

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.

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.

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.

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

December 31, 2011

Month / Day / Year

Reporter's Name, Street, and Mailing Address

Caja Madrid Cibeles S.A.

Legal Title of Bank Holding Company

c/ Orense 81 4to Piso

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

Madrid, Spain

28020

City

State

Zip Code

Physical location (if different from mailing address)

I, Luis E. Gabarda

Name of the Bank Holding Company Director and Official

Manager

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.

Person to whom questions about this report should be directed:

Patricia R. Patla

Name

Title

305-577-7484

Area Code / Phone Number / Extension

305-577-7484

Area Code / FAX Number

patlap@citynational.com

E-mail Address

www.cajamadridcibeles.com

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

Signature of Bank Holding Company Director and Official

03/30/2012

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

C.I.

3762411

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

Coral Gables 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

(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

(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

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

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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)

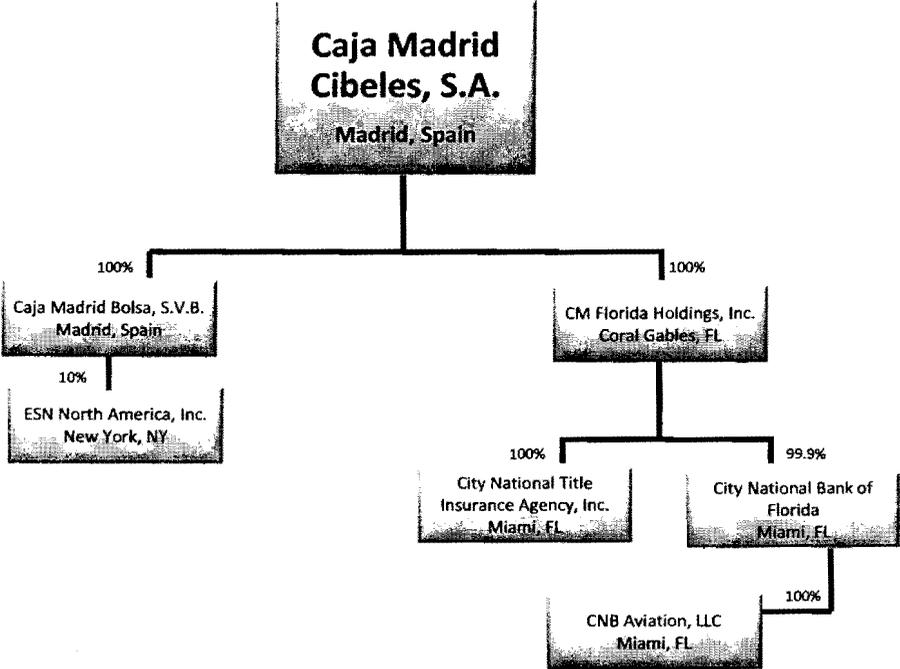
Legal Title of Subsidiary Bank Holding Company

(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 12/31/11

*Caja Madrid Bolsa, S.V.B. and ESN North America, Inc. are not reportable entities

Results: A list of branches for your depository institution (CITY NATIONAL BANK OF FLORIDA (BFLHSS1 414430)).
 This depository institution is held by CITY NATIONAL HOLDINGS INC (CNCN457) at CORAL GABLES, FL.
 The data are as of 12/31/2011. Data reflects information that was received and processed through 01/05/2012.

