

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)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). 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, top-tier savings and loan holding companies, and U.S. intermediate 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. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

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

December 31, 2017

Month / Day / Year

549300Q1P45VKM114147

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

Reporter's Name, Street, and Mailing Address

BCI Financial Group, Inc.

Legal Title of Holding Company

25 West Flagler Street, 2nd floor

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

Miami	FL	33130
City	State	Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

S. Marshall Martin **Secretary**

Name Title

305-577-7460

Area Code / Phone Number / Extension

305-350-3013

Area Code / FAX Number

marshall.martin@citynational.com

E-mail Address

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

I, **Jorge Gonzalez**

Name of the Holding Company Director and Official

Manager/Director

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

03/29/2018

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. _____

Is confidential treatment requested for any portion of this report submission? No Yes

In accordance with the General Instructions for this report (check only one),

- 1. a letter justifying this request is being provided along with the report
- 2. a letter justifying this request has been provided separately ...

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

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)

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)

Legal Title of Subsidiary Holding Company

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City State Zip Code

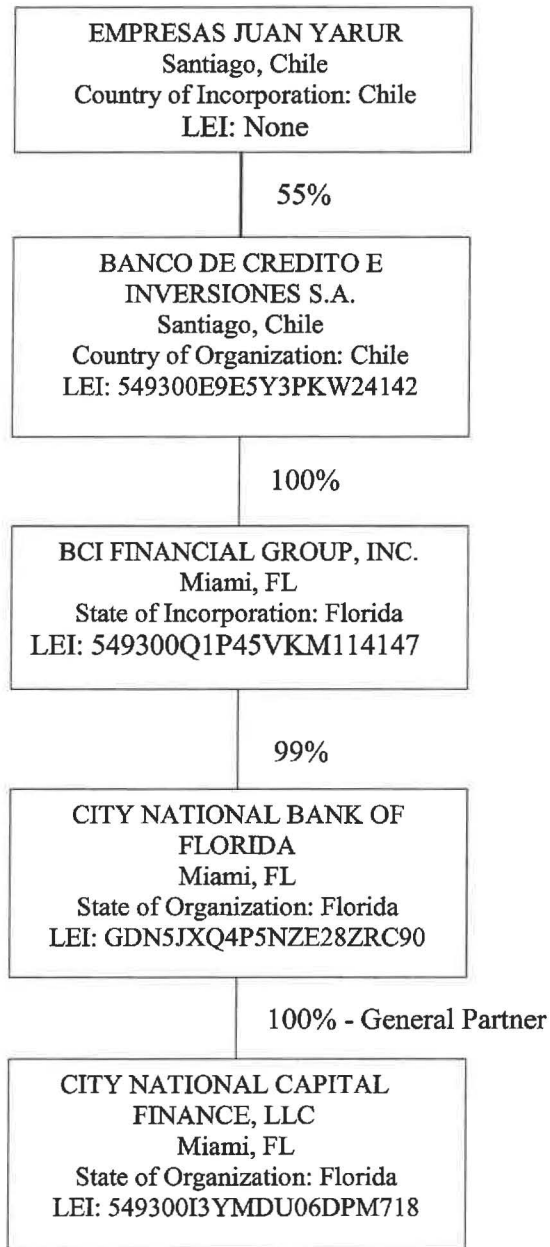
Physical Location (if different from mailing address)

Form FR Y-6
BCI FINANCIAL GROUP, INC.
Miami, Florida
For the Year Ended December 31, 2017

Report Item

1: The Bank holding company does not prepare an annual report for its securities holders and is not registered with the SEC.

2a: Organizational Chart



2.b Domestic branch listing provided to the Federal Reserve Bank.

Results: A list of branches for your depository institution: CITY NATIONAL BANK OF FLORIDA (ID_RSSD: 814430).
 This depository institution is held by BCI FINANCIAL GROUP, INC. (3762457) of MIAMI, FL.
 The data are as of 12/31/2017. Data reflects information that was received and processed through 01/04/2018.

