

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, W. Bibb Lamar, Jr.  
Name of the Bank Holding Company Director and Official  
CEO and Director  
Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address  
BancTrust Financial Group, Inc.  
Legal Title of Bank Holding Company  
P.O. Box 3067  
(Mailing Address of the Bank Holding Company) Street / P.O. Box  
Mobile AL 36652  
City State Zip Code  
107 Saint Francis Street, Suite 3100 Mobile, AL 36602  
Physical location (if different from mailing address)

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.**

Person to whom questions about this report should be directed:  
Mark Thompson Vice President Finance  
Name Title  
251-431-7826  
Area Code / Phone Number / Extension  
251-431-7851  
Area Code / FAX Number  
met@banktrustonline.com  
E-mail Address  
http://investor.banktrustonline.com  
Address (URL) for the Bank Holding Company's web page

[Signature]  
Signature of Bank Holding Company Director and Official  
3/28/12  
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 1130012  
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

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection.

BancTrust Financial Group, Inc.  
December 31, 2011  
Report on Form FR Y-6

**Report Item 1: ANNUAL REPORT TO SHAREHOLDERS**

BancTrust Financial Group is registered with the SEC and its Report on Form 10-K will be forward to the Federal Reserve Bank as soon as practicable. BancTrust Financial Group has filed for an extension from the SEC for its 2011 10-K.

**Report Item 2a: ORGANIZATION CHART**

See Exhibit B.

**Report Item 2b: DOMESTIC BRANCH LISTING**

Submitted via email on March 26, 2012. Copy attached as Exhibit C.

**Report Item 3 (1) (a)(b)(c): SECURITY HOLDERS**

| <b>Current securities holders with ownership, control of holdings of 5% or more with power to vote as of fiscal year ending 12-31-2011</b> |   |  |
|--|---|--|
| <b>(1)(a)<br/>Name<br/>City, State, Country</b>  | <b>(1)(b)<br/>Country of Citizenship of<br/>Incorporation</b> | <b>(1)(c)<br/>Number and Percentage of Each<br/>Class of Voting Securities</b> |
| Department of the Treasury<br>Washington, D.C. USA   | USA   | 730,994 – 4% Warrants on Common<br>Stock                                       |

**Report Item 3 (2)(a)(b)(c): SECURITY HOLDERS**

None

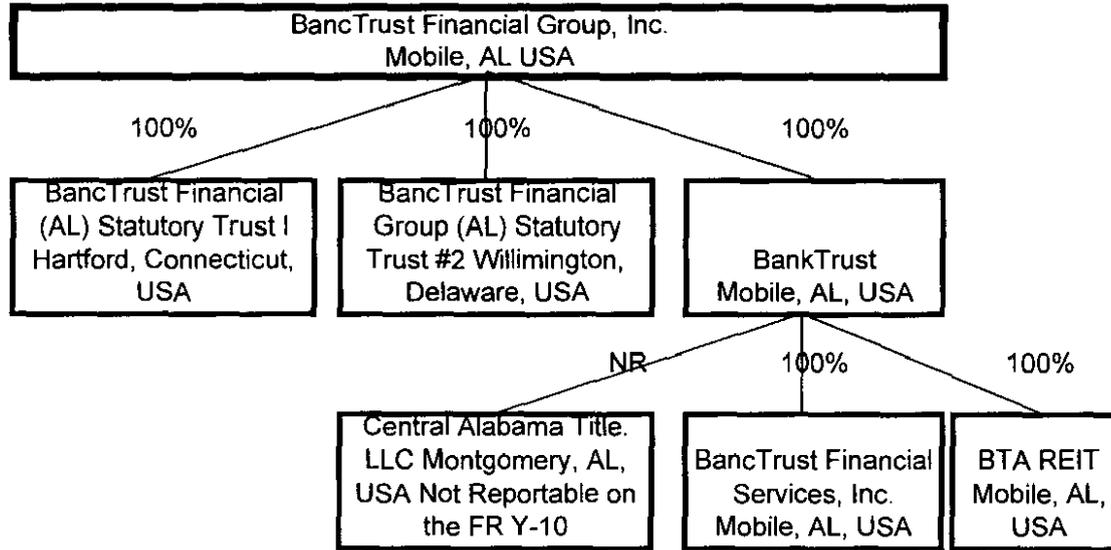
**Report Item 4: INSIDERS**

Information required in Item 4 with respect to principal shareholders and directors can be found in Exhibit D. Similar information with respect to BancTrust Financial Group's executive officers is found in Exhibit E.

Information regarding holdings of 25 percent or more of voting securities in businesses not affiliated with the holding company can be found in Exhibit D and E.

There are no trustees or partners.

