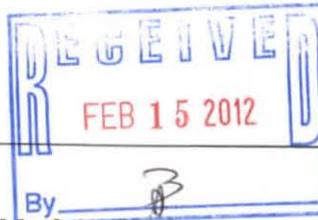


Board of Governors of the Federal Reserve System



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

I, Amadeo Lopez-Castro, III

Name of the Bank Holding Company Director and Official

Managing Member

Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

INTERCONTINENTAL BANKSHARES, LLC

Legal Title of Bank Holding Company

5722 SW 8 Street

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

West Miami FL 33144

City State Zip Code

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.

Physical location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

Amadeo Lopez-Castro, III Managing Member

Name Title

305-263-7900

Area Code / Phone Number / Extension

305-263-9866

Area Code / FAX Number

amadeoiii@alclll.com

E-mail Address

https://www.intercontinentalbk.com

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

Signature of Bank Holding Company Director and Official

1/31/2012

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 3887323

C.I. _____

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.

Not Applicable

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)

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City State Zip Code

Physical location (if different from mailing address)

Form FR Y-6

**Intercontinental Bankshares, LLC
West Miami, Florida**

Fiscal Year Ending December 31, 2011

Report Item 2a: Organization Chart

**Intercontinental Bankshares, LLC
West Miami, FL**

**91%
Intercontinental Bank
West Miami, FL**

Form FR Y-6

Intercontinental Bankshares, LLC
West Miami, Florida

Fiscal Year Ending December 31, 2011

Report Item 3: Securities Holders
(1)(a)(b)(c) and (2)(a)(b)(c)

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2010				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 fiscal year ending 12-31-2010		
(1)(a) Name City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities (Units)		(1)(a) Name City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities
The Estate of Amadeo Lopez Castro, Jr. Coral Gables, FL, USA	USA	41,110	10.89%	N/A		
Orestes A. Acosta Caracas, Venezuela	Venezuela	24,900	6.59%			
Manuel Herrera Coral Gables, FL, USA	Venezuela	20,750	5.49%			
Samark Lopez Miami, Florida	Venezuela	32,163	8.52%			
Angel Meza Miami, Florida	Venezuela	20,750	5.49%			
Horacio Pinto Caracas, Venezuela	Venezuela	24,900	6.59%			
Pedro Torres Aventura, FL, USA	Venezuela	32,163	8.52%			
Mercedes Weitzmann Miami, FL, USA	USA	29,503	7.81%			
Alvaro Gorrin Ramos Coral Gables, Florida	Venezuela	41,085	10.88%			

Form FR Y-6

Intercontinental Bankshares, LLC
West Miami, Florida

Fiscal Year Ending December 31, 2011

Report Item 4: Insiders

(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) Name City, State, Country	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Amadeo Lopez Castro III Coral Gables, FL, USA	Attorney	Managing Member	Secretary to the Board of Directors (Intercontinental Bank)	Partner of Martinez-Esteve & Lopez Castro, P.A. (Attorneys at Law)	0.27%	N/A	N/A
The Estate of Amadeo Lopez Castro, Jr Coral Gables, FL, USA	Deceased	Principal Securities Holder	None	None	10.89%	N/A	N/A
Alvaro Gorrin Ramos Coral Gables, FL, USA	Retired	Principal Securities Holder	None	None	10.88%	N/A	N/A

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 emailing, use your FRB contact but your institution name, city and state in the subject line of the email.

Note
 To satisfy the FR Y-10 reporting requirements you must also submit FR Y-10 Domestic Branch Schedules for each branch with **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://a10online.federalreserve.gov>

* FDIC, UNINUM, 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 - BSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID - BSSD*	Comments
OK		Full Service Head Office	3122828	INTERCONTINENTAL BANK	12722 SOUTH MIAMI 8TH STREET	WEST MIAMI	FL	33141	MIAMI DADE	US, UNITED STATES	359569	5	INTERCONTINENTAL BANK	3122828	