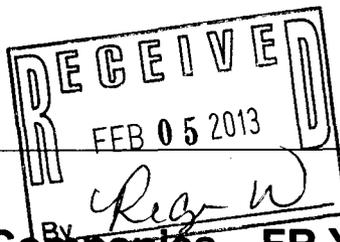


Board of Governors of the Federal Reserve System



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.

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

**December 31, 2012**

Month / Day / Year

Reporter's Name, Street, and Mailing Address

**Apollo Bancshares, Inc.**

Legal Title of Holding Company

**1150 South Miami Avenue**

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

**Miami, Florida 33130**

City

State

Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

**Otto Escoto**

**Asst. Comptroller**

Name

Title

**(305) 398-9025**

Area Code / Phone Number / Extension

**(305) 372-0246**

Area Code / FAX Number

**otto.escoto@apollobank.com**

E-mail Address

**www.apollobank.com**

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

I, **Eduardo Arriola**

Name of the Holding Company Director and Official

**Chairman & CEO**

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

**January 30, 2013**

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 **4020994**  
 C.I. \_\_\_\_\_

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

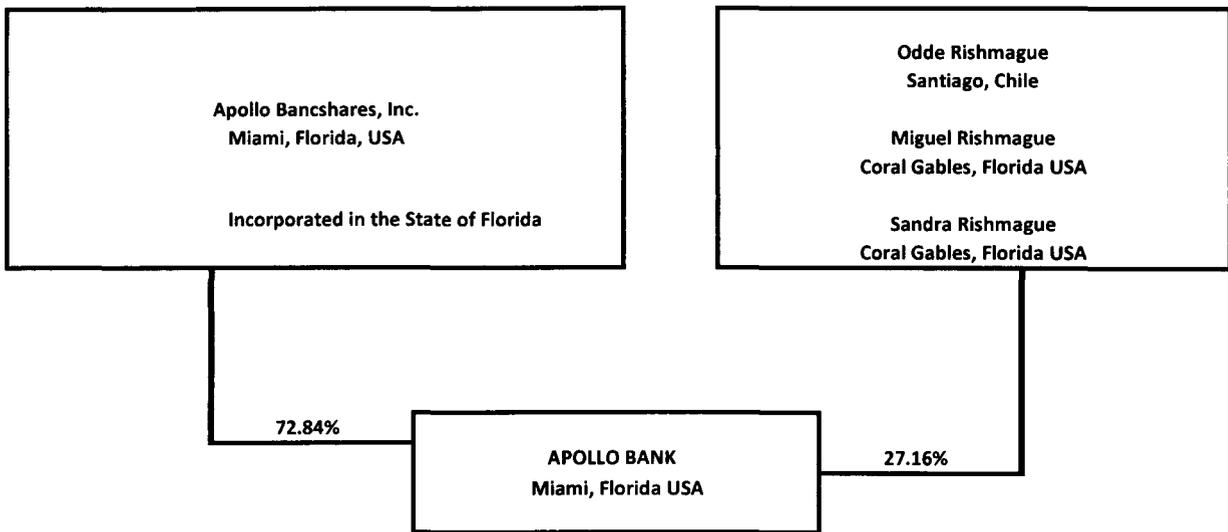
revised

**Form FR Y-6**  
**Apollo Bancshares, Inc.**  
**Miami, Florida**  
**Fiscal Year Ending December 31, 2012**

**Report Item:**

1. The Bank Holding Company does not create an annual report for shareholders. However, Bank Holding Company audited financial statements are available for distribution to all shareholders.

**2a. - Organizational Chart**



**Results:** A list of branches for your depository institution: APOLLO BANK (ID\_RSSD: 3057818).  
 This depository institution is held by APOLLO BANCSHARES, INC. (4020994) of MIAMI, FL.  
 The data are as of 12/31/2012. Data reflects information that was received and processed through 01/06/2013.

**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)	3057818	APOLLO BANK	1150 SOUTH MIAMI AVENUE	MIAMI	FL	33130	MIAMI-DADE	UNITED STATES	291938	0	APOLLO BANK	3057818	
Change	5/30/2012	Full Service	4412188	CORAL GABLES BRANCH	1826 PONCE DE LEON BOULEVARD	CORAL GABLES	FL	33134	MIAMI-DADE	UNITED STATES	Not Required	Not Required	APOLLO BANK	3057818	
Close	11/16/2012	Full Service	4256588	DORAL BRANCH	10900 NORTHWEST 25TH STREET, SUITE 106	DORAL	FL	33172	MIAMI-DADE	UNITED STATES	Not Required	Not Required	APOLLO BANK	3057818	
Add	11/19/2012	Full Service		DORAL BRANCH	8600 NORTHWEST 17TH STREET, SUITE 120	DORAL	FL	33126	MIAMI-DADE	UNITED STATES	Not Required	Not Required	APOLLO BANK	3057818	

**FORM FR Y-6****APOLLO BANCSHARES, INC.****Fiscal Year Ending December 31, 2012****Report Item 3: Securities holders****Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-10:**

<b>(1)(a) Name City, State, Country</b>	<b>(1)(b) Country of Citizenship or Incorporation</b>	<b>(1)(c) Number and Percentage of Each Class of Voting Securities</b>
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Ricardo Klinger Santiago, Chile	Chile	140,000 - 6.41%
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Nicholas DiTempora Hillsborough Beach, Florida, USA	USA	200,000 - 9.15%
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**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 12-31-10:**

<b>(1)(a) Name City, State, Country</b>	<b>(1)(b) Country of Citizenship or Incorporation</b>	<b>(1)(c) Number and Percentage of Each Class of Voting Securities</b>
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None	None	None
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FORM FR Y-6  
 APOLLO BANCSHARES, INC.  
 Fiscal Year Ending December 31, 2012

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

(1) Names City, State, Country	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank 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 Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	List 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)
Eduardo Arriola Coral Gables, Florida USA	Chairman, Apollo Bank	Chairman & CEO	N/A	N/A	4.25%	N/A	Inktel Direct Corporation - 25%
Richard Dailey Miami, Florida USA	President & CEO, Apollo Bank	Executive Vice President - Secretary	N/A	N/A	1.26%	N/A	N/A