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)	814430		CITY NATIONAL BANK OF FLORIDA	25 WEST FLAGLER STREET	MIAMI	FL	33130	MIAMI-DADE	UNITED STATES	13915	0	CITY NATIONAL BANK OF FLORIDA		814430	
OK		Full Service	2389503		AVENTURA OFFICE	2875 NORTH EAST 191 STREET	AVENTURA	FL	33180	MIAMI-DADE	UNITED STATES	250544	11	CITY NATIONAL BANK OF FLORIDA		814430	
OK		Full Service	2837853		BOCA RATON BRANCH	641 SOUTH FEDERAL HIGHWAY	BOCA RATON	FL	33432	PALM BEACH	UNITED STATES	250550	17	CITY NATIONAL BANK OF FLORIDA		814430	
OK		Full Service	2764931		GLADES ROAD BRANCH	2301 GLADES ROAD	BOCA RATON	FL	33431	PALM BEACH	UNITED STATES	250549	16	CITY NATIONAL BANK OF FLORIDA		814430	
OK		Full Service	969938		CORAL GABLES BRANCH	2655 LEJUNE ROAD	CORAL GABLES	FL	33134	MIAMI-DADE	UNITED STATES	11634	2	CITY NATIONAL BANK OF FLORIDA		814430	
OK		Full Service	4236467		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		Full Service	3287512		DELRAY BEACH BRANCH	1120 SOUTH FEDERAL HIGHWAY	DELRAY BEACH	FL	33483	PALM BEACH	UNITED STATES	432110	21	CITY NATIONAL BANK OF FLORIDA		814430	
OK		Full Service	3725630		DORAL BRANCH	8725 NW 18TH TERRACE	DORAL	FL	33172	MIAMI-DADE	UNITED STATES	250547	14	CITY NATIONAL BANK OF FLORIDA		814430	
OK		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	
OK		Full Service	3967926		YOUNG CIRCLE BRANCH	1845 HOLLYWOOD BOULEVARD	HOLLYWOOD	FL	33020	BROWARD	UNITED STATES	495409	25	CITY NATIONAL BANK OF FLORIDA		814430	
OK		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		Full Service	727035		BISCAYNE TOWER BRANCH	1 BISCAYNE OFFICE TOWER	MIAMI	FL	33131	MIAMI-DADE	UNITED STATES	234135	5	CITY NATIONAL BANK OF FLORIDA		814430	
OK		Full Service	1411548		BRICKELL BRANCH	1450 BRICKELL AVENUE, SUITE 100	MIAMI	FL	33131	MIAMI-DADE	UNITED STATES	250543	10	CITY NATIONAL BANK OF FLORIDA		814430	
OK		Full Service	660132		HALLANDALE BRANCH	1995 EAST HALLANDALE BEACH BLVD	MIAMI	FL	33008	MIAMI-DADE	UNITED STATES	9793	1	CITY NATIONAL BANK OF FLORIDA		814430	
OK		Full Service	4038586		KENDALL BRANCH	13780 S.W. 88TH STREET	MIAMI	FL	33186	MIAMI-DADE	UNITED STATES	505894	28	CITY NATIONAL BANK OF FLORIDA		814430	
OK		Full Service	972938		METRO PLAZA BRANCH	111NW FIRST STREET GOVERNMENT CENTER	MIAMI	FL	33128	MIAMI-DADE	UNITED STATES	234136	9	CITY NATIONAL BANK OF FLORIDA		814430	
OK		Full Service	3108644		PINECREST OFFICE	11675 SOUTH DIXIE HIGHWAY	MIAMI	FL	33156	MIAMI-DADE	UNITED STATES	363583	18	CITY NATIONAL BANK OF FLORIDA		814430	
OK		Full Service	48637		SOUTH DADE BRANCH	6975 SW 87TH AVENUE	MIAMI	FL	33173	MIAMI-DADE	UNITED STATES	15230	3	CITY NATIONAL BANK OF FLORIDA		814430	
OK		Full Service	1219087		41ST STREET BRANCH	475 ARTHUR GODFREY ROAD	MIAMI BEACH	FL	33140	MIAMI-DADE	UNITED STATES	250541	8	CITY NATIONAL BANK OF FLORIDA		814430	
OK		Full Service	753436		MIAMI BEACH BRANCH	300 71ST STREET	MIAMI BEACH	FL	33141	MIAMI-DADE	UNITED STATES	10657	4	CITY NATIONAL BANK OF FLORIDA		814430	
OK		Full Service	2507110		SOUTH BEACH BRANCH	446 COLLINS AVENUE	MIAMI BEACH	FL	33139	MIAMI-DADE	UNITED STATES	250545	12	CITY NATIONAL BANK OF FLORIDA		814430	
OK		Full Service	1218503		NORTH MIAMI BRANCH	13400 BISCAYNE BLVD	NORTH MIAMI	FL	33181	MIAMI-DADE	UNITED STATES	250540	7	CITY NATIONAL BANK OF FLORIDA		814430	
OK		Full Service	3767256		CENTRAL FLORIDA BRANCH	355 NORTH ORANGE AVENUE	ORLANDO	FL	32801	ORANGE	UNITED STATES	475465	22	CITY NATIONAL BANK OF FLORIDA		814430	
OK		Full Service	3712724		TREASURE COAST BRANCH	3341 SW MARTIN DOWNS BOULEVARD	PALM CITY	FL	34990	MARTIN	UNITED STATES	492941	24	CITY NATIONAL BANK OF FLORIDA		814430	
OK		Full Service	4034861		POMPANO BEACH BRANCH	10 NORTH FEDERAL HIGHWAY	POMPANO BEACH	FL	33062	BROWARD	UNITED STATES	505872	27	CITY NATIONAL BANK OF FLORIDA		814430	
OK		Full Service	3998993		WINTER PARK BRANCH	979-A ORANGE AVENUE	WINTER PARK	FL	32789	ORANGE	UNITED STATES	498644	26	CITY NATIONAL BANK OF FLORIDA		814430	

