

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

04/02/2013

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. _____

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, 2012

Month / Day / Year

Reporter's Name, Street, and Mailing Address

Caja Madrid Cibeles, S.A.

Legal Title of Bank Holding Company

Paseo de la Castellana, 189

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

Madrid, Spain

28046

City

State

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

(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

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

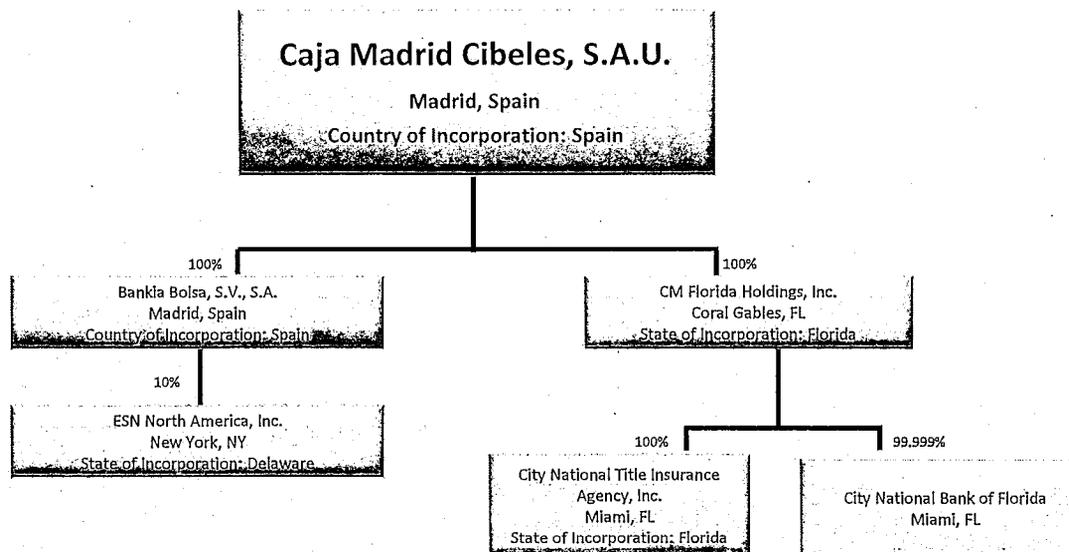
(Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box

City State Zip Code

Physical location (if different from mailing address)

REVISED

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



Information as of 12/31/12

*Bankia Bolsa, S.V., S.A. and ESN North America, Inc. are not reportable entities

Result: A list of branches for your depository institution: CITY NATIONAL BANK OF FLORIDA (ID_RSSD: 814430).
 Is depository institution held by CM FLORIDA HOLDINGS, INC. (3782457) of CORAL GABLES, FL.
 Is data as of 12/31/2011. Data reflects information that was received and processed through 01/05/2012.

Reconciliation and Verification Steps

In the Data Action column of each branch row, enter one or more of the actions specified below.
 If required, enter the date in the Effective Date column.

Actions

- K: If the branch information is correct, enter 'OK' in the Data Action column.
- C: 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.
- C: 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.
- D: If a branch listed was never owned by this depository institution, enter 'Delete' in the Data Action column.
- A: 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.