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	12/31/2017	Full Service (Head Office)	814430	CITY NATIONAL BANK OF FLORIDA	25 WEST FLAGLER STREET	MIAMI	FL	33130	MIAMI-DADE	UNITED STATES	Not Required	Not Required	CITY NATIONAL BANK OF FLORIDA	814430	
OK	12/31/2017	Full Service	2389503	AVENTURA BANKING CENTER BRANCH	2999 NORTH EAST 191 STREET	AVENTURA	FL	33180	MIAMI-DADE	UNITED STATES	Not Required	Not Required	CITY NATIONAL BANK OF FLORIDA	814430	
OK	12/31/2017	Full Service	2837853	BOCA BRANCH	641 SOUTH FEDERAL HIGHWAY	BOCA RATON	FL	33432	PALM BEACH	UNITED STATES	Not Required	Not Required	CITY NATIONAL BANK OF FLORIDA	814430	
OK	12/31/2017	Full Service	2764931	BOCA DEL MAR BRANCH	7000 PALMETTO PARK ROAD, SUITE 100	BOCA RATON	FL	33433	PALM BEACH	UNITED STATES	Not Required	Not Required	CITY NATIONAL BANK OF FLORIDA	814430	
OK	12/31/2017	Full Service	4236487	CORAL SPRINGS BRANCH	9750 WEST ATLANTIC BOULEVARD	CORAL SPRINGS	FL	33071	BROWARD	UNITED STATES	Not Required	Not Required	CITY NATIONAL BANK OF FLORIDA	814430	
OK	12/31/2017	Full Service	3287512	DELRAY BEACH BRANCH	1120 SOUTH FEDERAL HIGHWAY	DELRAY BEACH	FL	33483	PALM BEACH	UNITED STATES	Not Required	Not Required	CITY NATIONAL BANK OF FLORIDA	814430	
OK	12/31/2017	Full Service	3725630	DORAL BRANCH	8725 NW 18TH TERRACE	DORAL	FL	33172	MIAMI-DADE	UNITED STATES	Not Required	Not Required	CITY NATIONAL BANK OF FLORIDA	814430	
OK	12/31/2017	Full Service	2570039	LAS OLAS BRANCH	450 EAST LAS OLAS BOULEVARD	FORT LAUDERDALE	FL	33301	BROWARD	UNITED STATES	Not Required	Not Required	CITY NATIONAL BANK OF FLORIDA	814430	
Change	12/31/2017	Full Service	660132	HALLANDALE BRANCH	1995 EAST HALLANDALE BEACH BLVD	HALLANDALE	FL	33009	BROWARD	UNITED STATES	Not Required	Not Required	CITY NATIONAL BANK OF FLORIDA	814430	
OK	12/31/2017	Full Service	3967926	YOUNG CIRCLE BRANCH	1845 HOLLYWOOD BOULEVARD	HOLLYWOOD	FL	33020	BROWARD	UNITED STATES	Not Required	Not Required	CITY NATIONAL BANK OF FLORIDA	814430	
OK	12/31/2017	Full Service	4277480	BIRD ROAD BRANCH	9696 SOUTHWEST 40TH STREET	MIAMI	FL	33165	MIAMI-DADE	UNITED STATES	Not Required	Not Required	CITY NATIONAL BANK OF FLORIDA	814430	
OK	12/31/2017	Full Service	1411546	BRICKELL BRANCH	1450 BRICKELL AVENUE, SUITE 100	MIAMI	FL	33131	MIAMI-DADE	UNITED STATES	Not Required	Not Required	CITY NATIONAL BANK OF FLORIDA	814430	
OK	12/31/2017	Full Service	969938	CORAL GABLES BRANCH	2855 LEJUNE ROAD	MIAMI	FL	33134	MIAMI-DADE	UNITED STATES	Not Required	Not Required	CITY NATIONAL BANK OF FLORIDA	814430	
OK	12/31/2017	Full Service	48637	GALLOWAY BRANCH	6975 SW 87TH AVENUE	MIAMI	FL	33173	MIAMI-DADE	UNITED STATES	Not Required	Not Required	CITY NATIONAL BANK OF FLORIDA	814430	
OK	12/31/2017	Full Service	4038588	RENDALL BRANCH	13780 S.W. 88TH STREET	MIAMI	FL	33186	MIAMI-DADE	UNITED STATES	Not Required	Not Required	CITY NATIONAL BANK OF FLORIDA	814430	
OK	12/31/2017	Full Service	972938	METRO PLAZA BRANCH	111 NW FIRST STREET	MIAMI	FL	33128	MIAMI-DADE	UNITED STATES	Not Required	Not Required	CITY NATIONAL BANK OF FLORIDA	814430	
OK	12/31/2017	Full Service	727635	ONE BISCAYNE BRANCH	2 SOUTH BISCAYNE BOULEVARD	MIAMI	FL	33131	MIAMI-DADE	UNITED STATES	Not Required	Not Required	CITY NATIONAL BANK OF FLORIDA	814430	
OK	12/31/2017	Full Service	3108644	PINECREST OFFICE	11675 SOUTH DIXIE HIGHWAY	MIAMI	FL	33156	MIAMI-DADE	UNITED STATES	Not Required	Not Required	CITY NATIONAL BANK OF FLORIDA	814430	
OK	12/31/2017	Full Service	4415714	SOUTH MIAMI BRANCH	6388 SOUTH DIXIE HIGHWAY	MIAMI	FL	33143	MIAMI-DADE	UNITED STATES	Not Required	Not Required	CITY NATIONAL BANK OF FLORIDA	814430	
OK	12/31/2017	Full Service	1219087	41ST STREET BRANCH	475 ARTHUR GODFREY ROAD	MIAMI BEACH	FL	33140	MIAMI-DADE	UNITED STATES	Not Required	Not Required	CITY NATIONAL BANK OF FLORIDA	814430	
OK	12/31/2017	Full Service	753436	71ST STREET BRANCH	300 71ST STREET	MIAMI BEACH	FL	33141	MIAMI-DADE	UNITED STATES	Not Required	Not Required	CITY NATIONAL BANK OF FLORIDA	814430	
OK	12/31/2017	Full Service	2507110	SOUTH BEACH BRANCH	446 COLLINS AVENUE	MIAMI BEACH	FL	33139	MIAMI-DADE	UNITED STATES	Not Required	Not Required	CITY NATIONAL BANK OF FLORIDA	814430	
OK	12/31/2017	Full Service	1218503	NORTH MIAMI BRANCH	13400 BISCAYNE BLVD	NORTH MIAMI	FL	33181	MIAMI-DADE	UNITED STATES	Not Required	Not Required	CITY NATIONAL BANK OF FLORIDA	814430	
OK	12/31/2017	Full Service	3767256	DOWNTOWN ORLANDO BRANCH	355 NORTH ORANGE AVENUE	ORLANDO	FL	32801	ORANGE	UNITED STATES	Not Required	Not Required	CITY NATIONAL BANK OF FLORIDA	814430	
OK	12/31/2017	Full Service	4034861	POMPANO BEACH BRANCH	10 NORTH FEDERAL HIGHWAY	POMPANO BEACH	FL	33062	BROWARD	UNITED STATES	Not Required	Not Required	CITY NATIONAL BANK OF FLORIDA	814430	
OK	12/31/2017	Full Service	3998993	WINTER PARK BRANCH	976-A ORANGE AVENUE	WINTER PARK	FL	32789	ORANGE	UNITED STATES	Not Required	Not Required	CITY NATIONAL BANK OF FLORIDA	814430	