CAJA MADRID CIBELES, S.A.
Reporting Form FRY-6
12/31/11

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

Is not prepared.

➤ **ITEM 2.a) Organization 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. Caja de Ahorros y Monte de Piedad de Madrid (CAJA MADRID), Madrid.
- b. Spain.
- c. 100%

(2) None

➤ **ITEM 4. INSIDERS**

Rodrigo de Rato Figaredo

- 1. Madrid, Spain
- 2. Economist and Chairman of Banco Financiero y de Ahorros, S.A.
- 3. a) Chairman of the Board, Chief Executive Officer
- b) Director, Mapfre, S.A.
- c) Chairman of the Board, Banco Financiero y de Ahorros, S.A.
Chairman of the Board, Caja de Ahorros y Monte de Piedad de Madrid
Chairman of the Board, Corporación Financiera Caja de Madrid, S.A.
Chairman of the Board, Bankia, S.A.
Chairman of the Board, Garaniar, S.L.
Vice-Chairman of the Board, Confederación Española de Cajas de Ahorros
Director, International Consolidated Airlines Group, S.A.
Director, Proina, S.L.
- 4. a) NA
- b) NA
- c) Rafi, S.L. (63.72% Ownership)

Rodanman Gestión 3, S.L. (58.21% Ownership)

Mercedes Rojo Izquierdo

1. Madrid, Spain
2. Civil Servant of the Community of Madrid
3. a) Director
b) Director, Mapfre Empresas Compañía de Seguros y Reaseguros, S.A.
c) Director, Banco Financiero y de Ahorros, S.A.
Director, Caja de Ahorros y Monte de Piedad de Madrid
Director, Corporación Financiera Caja de Madrid, S.A.
Sole Director, Crisodomo, S.L.
Sole Director, Rincones del Viejo Madrid, S.L.
4. a) NA
b) NA
c) Crisodomo, S.L. (100% Ownership)
Rincones del Viejo Madrid, S.L. (100% Ownership)

Estanislao Rodríguez-Ponga y Salamanca

1. Madrid, Spain.
2. Employee of El Corte Inglés, S.A.
3. a) Director
b) Director, Bankia, S.A.
c) Director, Caja de Ahorros y Monte de Piedad de Madrid
Director, Banco Financiero y de Ahorros, S.A.
Director, Corporación Financiera Caja de Madrid, S.A.
Director, Gestora CIEES (Centro Internacional de Estudios Económicos y Financieros)
Director, Indra Sistemas, S.A.
Director, Testa Inmuebles en Renta, S.A.
Director, Asón Inmobiliaria de Arriendos, S.A.
Director, Financiera Maderera, S.A. (FINSA)
Director, Mostoles Industrial, S.A.
4. NA

Oscar Fanjul Martín

1. Madrid, Spain
2. Manager of Omega Capital, S.L.
3. a) Director
b) NA
c) NA
4. a) NA
b) NA
c) Payne SSF (50% Ownership)

