

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.

I. GUILLERMO DIAZ-ROUSSELOT

Name of the Holding Company Director and Official

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

03/31/2014

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. _____

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

December 31, 2013

Month / Day / Year

Reporter's Name, Street, and Mailing Address

CONTINENTAL BANCORP

Legal Title of Holding Company

1801 SW 1ST STREET

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

<u>MIAMI</u>	<u>FL</u>	<u>33135</u>
City	State	Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

SONIA CANESSA-GONZAL SVP/CFO

Name Title

305-643-8276

Area Code / Phone Number / Extension

305-643-8289

Area Code / FAX Number

scanessa@continentalbank.com

E-mail Address

www.continentalbank.com

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

For Use By Tiered Holding Companies

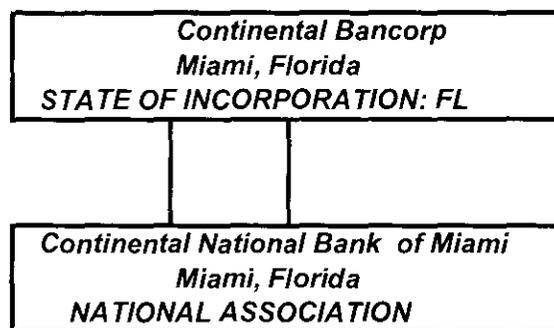
Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical location (if different from mailing address)	Physical location (if different from mailing address)
Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
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City State Zip Code	City State Zip Code
Physical location (if different from mailing address)	Physical location (if different from mailing address)

Form FR Y-6
CONTINENTAL BANCORP
 Fiscal Year Ending December 31, 2013

REPORT ITEM 2A

ORGANIZATION CHART



<i>Continental Bancorp</i>	Owned Shares:	104,884 Common	30,000 Preferred A	0 Preferred C
		===== 30.27%	===== 100.00%	===== 0.00%
<i>Continental National Bank</i>	Total Shares:	346,472 Common	30,000 Preferred A	45,495 Preferred C
<i>Continental Bancorp</i>	Owned Shares:	134,884 Total Voting Stock (Common, Preferred A, Preferred C)		
		===== 31.97%		
<i>Continental National Bank</i>	Total Shares:	421,967 Total Voting Stock (Common, Preferred A, Preferred C)		

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CONTINENTAL BANCORP
Fiscal Year Ending December 31, 2012

REPORT ITEM 2B

DOMESTIC BRANCH LISTING

Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	DATE ESTABLISHED	Head Office	Head Office ID_RSSD*
Full Service (Head Office)	837037	CONTINENTAL NATIONAL BANK OF MIAMI	1801 S.W. 1ST STREET	MIAMI	FL	33135	MIAMI-DADE	UNITED STATES	14925	0	5/10/1974	CONTINENTAL NATIONAL BANK OF MIAMI	837037
Full Service	927732	HIALEAH BRANCH	611 WEST 49TH STREET	HIALEAH	FL	33012	MIAMI-DADE	UNITED STATES	253072	3	9/5/1984	CONTINENTAL NATIONAL BANK OF MIAMI	837037
Full Service	3139910	WALMART/HIALEAH GARDENS BRANCH	9301 N W 77TH AVENUE	HIALEAH GARDENS	FL	33016	MIAMI-DADE	UNITED STATES	361027	6	9/20/2000	CONTINENTAL NATIONAL BANK OF MIAMI	837037
Full Service	1157161	BIRD ROAD BRANCH	5785 BIRD ROAD	MIAMI	FL	33155	MIAMI-DADE	UNITED STATES	253073	4	9/22/1986	CONTINENTAL NATIONAL BANK OF MIAMI	837037
Full Service	988331	DOWNTOWN BRANCH	240 EAST FLAGLER STREET	MIAMI	FL	33131	MIAMI-DADE	UNITED STATES	253070	1	9/8/1981	CONTINENTAL NATIONAL BANK OF MIAMI	837037
Full Service	836535	SWEETWATER BRANCH	400 S.W. 107TH AVENUE	SWEETWATER	FL	33174	MIAMI-DADE	UNITED STATES	253071	2	1/26/1982	CONTINENTAL NATIONAL BANK OF MIAMI	837037
Full Service		NAVARRO/HIALEAH GARDENS BRANCH	3141 WEST 76TH STREET	HIALEAH	FL	33018	MIAMI-DADE	UNITED STATES	521881	7	6/8/2011	CONTINENTAL NATIONAL BANK OF MIAMI	837037

