida 32202 Duval County, USA	Full Service (Head Office)
BOCA RATON BRANCH	5/28/2010	595 South Federal Highway, Suite 100 Boca Raton, Florida 33432 Palm Beach County, USA	Full Service
CLEARWATER BRANCH	5/28/2010	2530 State Road 580, Suite A Clearwater, Florida 33761 Pinellas County, USA	Full Service
CORAL GABLES BRANCH	5/28/2010	20 Giralda Avenue Coral Gables, Florida 33134 Miami-Dade County, USA	Full Service
CORAL RIDGE BRANCH	5/28/2010	2521 E. Commercial Boulevard Fort Lauderdale, Florida 33308 Broward County, USA	Full Service
DANIELS PARKWAY BRANCH	5/28/2010	6321 Daniels Parkway Fort Myers, Florida 33912 Lee County, USA	Full Service
SAN JOSE BRANCH	2/8/2000 (Acquired from Marine National Bank)	10400-01 San Jose Boulevard Jacksonville, Florida 32257 Duval County, USA	Full Service
NORMANDY BOULEVARD BRANCH	12/20/2005	7749 Normandy Boulevard, Suite 155 Jacksonville, Florida 32221 Duval County, USA	Full Service
OCEANWAY BRANCH	5/1/1983 (Acquired from Marine National Bank)	104 New Berlin Road Jacksonville, Florida 32218 Duval County, USA	Full Service
COLLIERS RESERVE BRANCH	5/28/2010	1185 Immokalee Road Naples, Florida 34110 Collier County, USA	Full Service

**Public Exhibit 3**  
**Securities Holders**

See attached.

**Item 3(1) – Securities Holders  
As of December 31, 2014**

<b>Item 3(1) - Current Securities Holders with Ownership, Control or Holdings of 5% or More With Power to Vote as of December 31, 2014</b>			
<b>Name City, State, Country</b>	<b>Country of Citizenship or Incorporation</b>	<b>Number of Voting Securities</b>	<b>% of Voting Securities</b>
<b>Sageview Partners, L.P.</b> Greenwich, Connecticut, USA	USA	12,921,230 shares of common stock	10.44%
<b>TPG Entities</b>			
<b>TPG Partners VI, L.P.</b> Fort Worth, Texas, USA	USA	6,963,236.42 shares of common stock	5.63%
<b>TPG Tortoise AIV, L.P.</b> Fort Worth, Texas, USA	USA	1,747,421.43 shares of common stock	1.41%
<b>TPG FOF VI SPV, L.P.</b> Fort Worth, Texas, USA	USA	26,445.18 shares of common stock	0.02%
Total			<b>7.06%</b>
<b>New Mountain Partners III, L.P.</b> New York City, New York, USA	USA	6,989,683 shares of common stock	<b>5.65%</b>
<b>Clements/Hicks Control Group</b>			
<b>Robert M. Clements</b> Jacksonville, Florida, USA (Mr. Clements is Chairman and CEO of EverBank Financial Corp)	USA	<ul style="list-style-type: none"> <li>▪ 1,907,495 shares of common stock;</li> <li>▪ 1,786,865 options convertible into common stock; and</li> <li>▪ 64,336 restricted stock units convertible into common stock.</li> </ul>	3.04% <sup>1</sup>
<b>Robert M. Clements (as custodian for his children)</b> Jacksonville, Florida, USA	USA	70,404 shares of common stock	0.06%
<b>Robert M. Clements Children's Trust</b> Jacksonville, Florida, USA	USA	207,752 shares of common stock	0.17%
<b>Ann H. Clements</b> Jacksonville, Florida, USA (Wife of Mr. Clements)	USA	796,695 shares of common stock	0.64%
<b>Ann H. Clements (as custodian for her children)</b> Jacksonville, Florida, USA (Wife of Mr. Clements)	USA	199,980 shares of common stock	0.16%
<b>Ann T. Clements</b> Jacksonville, Florida, USA (Daughter of Mr. Clements)	USA	40,296 shares of common stock	0.03%

<sup>1</sup> Percentages differ from other publicly available information to reflect equity awards held by Mr. Clements exercisable into voting securities in the Company as of December 31, 2014.

**Item 3(1) - Current Securities Holders with Ownership, Control or Holdings of 5% or  
More With Power to Vote as of December 31, 2014**

Name City, State, Country	Country of Citizenship or Incorporation	Number of Voting Securities	% of Voting Securities
Other Members of the Clements/Hicks Control Group	<i>See Confidential Exhibit 1</i>		
Total			<b>6.36%</b>

**Item 3(2) – Securities Holders  
As of December 31, 2014**

**Securities Holders not listed in Item 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 Ended December 31, 2014**

None.

**Public Exhibit 4**

**Insiders**

See attached.

