

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

MAR 30 REC'D

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, 2015

Month / Day / Year

549300MOIYR1NW3J2W56

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

I, Daniel Sheehan

Name of the Holding Company Director and Official

Chairman & President

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

Professional Holding Corp.

Legal Title of Holding Company

396 Alhambra Circle, Suite 255

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

Coral Gables

FL

33134

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:

Mary Benevente

Secretary

Name

Title

786-406-7657

Area Code / Phone Number / Extension

305-443-5696

Area Code / FAX Number

MBenevente@professionalbankfl.com

E-mail Address

Signature of Holding Company Director and Official

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 4647494
C.I.

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

Form FRY-6

Professional Holding Corp. Coral Gables, FL Fiscal Year Ending December 31, 2015

Report Item

1: The bank holding company prepares an annual report for its securities holders and is not registered with the SEC. As specified by the Federal Reserve Bank of Atlanta, one copy of our audited financials is enclosed.

2a: Organizational Chart



2b: Domestic Branch Listing was emailed to the Federal Reserve Bank of Atlanta on March 24, 2016.

Results: A list of branches for your depository institution: PROFESSIONAL BANK (ID_RSSD: 3816510).
 This depository institution is held by PROFESSIONAL HOLDING CORP. (4647494) of CORAL GABLES, FL.
 The data are as of 12/31/2015. Data reflects information that was received and processed through 01/07/2016.

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.

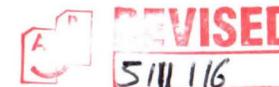
Note:
 To satisfy the **FR Y-10 reporting requirements**, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a **Data Action** of Change, Close, Delete, or Add.
 The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

* 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)	3816510	PROFESSIONAL BANK	396 ALHAMBRA CIRCLE, SUITE 255	CORAL GABLES	FL	33134	MIAMI-DADE	UNITED STATES	471112	0	PROFESSIONAL BANK	3816510	
OK		Full Service	4626024	CORAL GABLES BRANCH	396 ALHAMBRA CIRCLE, SUITE 150	CORAL GABLES	FL	33134	MIAMI-DADE	UNITED STATES	Not Required	Not Required	PROFESSIONAL BANK	3816510	
OK		Full Service	4623247	SOUTH MIAMI BRANCH	1567 SAN REMO AVENUE	CORAL GABLES	FL	33146	MIAMI-DADE	UNITED STATES	Not Required	Not Required	PROFESSIONAL BANK	3816510	

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Professional Holding Corp.
Fiscal Year Ending December 31, 2015



Report Item 3: Securities holders

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

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-15			Securities holders 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 12-31-2015		
(1)(a) Name, City, State, Country	(1)(b) Country of Citizenship of Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name, City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Bay Boston Capital, L.P. Carlos Garcia Boston, MA, USA	USA	339,073 - 9.66% Voting Common Stock	General Capital Holdings LLC Miami, FL, USA	USA	113,000 - 5.23% (through April 6, 2015, then dropped below 5% following a capital raise)
Mendon Capital Master Fund; Mendon Capital QP; Iron Road Multi-Strategy Fund Anton Schutz Rochester, NY, USA	Cayman Islands; USA; USA	264,900 - 7.55% Voting Common 39,735 - 1.13% Voting Common 34,438 - 0.98% Voting Common TOTAL - 339,073 - 9.66% Voting Common Shares			
De Linea CSV Amsterdam, Netherlands	Netherlands	339,000 - 9.66% Voting Common Stock			
David Belford Columbus, OH, USA	USA	185,500 - 5.28% Voting Common Stock			

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Report Item 4: Insiders
(1),(2), (3)(a)(b)(c) and (4)(a)(b)(c)