Report Item 3: Securities holders

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

Current Securities holders with ownership, control or holdings of 5% or more with power to vote for the year ended December 31, 2017

(1)(a) Name, City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities
Banco de Credito e Inversiones, Santiago, Chile	Chile	927,345,444 shares of common stock (100%)

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 (include 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 names of other companies (incl. partnerships) if 25% or more of voting securities are held (List names of companies and % of voting securities held)
Jorge Gonzalez, Miami, Florida, USA	President & CEO, City National Bank of Florida	Director & General Manager	President & CEO, City National Bank of Florida	Director - City National Capital Finance, LLC., wholly owned operating subsidiary of City National Bank of Florida Director - United Way of Miami Dade Director - The Museum of Contemporary Art Director - Nicklaus Children's Hospital	N/A	Owns 100 shares (.007%) of City National Bank of Florida	N/A
Eugenio Von Chrismar, Santiago, Chile	CEO – Banco de Credito e Inversiones	Director/General Manager	Director – City National Bank of Florida	President– BCI Factoring S.A. Director – Empresas Yarur S.P.A President - BCI Asesoria Financiera S.A. President - BCI Securitizadora S.A.	N/A	Owns 100 shares (.007%) of City National Bank of Florida	N/A
Maria Grisel Vega, Miami, Florida, USA	General Manager – BCI Miami Branch	Director/General Manager	Director – City National Bank of Florida	Director – BCI Securities, Inc.	N/A	Owns 100 shares (.007%) of City National Bank of Florida	N/A
S. Marshall Martin, Miami, Florida, USA	General Counsel – City National Bank of Florida	Secretary	General Counsel – City National Bank of Florida	Director - CNB Housing Foundation, Inc. Director - South Florida Banking Institute, Inc.	N/A	N/A	Ridgemark Holdings LLC – 50% Ridgemark One LLC – 50% (through Ridgemark Holdings LLC interests)