**Item 4 - Insiders of EverBank Financial Corp  
As of December 31, 2014**

Name , City, State, Country	Principal Occupation if Other than with EverBank Financial Corp	Title & Position with EverBank Financial Corp	Title and Position with Subsidiaries	% of Voting Shares of EverBank Financial Corp <sup>1</sup>	% of Voting Shares in Subsidiaries (include name of subsidiaries)	List Names of Other Companies (Including Partnerships) if 25% or more of voting securities are held (List names of companies and % of voting securities held)
<b>Robert M. Clements</b> Jacksonville, Florida, USA	-	Chairman and Chief Executive Officer	See attached	4.04% <sup>2</sup>	0.00%	See <i>Confidential Exhibit 2</i>
<b>Blake Wilson</b> Jacksonville, Florida, USA	-	Director, President and Chief Operating Officer	See attached	2.07%	0.00%	See <i>Confidential Exhibit 2</i>
<b>Steve Fischer</b> Jacksonville, Florida, USA	-	Executive Vice President and Chief Financial Officer	See attached	0.17%	0.00%	See <i>Confidential Exhibit 2</i>
<b>John Surface</b> Jacksonville, Florida, USA	-	Executive Vice President—Corporate Development	See attached	0.87%	0.00%	See <i>Confidential Exhibit 2</i>
<b>Frank Ervin</b> Jacksonville, Florida, USA	-	Executive Vice President, Chief Risk Officer	See attached	0.03%	0.00%	See <i>Confidential Exhibit 2</i>
<b>Gerald Armstrong</b> New York City, New York, USA	Managing Partner of Arena Capital Partners, LLC, the management company for a private equity firm	Director	N/A	0.25%	0.00%	See <i>Confidential Exhibit 2</i>
<b>Joseph Hinkel</b> Wilmette, Illinois, USA	Self-employed as financial consultant	Director	N/A	0.02%	0.00%	See <i>Confidential Exhibit 2</i>
<b>Merrick Kleeman</b> Greenwich, Connecticut, USA	Founding partner of Wheelock Street Capital, L.L.C., a real estate private equity firm	Director	N/A	0.20%	0.00%	See <i>Confidential Exhibit 2</i>
<b>Mitch Leidner</b> New York City, New York, USA	Partner with Aquiline Capital Partners LLC, a private equity firm that invests in financial services companies	Director	N/A	2.83%	0.00%	See <i>Confidential Exhibit 2</i>
<b>W. Radford Lovett, II</b> Jacksonville, Florida, USA	Managing Director of Lovett Miller & Co., a Florida-based venture capital and private equity firm	Director	N/A	1.17%	0.00%	See <i>Confidential Exhibit 2</i>

<sup>1</sup> Percentages based on shares of voting securities in EverBank Financial Corp and equity awards convertible into voting securities of EverBank Financial Corp as of December 31, 2014.

<sup>2</sup> The ownership percentage for Mr. Clements in this Item 4 differs from the ownership percentage disclosed for Mr. Clements in Item 3(1). This percentage includes the ownership interest of Mr. Clements and his immediate family members. In other words, adding the ownership percentages of Mr. Clements and all of his immediate family members identified in Item 3(1) would result in a collective ownership percentage of 4.04%.

Name , City, State, Country	Principal Occupation if Other than with EverBank Financial Corp	Title & Position with EverBank Financial Corp	Title and Position with Subsidiaries	% of Voting Shares of EverBank Financial Corp <sup>1</sup>	% of Voting Shares in Subsidiaries (include name of subsidiaries)	List Names of Other Companies (Including Partnerships) if 25% or more of voting securities are held (List names of companies and % of voting securities held)
<b>Arrington Mixon</b> Charlotte, North Carolina, USA	Program Officer and Advisory Board Member for The Leon Levine Foundation and a Business Manager for L&L Management, Inc.	Director	N/A	0.01%	0.00%	See <i>Confidential Exhibit 2</i>
<b>Robert J. Mylod, Jr.</b> Bloomfield Hills, Michigan, USA	Managing Partner of Annox Capital Management, a private investment firm	Director	N/A	0.48%	0.00%	See <i>Confidential Exhibit 2</i>
<b>Russell B. Newton, III</b> Jacksonville, Florida, USA	Chairman and Chief Executive Officer of Timucuan Asset Management, Inc., a privately owned investment management firm	Director	N/A	3.24%	0.00%	See <i>Confidential Exhibit 2</i>
<b>William Sanford</b> Greenwich, Connecticut, USA	Chief Executive Officer of Fairway Holdings, Inc. , a food retail company	Director	N/A	0.01%	0.00%	See <i>Confidential Exhibit 2</i>
<b>Rick Schifter</b> New York City, New York, USA	Senior Advisor at TPG Capital, a private equity fund	Director	N/A	0.00%	0.00%	See <i>Confidential Exhibit 2</i>
<b>Scott Stuart</b> Greenwich, Connecticut, USA	Co-Founder of Sageview Capital L.P., a private equity firm	Director	N/A	10.44%	0.00%	See <i>Confidential Exhibit 2</i>

**Item 4 - Title or Position with Subsidiaries of EverBank Financial Corp  
As of December 31, 2014**

Name of Subsidiary	Robert Clements	Blake Wilson	Steve Fischer	John Surface	Frank Ervin
EVERBANK	Chairman and Chief Executive Officer	Director, President and Chief Operating Officer	Executive Vice President and Chief Financial Officer	Executive Vice President	Executive Vice President and Chief Risk Officer
EVERINSURANCE, INC.	-	Chairman and Chief Financial Officer	-	-	
AMC HOLDING, INC.	Director and President	Vice President and Treasurer	-	-	-
CUSTOMERONE FINANCIAL NETWORK, INC.	Chairman	Director, Executive Vice President and Chief Financial Officer	-	-	-
EVERTRADE DIRECT BROKERAGE, INC.	-	-	-	-	-
EVERBANK WEALTH MANAGEMENT, INC.	-	-	-	-	-
BUSINESS PROPERTY LENDING, INC.	Director and Chief Executive Officer	Director and President	Chief Financial Officer	Director	
TYGRIS COMMERCIAL FINANCE GROUP, INC.	Director	Director, President and Chief Executive Officer	-	-	-
EVERBANK COMMERCIAL FINANCE, INC.	Chairman	Director	-	-	-
TYGRIS ASSET FINANCE, INC.	Chairman	Director, President and Chief Executive Officer	-	-	-
ELITE LENDER SERVICES, INC.	-	-	Chief Financial Officer	-	-