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
K		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	
K		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	
K		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	
K		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	
K		Full Service	9699308	CORAL GABLES BRANCH	2855 LEJEUUNE ROAD	CORAL GABLES	FL	33134	MIAMI-DADE	UNITED STATES	11634	2	CITY NATIONAL BANK OF FLORIDA	814430	
K		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	
K		Full Service	3267512	DELRAY BEACH BRANCH	1120 SOUTH FEDERAL HIGHWAY	DELRAY BEACH	FL	33483	PALM BEACH	UNITED STATES	432110	21	CITY NATIONAL BANK OF FLORIDA	814430	
K		Full Service	3725630	DORAL BRANCH	8725 NW 18TH TERRACE	DORAL	FL	33172	MIAMI-DADE	UNITED STATES	250547	14	CITY NATIONAL BANK OF FLORIDA	814430	
K		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	
K		Full Service	3967926	YOUNG CIRCLE BRANCH	1845 HOLLYWOOD BOULEVARD	HOLLYWOOD	FL	33020	BROWARD	UNITED STATES	495409	25	CITY NATIONAL BANK OF FLORIDA	814430	
K		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	
K		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	
K		Full Service	1411546	BRICKELL BRANCH	1450 BRICKELL AVENUE, SUITE 100	MIAMI	FL	33131	MIAMI-DADE	UNITED STATES	250543	10	CITY NATIONAL BANK OF FLORIDA	814430	
K		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	
K		Full Service	4038588	KENDALL BRANCH	13780 S.W. 89TH STREET 1111NW FIRST STREET GOVERNMENT CENTER	MIAMI	FL	33186	MIAMI-DADE	UNITED STATES	505894	28	CITY NATIONAL BANK OF FLORIDA	814430	
K		Full Service	972938	METRO PLAZA BRANCH	METRO PLAZA BRANCH	MIAMI	FL	33128	MIAMI-DADE	UNITED STATES	234136	6	CITY NATIONAL BANK OF FLORIDA	814430	
K		Full Service	3108844	PINECREST OFFICE	11675 SOUTH DIXIE HIGHWAY	MIAMI	FL	33156	MIAMI-DADE	UNITED STATES	383583	18	CITY NATIONAL BANK OF FLORIDA	814430	
K		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	
K		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	
K		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	
K		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	
K		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	
K		Full Service	3767256	CENTRAL FLORIDA BRANCH	355 NORTH ORANGE AVENUE	ORLANDO	FL	32801	ORANGE	UNITED STATES	475465	22	CITY NATIONAL BANK OF FLORIDA	814430	
AD	06/18/2012	Full Service	4415714	SOUTH MIAMI BRANCH	6388 S. DIXIE HIGHWAY	SOUTH MIAMI	FL	33143	MIAMI-DADE	UNITED STATES					
OSE	09/03/2012	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	
<		Full Service	4034881	POMPANO BEACH BRANCH	10 NORTH FEDERAL HIGHWAY	POMPANO BEACH	FL	33082	BROWARD	UNITED STATES	505872	27	CITY NATIONAL BANK OF FLORIDA	814430	
<		Full Service	3998993	WINTER PARK BRANCH	976-A ORANGE AVENUE	WINTER PARK	FL	32789	ORANGE	UNITED STATES	498644	26	CITY NATIONAL BANK OF FLORIDA	814430	

REVISED

CAJA MADRID CIBELES, S.A.U.
Reporting Form FR Y-6
12/31/12

➤ **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. 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) None
- c) Chairman of the Board, Bancaja Inversiones, S.A.
 Joint Administrator, 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) None
- b) None
- c) None

REVISED

Manuel Galarza Pont

1. Madrid, Spain
2. Director of Participating Industrial and Services Companies, Bankia, S.A.
3. a) Joint Administrator
b) None
c) Joint Administrator, Corporación Financiera Caja de Madrid, S.A.
Director, Aseguradora Valenciana, S.A. de Seguros y Reaseguros
Joint Administrator, Seguravila Operador de Banca Seguros Vinculado de Caja de Ahorros de Avila
Joint Administrator, La Caja De Canarias Mediación Operador De Banca Seguros Vinculado, S.A.U.
Joint Administrator, Caja Segovia Operador De Banca Seguros Vinculado, S.A.U.
Joint Administrator, Caja Rioja Mediacion De Seguros Operador De Banca Seguros Vinculado, S.A.U.
Joint Administrator, Laietana Mediación Operador De Banca Seguros Vinculado, S.A.U.
Joint Administrator, Operador De Banca Seguros Vinculado Del Grupo Bancaja, S.A.
Joint Administrator, Bancaja Participaciones, S.L.
Joint Administrator, Sociedad de Promocion y Participacion Empresarial Caja De Madrid
4. a) None
b) None
c) None

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

➤ **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**

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

Luis Gabarda Durán

- 1. Madrid, Spain
- 2. NA
- 3. a) Director, General Manager
b) 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

Rafael Porras López

- 1. Madrid, Spain
- 2. N/A

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) N/A
4. a) N/A
b) Owns 100 shares (.007%) of City National Bank of Florida
c) N/A

S. Marshall Martin

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

A handwritten signature in black ink, consisting of a stylized, cursive letter 'S' with a long, sweeping tail that extends upwards and to the right.