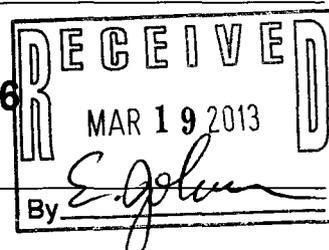


Board of Governors of the Federal Reserve System



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):

12/31/2012
 Month / Day / Year

I, GUILLERMO DIAZ-ROUSSELOT

Reporter's Name, Street, and Mailing Address

CONTINENTAL BANCORP

Name of the Holding Company Director and Official

Legal Title of Holding Company

DIRECTOR

1801 SW 1ST STREET

Title of the Holding Company Director and Official

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

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.

MIAMI FL 33135
 City State Zip Code

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.

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

Signature of Holding Company Director and Official

03/19/2013

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

Date of Signature

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 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 -rec
- is not prepared

For Federal Reserve Bank Use Only

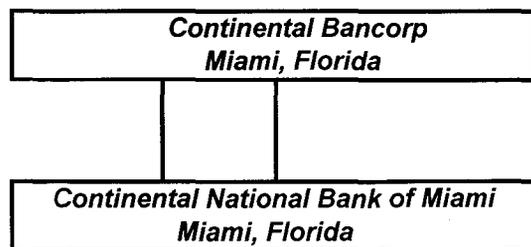
RSSD ID 1129681

C.I. _____

Form FR Y-6
CONTINENTAL BANCORP
 Fiscal Year Ending December 31, 2012

REPORT ITEM 2A

ORGANIZATION CHART

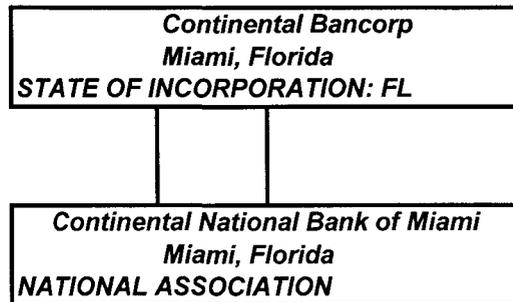


<i>Continental Bancorp</i>	Owned Shares:	104,884 Common	30,000 Preferred A	0 Preferred C
		===== 30.44%	===== 100.00%	===== 0.00%
<i>Continental National Bank of Miami</i>	Total Shares:	344,576 Common	30,000 Preferred A	45,495 Preferred C
<i>Continental Bancorp</i>	Owned Shares:	134,884 Total Voting Stock (Common, Preferred A, Preferred C)		
		===== 32.11%		
<i>Continental National Bank of Miami</i>	Total Shares:	420,071 Total Voting Stock (Common, Preferred A, Preferred C)		

Revision

REPORT ITEM 2A

ORGANIZATION CHART



<i>Continental Bancorp</i>	Owned Shares:	104,884 Common ===== 30.44%	30,000 Preferred A ===== 100.00%	0 Preferred C ===== 0.00%
<i>Continental National Bank of Miami</i>	Total Shares:	344,576 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) ===== 32.11%		
<i>Continental National Bank of Miami</i>	Total Shares:	420,071 Total Voting Stock (Common, Preferred A, Preferred C)		

Form FR Y-6
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