

FR Y-6
OMB Number 7100-0297
Approval expires December 31, 2014
Page 1 of 2

Board of Governors of the Federal Reserve System



Annual Report of Bank 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)). Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

NOTE: The *Annual Report of Bank Holding Companies* must be signed by one director of the top-tier bank holding company. This individual should also be a senior official of the top-tier bank holding company. In the event that the top-tier bank 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, Antonio Zafra Jimenez

Name of the Bank Holding Company Director and Official

Joint Administrator

Title of the Bank Holding Company Director and Official

attest that the *Annual Report of Bank Holding Companies* (including the supporting attachments) for this report date have 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 Bank Holding Company Director and Official

Date of Signature

For bank 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 3762411
C.I. _____

This report form is to be filed by all top-tier bank 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). 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.

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

December 31, 2013

Month / Day / Year

Reporter's Name, Street, and Mailing Address

Bankia Inversiones Financieras, S.A.U

Legal Title of Bank Holding Company

Paseo de la Castellana, 189

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

Madrid, Spain

City

State

28046

Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

S. Marshall Martin

Co-General Counsel

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 Bank 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 Bank Holding Companies

Top-tiered bank holding companies must list the names, mailing address, and physical locations of each of their subsidiary bank holding companies below.

CM Florida Holdings, Inc.

Legal Title of Subsidiary Bank Holding Company

2525 Ponce De Leon Blvd., Suite 1225

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

Miami FL 33134
City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Bank Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Bank Holding Company

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City State Zip Code

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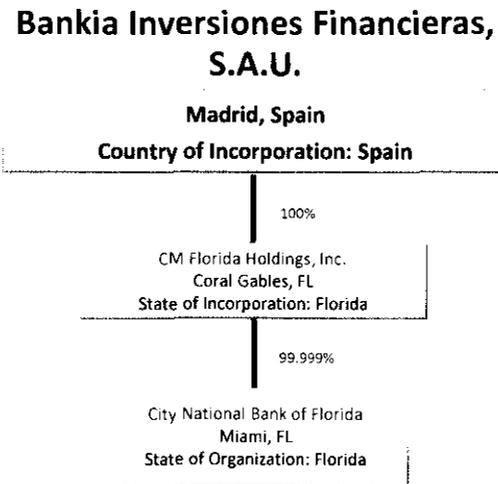
Legal Title of Subsidiary Bank Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Caja Madrid Cibeles – FR Y-6 Report Item 2(a)



Information as of 12/31/13

Results: All of branches for your depository institution. (City, State, Office Number, FDIC ID, etc.)
 The depository institution should verify that the information is correct and complete.
 The data are as of 12/31/2011. Data reflects information that was received and processed through 12/31/2011.

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 needed, 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 a larger 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, OK, Add, or Delete.
 The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application: <http://fy10online.federalreserve.gov>