Exhibit B  
BancTrust Financial Group, Inc.  
December 31, 2011  
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There are no intercompany ownership of control relationships.

| Data Action | Effective Date | Branch Service Type        | Branch ID | Poplar Name                  | Street Address                  | City              | State | Zip Code | County     | Country       | FOLC Unit/Num | Office Number | Head Office | Head Office ID | Comments |
|-------------|----------------|----------------------------|-----------|------------------------------|---------------------------------|-------------------|-------|----------|------------|---------------|---------------|---------------|-------------|----------------|----------|
| OK          |                | Full Service (Head Office) | 576130    | BANK TRUST                   | 1707 SAINT FRANCIS STREET       | MOBILE            | AL    | 36602    | MOBILE     | UNITED STATES | 35378         |               | 0           | BANKTRUST      | 576130   |
| OK          |                | Full Service               | 3048739   | WEST OCEAN ROAD BRANCH       | 415 NORTH OCEAN ROAD            | AUBURN            | AL    | 36830    | LEE        | UNITED STATES | 36408         |               | 44          | BANKTRUST      | 576130   |
| OK          |                | Full Service               | 3335328   | WEST JEFFERSON BRANCH        | 401 19TH STREET NORTH           | BIRMINGHAM        | AL    | 35202    | JEFFERSON  | UNITED STATES | 44195         |               | 46          | BANKTRUST      | 576130   |
| OK          |                | Full Service               | 462738    | BREWTON BRANCH               | 227 BELLEVUE AVE                | BREWTON           | AL    | 35426    | ESCAMBIA   | UNITED STATES | 41            |               | 13          | BANKTRUST      | 576130   |
| OK          |                | Full Service               | 464835    | NORTHSIDE BRANCH             | 1201 DOUGLAS AVENUE             | BREWTON           | AL    | 35426    | ESCAMBIA   | UNITED STATES | 18093         |               | 15          | BANKTRUST      | 576130   |
| OK          |                | Full Service               | 2384241   | CENTRE-VILLE BRANCH          | 639 WALNUT STREET               | CENTREVILLE       | AL    | 35042    | BLISS      | UNITED STATES | 18628         |               | 37          | BANKTRUST      | 576130   |
| OK          |                | Full Service               | 2366696   | DAPHNE BRANCH                | 2207 U.S. HIGHWAY 98            | DAPHNE            | AL    | 36526    | BALDWIN    | UNITED STATES | 35887         |               | 11          | BANKTRUST      | 576130   |
| OK          |                | Full Service               | 491238    | DEMOPOLIS BRANCH             | 201 NORTH MAIN                  | DEMOPOLIS         | AL    | 36732    | MARINECO   | UNITED STATES | 1832          |               | 30          | BANKTRUST      | 576130   |
| OK          |                | Full Service               | 365030    | HIGHWAY 80 EAST BRANCH       | 1400 HIGHWAY 80 EAST            | DEMOPOLIS         | AL    | 36732    | MARINECO   | UNITED STATES | 19413         |               | 20          | BANKTRUST      | 576130   |
| OK          |                | Full Service               | 412826    | EAST BREWTON BRANCH          | 503 FOREST AVENUE               | EAST BREWTON      | AL    | 36426    | ESCAMBIA   | UNITED STATES | 18096         |               | 44          | BANKTRUST      | 576130   |
| OK          |                | Full Service               | 293138    | ELECTIC BRANCH               | 33 KORNBLAU ROAD                | ELECTIC           | AL    | 36024    | ELMORE     | UNITED STATES | 1140          |               | 40          | BANKTRUST      | 576130   |
| OK          |                | Full Service               | 375735    | EAST BROAD STREET BRANCH     | 18-2202 BROAD STREET            | EVADALE           | AL    | 36027    | BARBOUR    | UNITED STATES | 6141          |               | 21          | BANKTRUST      | 576130   |
| OK          |                | Full Service               | 5597133   | SOUTH LUTAYALA AVENUE BRANCH | 1121 S. GREENWAY AVE            | LUTAYALA          | AL    | 36027    | BARBOUR    | UNITED STATES | 20089         |               | 22          | BANKTRUST      | 576130   |
| OK          |                | Full Service               | 3702786   | FARRHOE BRANCH               | 236 NORTH GREENWOOD             | FARRHOE           | AL    | 36532    | BALDWIN    | UNITED STATES | 470754        |               | 52          | BANKTRUST      | 576130   |
| OK          |                | Full Service               | 2392061   | FOLLY BRANCH                 | 699 SOUTH MCKENZIE              | FOLLY             | AL    | 36535    | BALDWIN    | UNITED STATES | 259754        |               | 9           | BANKTRUST      | 576130   |
| OK          |                | Full Service               | 632820    | GEORGIANA BRANCH             | 412 HIGHWAY 106 WEST            | GEORGIANA         | AL    | 36033    | BUTLER     | UNITED STATES | 241776        |               | 30          | BANKTRUST      | 576130   |