Francisco Baquero Noriega

1. Madrid, Spain

2. Businessman
3. a) Director
b) NA
c) Director, Banco Financiero y de Ahorros, S.A.
Director, Caja de Ahorros y Monte de Piedad de Madrid (Caja Madrid)
Director, Corporación Financiera Caja de Madrid, S.A.
Representative of Mediación y Diagnósticos, S.A., Director of Ged Real Estate Eastern Investmentes, S.A.
Representative of Mediación y Diagnósticos, S.A., Director of Ged Real Estate, S.A.
4. NA

Ildefonso José Sánchez Barcoj

1. Madrid, Spain
2. General Manager
3. a) Director
b) NA
c) Chairman of the Board, Bankia Fondos, S.G.I.I.C., S.A.
General Manager, Bankia, S.A.
General Manager, Caja de Ahorros y Monte de Piedad de Madrid
Director, Accionariado y Gestión, S.L.
Director, Gestora del Centro Internacional de Estudios Económicos y Sociales, S.A.
Director, Torre Caja Madrid, S.A
Representative of Valoración y Control, S.L., Director of Global Vía Infraestructuras, S.A.
4. NA

Mercedes de la Merced Monge

1. Madrid, Spain
2. Civil Servant
3. a) Director
b) Representative of Valoración y Control, S.L., as Director Mapfre Asistencia Compañía de Seguros y Reaseguros, S.A.
c) Director, Caja de Ahorros y Monte de Piedad de Madrid (Caja Madrid)
Director, Banco Financiero y de Ahorros, S.A.
Director, Corporación Financiera Caja de Madrid, S.A.
Director, Soria 60, S.L.U.
Representative of Participaciones y Cartera de Inversión, S.L., as Director, Gecesa, Gestión de Centros Culturales, S.A.
4. a) NA
b) NA
c) Soriago S.L.U. (100% Ownership)

Manuel Lamela Fernández

1. Madrid, Spain

2. Lawyer – Businessman
3. a) Director
 - b) NA
 - c) Chairman, BAPP, S.L.
 - Chairman, Madrid Medical Destination, S.L.
 - Chairman, Madrid Ciudad de la Salud, S.A.
 - Chairman, Madrid Health Care, S.L.
 - Chairman, Business Assessment Plans and Projects Infraestructuras, S.L.
 - Chairman, Business Assessment Plans and Projects Asesores Financieros, S.L.
 - Joint and Several Director, Inversiones Lamela Campos, S.L.
4. a) NA
 - b) NA
 - c) BAPP, S.L. (33% Ownership)
 - Inversiones Lamela Campos, S.L. (66% Ownership)

Ignacio Varela Díaz

1. Madrid, Spain
2. Consultant
3. a) Director
 - b) NA
 - c) Sole Director, Viduido, S.L.
4. NA

José Antonio Moral Santín

1. Madrid, Spain
2. Professor of Economics
3. a) Director
 - b) Director, Mapfre, S.A.
 - Representative of Mediacion y Diagnosticos, S.A., as Director of Mapfre America, S.A.
 - c) Director, Bankia, S.A.
 - Director, Caja de Ahorros y Monte de Piedad de Madrid (Caja Madrid)
 - Director, Corporación Financiera Caja de Madrid, S.A.
 - Chairman of the Board, Gestora del Centro Internacional de Estudios Económicos y Sociales, S.L.
4. NA

Ignacio de Navasqués Cobián

1. Madrid, Spain
2. Lawyer
3. a) Secretary of the Board
 - b) Secretary of the Board, Bankia Banca Privada, S.A.
 - Secretary of the Board, CM Florida Holdings, Inc.
 - Director, Grupo Su Casita, S.A. de Capital Variable
 - Director, Hipotecaria Su Casita, S.A. de Capital Variable, Sofom, E.N.R.
 - c) Director, Caja de Ahorros y Monte de Piedad de Madrid (Caja Madrid)

- Director, Corporación Financiera Caja de Madrid, S.A.
Director, Sotogrande, S.A.
Vice-Secretary of the Board, Banco Financiero y de Ahorros, S.A.
4. NA