* FDIC UN, NUM, Office Number, and ID_BSSD 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 UN/NUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
		Full Service (Head Office)	814430	CITY NATIONAL BANK OF FLORIDA	25 WEST FLAGLER STREET	MIAMI	FL	33130	MIAMI-DADE	UNITED STATES	14915	0	CITY NATIONAL BANK OF FLORIDA	814430	
		Full Service	2389503	AVENTURA OFFICE	2875 NORTH EAST 151 STREET	AVENTURA	FL	33180	MIAMI-DADE	UNITED STATES	250544	11	CITY NATIONAL BANK OF FLORIDA	814430	
		Full Service	2817853	BOCA RATON BRANCH	647 SOUTH FEDERAL HIGHWAY	BOCA RATON	FL	33432	PALM BEACH	UNITED STATES	250550	17	CITY NATIONAL BANK OF FLORIDA	814430	
		Full Service	2754931	GLADES ROAD BRANCH	2301 GLADES ROAD	BOCA RATON	FL	33431	PALM BEACH	UNITED STATES	250549	16	CITY NATIONAL BANK OF FLORIDA	814430	
		Full Service	4136487	CORAL SPRINGS BRANCH	9750 WEST ATLANTIC BOULEVARD	CORAL SPRINGS	FL	33071	BROWARD	UNITED STATES	515682	29	CITY NATIONAL BANK OF FLORIDA	814430	
		Full Service	3387512	DELRAY BEACH BRANCH	3120 SOUTH FEDERAL HIGHWAY	DELRAY BEACH	FL	33483	PALM BEACH	UNITED STATES	482110	21	CITY NATIONAL BANK OF FLORIDA	814430	
		Full Service	3725630	CORAL BRANCH	8725 NW 18TH TERRACE	CORAL	FL	33172	MIAMI-DADE	UNITED STATES	250547	14	CITY NATIONAL BANK OF FLORIDA	814430	
		Full Service	2570039	LAS OLAS BRANCH	450 EAST LAS OLAS BOULEVARD	FORT LAUDERDALE	FL	33301	BROWARD	UNITED STATES	250546	13	CITY NATIONAL BANK OF FLORIDA	814430	
		Full Service	660132	HALLANDALE BRANCH	1995 EAST HALLANDALE BEACH BLVD	HALLANDALE	FL	33008	BROWARD	UNITED STATES	9799	1	CITY NATIONAL BANK OF FLORIDA	814430	
		Full Service	3367926	YOUNG CIRCLE BRANCH	1845 HOLLYWOOD BOULEVARD	HOLLYWOOD	FL	33020	BROWARD	UNITED STATES	495409	25	CITY NATIONAL BANK OF FLORIDA	814430	
		Full Service	4177480	BIRD ROAD BRANCH	8526 COLONIAL AVENUE	MIAMI	FL	33165	MIAMI-DADE	UNITED STATES	520269	30	CITY NATIONAL BANK OF FLORIDA	814430	
		Full Service	722135	BISCAYNE TRAFFIC BRANCH	2150 SOUTH BISCAYNE BOULEVARD	MIAMI	FL	33131	MIAMI-DADE	UNITED STATES	234135	5	CITY NATIONAL BANK OF FLORIDA	814430	
		Full Service	1411549	REDFIELD BRANCH	1415 REDFIELD AVENUE SUITE 100	MIAMI	FL	33151	MIAMI-DADE	UNITED STATES	250543	10	CITY NATIONAL BANK OF FLORIDA	814430	
		Full Service	414448	CORAL GABLES BRANCH	2815 EUNINE ROAD	MIAMI	FL	33134	MIAMI-DADE	UNITED STATES	11634	2	CITY NATIONAL BANK OF FLORIDA	814430	
		Full Service	414133	KENDALL BRANCH	13780 S.W. 88TH STREET	MIAMI	FL	33136	MIAMI-DADE	UNITED STATES	505894	28	CITY NATIONAL BANK OF FLORIDA	814430	
		Full Service	414468	METRO PLAZA BRANCH	1111 NW FIRST STREET GOVERNMENT CENTER	MIAMI	FL	33129	MIAMI-DADE	UNITED STATES	234136	6	CITY NATIONAL BANK OF FLORIDA	814430	
		Full Service	3118644	PINECREST OFFICE	11875 SOUTH CIRCLE WILLOW WAY	MIAMI	FL	33156	MIAMI-DADE	UNITED STATES	363583	18	CITY NATIONAL BANK OF FLORIDA	814430	
		Full Service	48637	SOUTH DADE BRANCH	6975 SW 87TH AVENUE	MIAMI	FL	33173	MIAMI-DADE	UNITED STATES	15250	3	CITY NATIONAL BANK OF FLORIDA	814430	
		Full Service	4415714	SOUTH MIAMI BRANCH	6388 SOUTH DIXIE HIGHWAY	MIAMI	FL	33142	MIAMI-DADE	UNITED STATES	531797	31	CITY NATIONAL BANK OF FLORIDA	814430	
		Full Service	1119087	41ST STREET BRANCH	475 ARTHUR GODFREY ROAD	MIAMI BEACH	FL	33140	MIAMI-DADE	UNITED STATES	250541	8	CITY NATIONAL BANK OF FLORIDA	814430	
		Full Service	753416	MIAMI BEACH BRANCH	326 77TH STREET	MIAMI BEACH	FL	33141	MIAMI-DADE	UNITED STATES	10657	4	CITY NATIONAL BANK OF FLORIDA	814430	
		Full Service	2577123	SOUTH BEACH BRANCH	446 COLLENS AVENUE	MIAMI BEACH	FL	33139	MIAMI-DADE	UNITED STATES	250545	12	CITY NATIONAL BANK OF FLORIDA	814430	
		Full Service	1118533	NORTH MIAMI BRANCH	13400 BISCAYNE BLVD	NORTH MIAMI	FL	33181	MIAMI-DADE	UNITED STATES	250540	7	CITY NATIONAL BANK OF FLORIDA	814430	
		Full Service	3757256	CENTRAL FLORIDA BRANCH	355 NORTH ORANGE AVENUE	ORLANDO	FL	32801	ORANGE	UNITED STATES	475465	22	CITY NATIONAL BANK OF FLORIDA	814430	
		Full Service	452485	POMPANO BEACH BRANCH	10 NORTH FEDERAL HIGHWAY	POMPANO BEACH	FL	33062	BROWARD	UNITED STATES	525872	24	CITY NATIONAL BANK OF FLORIDA	814430	
		Full Service	3658993	WINTER PARK BRANCH	976-A ORANGE AVENUE	WINTER PARK	FL	32785	ORANGE	UNITED STATES	498624	26	CITY NATIONAL BANK OF FLORIDA	814430	