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (including names of other businesses)	(4)(a) Percentage of Voting Shares in 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)
Daniel Sheehan Palm Beach Gardens, FL, USA	Investment Banker	Chairman, Director, and President / CEO	Director & Chairman (Professional Bank)	Senior Managing Director (Cohen Financial)	1.67%	None	Helmsreich Realty Corp (100%) Juno Tax, LLC (95%) Juno Invest, LLC (95%) Juno Capital, LLC (95%) Juno Prime, LLC (95%)
Leslie Adler Palmetto Bay, FL, USA	Certified Public Accountant	Director	Director (Professional Bank)	Partner (Binstock, Rubin, Adler, Aldecoa & Ellzey, P.A.)	0.97%	None	N/A
Roland DiGasbarro Coral Gables, FL, USA	Commercial Real Estate Investor	Director	Director (Professional Bank)	Principal & Founder (Windsor Capital Corporation)	0.65%	None	Windsor Capital Corporation (100%) Windsor Wynwood Inc. (100%) Windsor Investments Wynwood II, Inc. (100%) Windsor Investments CR LLC (100%) Windsor Investment Holdings LLC (50%) Windsor Investments 928 71st Street, LLC (50%) Windsor Investments (4 Seasons) LLC (50%) Windsor Investments (Westminster Manor) LLC (50%) Windsor Park LP (45.5%) Windsor Investments (3600 SW 22nd) LLC (44%) Windsor Investments AP1 (42.5%) Windsor Investments Alton Road LLC (42.5%) Windsor Investments 830 & 850 NW 22nd St, Miami, FL (42.5%) Windsor Investments 1724 & 1740 NW 22nd St, LLC (42.5%) Windsor Investments (1533 Sunset), LLC (42.5%) HD Supply (1347 & 1355 NW 21St, Miami, FL) (42.5%) Windsor Investments 5877 Ponce De Leon LLC (40%) AMS Group (28%) ML Automotive LLC (25%)

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

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (including names of other businesses)	(4)(a) Percentage of Voting Shares in 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)
Carlos Garcia, Boston, MA, USA	Investor	Director	Director (Professional Bank)	Managing Partner & CEO (Bay Boston Capital L.P.) Chairman (Caribbean Financial Group) Director (Radius Bancorp and Radius Bank) Director (Make-A-Wish Foundation of MA & RI) Director (Hyde Square Task Force)	9.66%	None	N/A
Herbert Martens Palm Beach Gardens, FL, USA	Businessman; Retired Bank Executive	Director	Director (Professional Bank)	Managing Partner, Advent Associates	0.95%	None	Advent Associates LLC (100%)
Lawrence Schimmel Miami, FL, USA	Physician	Director	Director (Professional Bank)	Chairman (Qualmetrix, Inc.) Managing Member (Allied Health Advisors, LLC)	2.00%	None	Allied Health Advisors, LLC (100%) Qualmetrix, Inc. (27%)
Anton Schutz Key Largo, FL, USA	Executive	Director	Director (Professional Bank)	Portfolio Manager (Mendon Capital Master Fund LTD) Portfolio Manager (Mendon Capital QP Fund LP) Portfolio Manager (Iron Road Multi- Strategy Fund LP) Director (Bank of the Carolinas) President / Director (Mendon Capital Advisors Corp) Portfolio Manager (RMB Capital Management, LLC)	9.66%	None	N/A
Stanley Shapiro Coral Gables, FL, USA	Executive; Consultant	Director	Director (Professional Bank)	Director / Consultant (Superior Vision Services) President (DV Benefit Plans, LLC) President (EC Benefit Plans, LLC) President (HS Benefit Plans, LLC)	1.47%	None	N/A

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

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (including names of other businesses)	(4)(a) Percentage of Voting Shares in 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)
Chad Tendrich West Palm Beach, FL, USA	ACLF Owner and manager	Director	N/A	Owner (Daddy Opon Holding Co). Owner (Kasey LLC) Owner (Dr. Corn LLC) Owner (Le Bon JouJou LLC) Partner (851 West 13th Ct LLC)	1.64%	None	Daddy Opon LLC (100%) Kasey LLC (100%) Dr. Corn LLC (100%) Le Bon JouJou LLC (100%) 851 West 13th Court LLC (50%) SAT Family, LLC (25%) TDCT 1 LLC (25%)
Raul Valdes-Fauli Coral Gables, FL, USA	N/A	Director	Director & President / CEO (Professional Bank)	None	0.04%	None	N/A
Abel Iglesias Coral Gables, FL, USA	N/A	N/A	Executive Vice President & Chief Lending Officer (Professional Bank)	None	0.02%	None	N/A
Daniel Martinez Miami, FL, USA	N/A	N/A	Executive Vice President (Professional Bank)	None	0.71%	None	N/A
Larry Goldberg Miami, FL, USA	N/A	Assistant Secretary	Executive Vice President & Chief Risk Officer (Professional Bank)	None	0.38%	None	N/A
Mary Benevente Miami, FL, USA	N/A	Secretary	Senior Vice President & Chief Financial Officer (Professional Bank)	None	0.07%	None	N/A