Luis Gabarda Durán

1. Madrid, Spain
2. Economist
3. a) General Manager
b) Director, CM Florida Holdings, Inc.
Chairman of the Board, City National Bank of Florida
General Manager, Bankia Bolsa, S.V., S.A.
Vice-Chairman of the Board, Bankia Fondos Sociedad Gestora de Instituciones de Inversión Colectiva SA
Joint and Several Director, CM Invest 1702 Corporación Internacional, ETVE, S.L
Director, Bankia Banca Privada, S.A.
4. a) NA
b) Owns 100 shares (.007%) of City National Bank of Florida
c) NA

María Enedina Álvarez Gayol

1. Madrid, Spain
2. Economist
3. a) Director
b) Representative of Participaciones y Cartera de Inversión, S.L., as Director of Mapfre Asistencia Compañía Internacional de Seguros y Reaseguros, S.A.
c) Director, Caja de Ahorros y Monte de Piedad de Madrid
Director, Corporación Financiera Caja de Madrid, S.A.
4. NA

Jaime Cedrún Lopez

1. Madrid, Spain
2. Secretary of Insitutional Politics of Confederación Sindical Comisiones Obreras
3. a) Director
b) NA
c) NA
4. NA

Juan José Azcona Olóndriz

1. Madrid, Spain

2. Economist
3. a) Director
b) NA
c) Director, Caja de Ahorros y Monte de Piedad de Madrid
Director, Corporación Financiera Caja de Madrid, S.A.
4. NA

María del Carmen Cafranga Cavestany

1. Madrid, Spain
2. Businesswoman
3. a) Director
b) NA
c) Director, Caja de Ahorros y Monte de Piedad de Madrid
Director, Corporación Financiera Caja de Madrid, S.A.
Representative, Mediación y Diagnósticos, S.A., as Director of Gecesa,
Gestión de Centros Culturales, S.A.
Secretary of the Board, Subastas Segre S.L.
Director, Las Higueras del Tambor S.L.
Director, Cadespain S.L.
Director, Cademadrid S.L.
4. NA

José Ricardo Martínez Castro

1. Madrid, Spain
2. Rail Technician
3. a) Director
b) NA
c) Director, Caja de Ahorros y Monte de Piedad de Madrid
Director, Corporación Financiera Caja de Madrid, S.A.
Representative of Inmogestión y Patrimonios, S.L., as Director of Parque
Biológico de Madrid, S.A.
Representative, Valoración y Control, S.L., as Director of Corporación
Financiera Habana, S.A.
4. NA

CM FLORIDA HOLDINGS, INC.
Reporting Form FR Y-6
12/31/11

➤ **ITEM 3. SECURITIES HOLDERS**

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

- a. Caja Madrid Cibeles S.A., Madrid
- b. Spain.
- c. 100%

(2) None

➤ **ITEM 4. INSIDERS**

Ignacio de Navasqués Cobián

- 1. Madrid, Spain
- 2. Corporate Executive
- 3. a) Secretary
- b) NA
- c) Director, Altae Banco, S.A.
Director, Caja de Ahorros y Monte de Piedad de Madrid (Caja Madrid)
Director, Corporación Financiera Caja de Madrid, S.A.
Director, Tasaciones Madrid, S.A.
Director, Sotogrande, S.A.
Secretary, Caja Madrid Cibeles S.A.
- 4. NA

Luis Gabarda Durán

- 1. Madrid, Spain
- 2. NA
- 3. a) Director, General Manager
- b) Director, City National Bank of Florida
- c) Chairman, ESN Securities Network L.L.P.
Director, Bancofar, S.A.
Joint and Several Director, CM Invest 1702 Corporación Internacional, ETVE, S.L
Vice-chairman of the Board, Gesmadrid, S.G.I.I.C, S.A.
- 4. a) NA
- b) Owns 100 shares (.007%) of City National Bank of Florida
- c) NA

Rafael Porras López

1. Madrid, Spain
2. NA
3. a) Director, General Manager
b) Director, City National Bank of Florida
Director, Grupo Su Casita, S.A. de C.V.
Director, Hipotecaria Su Casita, S.A. de C.V., Sociedad Financiera de Objeto
c) Manager, Caja Madrid Cibeles, S.A.
4. a) NA
b) Owns 100 shares (.007%) of City National Bank of Florida
c) NA