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CONTINENTAL BANCORP
Fiscal Year Ending December 31, 2013

REPORT ITEM 3

SECURITIES HOLDERS

1) Current securities holder with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2013					
(1)(a) Name	(1)(a) City, State, Country	(1)(b) Citizenship	(1) c Securities Class	(1) c # of Shares	(1) c Percentage
<i>The Estate of Charles Dascal</i>	<i>Miami Beach, Fl 33141</i>	<i>USA</i>	<i>Class A Common</i>	<i>171,999</i>	<i>54.33%</i>
<i>Larry Hoffman</i>	<i>Miami, Fl 33131</i>	<i>USA</i>	<i>Class A Common</i>	<i>23,025</i>	<i>7.27%</i>
<i>Krishna P. Narwani</i>	<i>Hialeah, Fl 33178</i>	<i>Trinidad</i>	<i>Class A Common</i>	<i>11,541</i>	<i>3.65%</i>
<i>Salomon Yuken</i>	<i>Miami Beach, Fl 33154</i>	<i>USA</i>	<i>Class A Common</i>	<i>21,132</i>	<i>6.68%</i>
Changes in 2013 - Includes Conversion of Debenture into Common Stock					

2) 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 12-31-2013	
<div style="border: 1px solid black; display: inline-block; padding: 2px 10px;">NONE</div>	

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CONTINENTAL BANCORP
Fiscal Year Ending December 31, 2013

REPORT ITEM 4

INSIDERS

(1) Name	(3)(a) & (b) Title & Position w/ Bank Holding Co. & Subsidiaries	(1) City, State, Country	(2) Principal Occupation	# of Shares	(3) c Names of Other Businesses	(3) c - (4) c Title & Position w/ Other Businesses Percentage of Ownership	(4)(a) Percentage of Voting Shares in Bank Holding Co.	(4)(b) Percentage of Voting Shares in Subsidiaries
Jacqueline Dascal Chariff	President, Chairman Continental Bancorp	Miami Beach, Fl 33141	Entrepreneur	9738	Krypto Intl. Export Inc. Miami, Florida 33141	President - 100 %	3.08%	1.44%
	Chairman Continental National Bank			5000	South Motor Company of Dade County South Motors Nissan Co. South Motors Buick, Inc. South Motors Suzuki, Inc. South Motors Chrysler-Plymouth, Inc. Miami, Fl 33157	Director Director Director Director Director		
					Pompano Imports, Inc. Coconut Creek, Fl 33073	Director		
					Mundi Leasing & Rentals, Inc. Miami, Fl 33165	Managing Member		
					DAHO, LLC f/k/a D&H Partnership Miami, Fl 33131	Manager		
The Estate of Charles Dascal	None	Miami Beach, Fl 33141	Principal Shareholder, Continental Bancorp	171,999	N/A	N/A	54.33%	49.87%
			Principal Shareholder Continental National Bank	210,448	N/A	N/A		
Guillermo Diaz-Rousset	Director, Continental Bancorp	Miami, Florida. 33155	Banker	3300	N/A	N/A	1.04%	0.00%
	President, Continental National Bank							

REPORT ITEM 4

INSIDERS

(1)	(3)(a) & (b)	(1)	(2)	# of Shares	(3) c	(3) c - (4) c	(4)(a)	(4)(b)
Name	Title & Position w/ Bank Holding Co. & Subsidiaries	City, State, Country	Principal Occupation	# of Shares	Names of Other Businesses	Title & Position w/ Other Businesses Percentage of Ownership	Percentage of Voting Shares in Bank Holding Co.	Percentage of Voting Shares in Subsidiaries
Larry Hoffman	Principal Shareholder	Miami, Florida 33131	Attorney	N/A	Greenberg Traurig	Senior Partner	7.27%	0.00%