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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, Blas I. Betancourt

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
03/26/2015

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 3887323
C.I. _____

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

December 31, 2014

Month / Day / Year

Reporter's Name, Street, and Mailing Address

Intercontinental Bankshares, LLC

Legal Title of Holding Company

5722 SW 8th Street

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

West Miami FL 33144

City State Zip Code

Same as above

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Blas I. Betancourt Director

Name Title

305-263-7900

Area Code / Phone Number / Extension

305-263-9866

Area Code / FAX Number

bbetancourt@intercontinentalbk.com

E-mail Address

N/A

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:

4(c)

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."

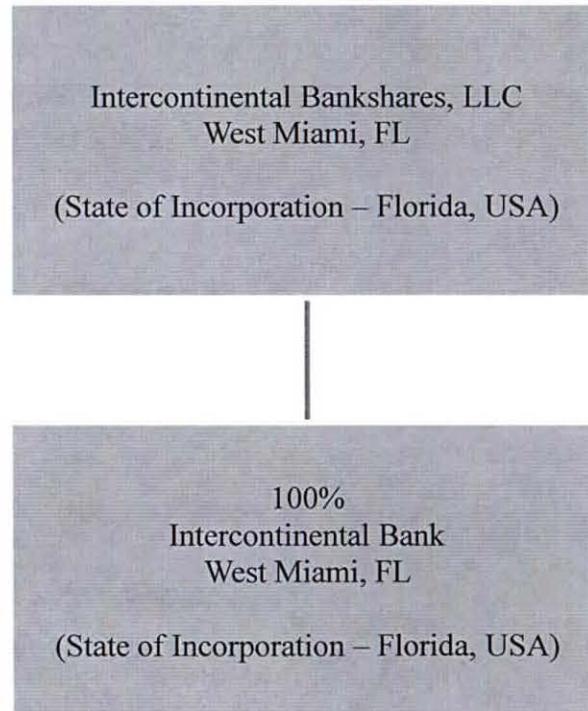
No

Form FR Y-6

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

Fiscal Year Ending December 31, 2014

Report Item 2a: Organization Chart



Results: A list of branches for your depository institution, INTERCONTINENTAL BANK (ID RSSD 3122828). This depository institution is held by INTERCONTINENTAL BANKSHARES, LLC (1887323) of MIAMI, FL. The data are as of 12/31/2014. Data reflects information that was received and processed through 01/07/2015.

Reconciliation and Verification Signs

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 FBI contact. See the detailed instructions on this site for more information. If you are e-mailing this to your FBI 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://online.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*	Officer Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	3122828	INTERCONTINENTAL BANK	5722 SOUTHWEST 8TH STREET	WEST MIAMI	FL	33144	MIAMI-DADE	UNITED STATES	339569	0	INTERCONTINENTAL BANK	3122828	

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Intercontinental Bankshares, LLC
West Miami, Florida

Fiscal Year Ending December 31, 2014

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 12-31-2014				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 12-31-2014		
(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
Orestes A. Acosta Hollywood, Florida, USA	Venezuela - US Resident	29,050	7.00%	N/A		
Manuel Herrera Coral Gables, FL, USA	Venezuela - US Resident	20,750	5.00%			
Angel Meza Miami, Florida, USA	Venezuela	20,750	5.00%			
Horacio Pinto Caracas, Venezuela	Venezuela - US Resident	29,050	7.00%			
Pedro Torres Aventura, Florida, USA	Venezuela - US Resident	32,163	7.75%			
Domingo Goncalves Caracas, Venezuela	Venezuela	24,059	5.80%			
Mercedes Weitzmann Miami, Florida, USA	USA	29,503	7.11%			
Alvaro Gorrin Ramos Coral Gables, Florida, USA	Venezuela - US Resident	41,085	9.90%			
Operadora Daal, C.A. (a Venezuelan Company) Caracas, Venezuela	Venezuela	31,196	7.52%			
Mauro Libi Caracas, Venezuela	Venezuela	37,350	9.00%			

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Intercontinental Bankshares, LLC
West Miami, Florida

Fiscal Year Ending December 31, 2014

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)
Alvaro Gorrin Ramos Coral Gables, FL, USA	Retired	Principal Securities Holder	None	None	9.90%	None	N/A
Nathan Kutt Lauderdale by the Sea, Florida, USA	Attorney	Director	Director & Chairman of BOD of Intercontinental Bank	Director, President & Secretary of Kutt Advisory Group, P.A. Partner of Down Annex, LLC. Senior Counsel at Womble Carlyle	None	None	Kutt Advisory Group - 100% Down Annex LLC - 33% N/A
Blas I. Betancourt Coral Gables, Florida USA	Banker	Director	President, CEO & Director of Intercontinental Bank	None	None	None	N/A
Domingo Alonso Coral Gables, Florida USA	Accountant	Director	Director of Intercontinental Bank	President of Alonso & Garcia, P.A.	None	None	Alonso & Garcia - 99.99%
Daniel Gorrin Caracas, Venezuela	Investor	Director	Director of Intercontinental Bank	See attached list	7.52% (*)	None	See attached list
Felix Montanaro Miami, Florida USA	Banker	Secretary of the Board of Directors	Senior Lending Officer, Director & Secretary of the BOD of Intercontinental Bank	None	None	None	N/A
Freddy Martinez Miami, Florida USA	Financial Advisor (CFP)	Director	Director of Intercontinental Bank	President & CEO of Forem Investments LLC	None	None	Forem Investments LLC - 90%