BANKIA INVERSIONES FINANCIERAS, S.A.U.
Reporting Form FR Y-6
12/31/13

➤ **ITEM 1. ANNUAL REPORT TO SHAREHOLDERS**

Is not prepared.

➤ **ITEM 2.a) Organizational Chart**

See Organizational Chart attached.

b) Domestic Branch Listing

See list attached

➤ **ITEM 3. SECURITIES HOLDERS**

(1) Shareholders controlling 5% or more of common stock:

- a. Bankia, S.A.
- b. Madrid, Spain
- c. 100% (490,178,357 shares)

(2) None

➤ **ITEM 4. INSIDERS**

Antonio Zafra Jiménez

- 1. Madrid, Spain
- 2. Legal Director of Participating Companies, Bankia, S.A.
- 3. a) Joint Administrator
- b) N/A
- c) Chairman of the Board, Bancaja Inversiones, S.A.
Joint Administrator, Corporacion Industrial Bankia, S.A.U. (previously,
Corporación Financiera Caja de Madrid, S.A.)
Joint Administrator, Imogestion y Patrimonios, S.A.
Joint Administrator, Mediacion y Diagnosticos, S.A.
Joint Administrator, Participaciones y Cartera de Inversion, S.L.
Joint Administrator, Sector de Participaciones Integrales, S.L.
Joint Administrator, Valoracion y Control, S.L.
- 4. a) N/A
- b) N/A
- c) N/A

Paulo Almadanim de Nápoles Santa Marta

1. Madrid, Spain
2. Director of Participating Financial Companies, Bankia, S.A.
3. a) Joint Administrator
b) Director, General Manager, CM Florida Holdings, Inc.
c) Joint Administrator, CM Invest 1702 Corporación Internacional ETVE, S.L.
4. a) N/A
b) N/A
c) N/A

CM FLORIDA HOLDINGS, INC.
Reporting Form FR Y-6
12/31/13

➤ **ITEM 3. SECURITIES HOLDERS**

(1) Shareholders controlling 5% or more of common stock:

- a. Bankia Inversiones Financieras S.A.U., Madrid
- b. Spain.
- c. 100%

(2) None

➤ **ITEM 4. INSIDERS**

Jorge Gonzalez

- 1. Miami, Florida
- 2. President/CEO, City National Bank of Florida
- 3. a) Director, General Manager
b) President/CEO/Director, City National Bank of Florida
c) N/A
- 4. a) N/A
b) Owns 100 shares (.007%) of City National Bank of Florida
c) N/A

Manuel Nuñez Fernandez

- 1. Miami, Florida
- 2. Time is shared between: (i) Manager of The Borax Project LLC and (ii) financial advisor at Realidad Latam LLC
- 3. a) Director, General Manager
b) N/A
c) N/A
- 4. a) N/A
b) N/A
c) 50% in The Borax Project LLC and 8% in Realidad Latam LLC

Paulo Almadanim de Nápoles Santa Marta

- 1. Madrid, Spain
- 2. Director of Participating Financial Companies, Bankia, S.A.
- 3. a) Director, General Manager
b) N/A
c) Director, Participating Financial Companies, Bankia, S.A.

Joint Administrator, Bankia Inversiones Financieras, S.A.U.

Joint Administrator, CM Invest 1702 Corporación Internacional ETVE, S.L.

4. a) N/A
- b) N/A
- c) N/A

S. Marshall Martin

1. Miami, Florida
2. Co-General Counsel, City National Bank of Florida
3. a) Secretary
- b) Co-General Counsel, City National Bank of Florida
- c) N/A
4. a) N/A
- b) N/A
- c) N/A