| OK          |                | Full Service               | 224431    | BUTLER SQUARE BRANCH         | 122 GREENVILLE BYPASS           | GREENVILLE        | AL    | 36037    | BUTLER     | UNITED STATES | 241777        |               | 31          | BANKTRUST      | 576130   |
| OK          |                | Full Service               | 448629    | GREENVILLE MAIN BRANCH       | 300 EAST COMMERCIAL STREET      | GREENVILLE        | AL    | 36037    | BUTLER     | UNITED STATES | 11456         |               | 28          | BANKTRUST      | 576130   |
| OK          |                | Full Service               | 2385929   | GALE SHORES BRANCH           | 1700 GULE SHORES PARKWAY        | GULE SHORES       | AL    | 36542    | BALDWIN    | UNITED STATES | 357122        |               | 10          | BANKTRUST      | 576130   |
| CLOSED      | 02/29/2012     | Full Service               | 2020976   | HETLENA BRANCH               | 4649 HIGHWAY 12                 | HETLENA           | AL    | 36080    | SHELBY     | UNITED STATES | 338245        |               | 43          | BANKTRUST      | 576130   |
| OK          |                | Full Service               | 232726    | MCKENZIE BRANCH              | 15 SOUTH GARLAND STREET         | MCKENZIE          | AL    | 36456    | BUTLER     | UNITED STATES | 241775        |               | 28          | BANKTRUST      | 576130   |
| OK          |                | Full Service               | 262820    | MILLBROOK BRANCH             | 3160 MAIN STREET                | MILLBROOK         | AL    | 36054    | ELMORE     | UNITED STATES | 18628         |               | 35          | BANKTRUST      | 576130   |
| OK          |                | Full Service               | 453334    | DUPHIN/65 BRANCH             | 3234 DUPHIN STREET              | MOBILE            | AL    | 36601    | MOBILE     | UNITED STATES | 259747        |               | 2           | BANKTRUST      | 576130   |
| OK          |                | Full Service               | 1408706   | HILLCREST FINANCIAL CENTER   | 850 HILLCREST ROAD              | MOBILE            | AL    | 36608    | MOBILE     | UNITED STATES | 259748        |               | 3           | BANKTRUST      | 576130   |
| OK          |                | Full Service               | 2314253   | OLD SHELL ROAD BRANCH        | 4425 OLD SHELL ROAD             | MOBILE            | AL    | 36608    | MOBILE     | UNITED STATES | 259749        |               | 4           | BANKTRUST      | 576130   |
| OK          |                | Full Service               | 3085790   | SCHLINGER ROAD BRANCH        | 7790 COTTAGE HILL ROAD          | MOBILE            | AL    | 36639    | MOBILE     | UNITED STATES | 343091        |               | 12          | BANKTRUST      | 576130   |
| OK          |                | Full Service               | 3921599   | TILMANS CORNER BRANCH        | 5328 HIGHWAY 90 WEST            | MOBILE            | AL    | 36619    | MOBILE     | UNITED STATES | 470753        |               | 51          | BANKTRUST      | 576130   |
| OK          |                | Full Service               | 506230    | MONROEVILLE 440 BRANCH       | 60 HINES STREET                 | MONROEVILLE       | AL    | 36460    | MONROE     | UNITED STATES | 6139          |               | 18          | BANKTRUST      | 576130   |
| OK          |                | Full Service               | 2307534   | SOUTH MONROEVILLE 441 BRANCH | 1816 SOUTH ALABAMA AVENUE       | MONROEVILLE       | AL    | 36460    | MONROE     | UNITED STATES | 220687        |               | 17          | BANKTRUST      | 576130   |
| OK          |                | Full Service               | 415033    | MAIN STREET BRANCH           | 485 MAIN ST                     | MONTEVALLO        | AL    | 35315    | SHELBY     | UNITED STATES | 3817          |               | 36          | BANKTRUST      | 576130   |
| OK          |                | Full Service               | 2765358   | CARRINGTON ROAD BRANCH       | 4290 CARRINGTON ROAD            | MONTGOMERY        | AL    | 36104    | MONTGOMERY | UNITED STATES | 220691        |               | 23          | BANKTRUST      | 576130   |
| OK          |                | Full Service               | 3109172   | TAYLOR ROAD BRANCH           | 951 TAYLOR ROAD                 | MONTGOMERY        | AL    | 36107    | MONTGOMERY | UNITED STATES | 364078        |               | 24          | BANKTRUST      | 576130   |
| OK          |                | Full Service               | 238422    | ORELKA BRANCH                | 1801 HICKSON DRIVE              | ORELKA            | AL    | 36601    | LEE        | UNITED STATES | 186290        |               | 42          | BANKTRUST      | 576130   |
| OK          |                | Full Service               | 3173109   | COBBE FORD ROAD BRANCH       | 1536 COBBE FORD RD              | PRAIRYVILLE       | AL    | 36066    | AUTAUGA    | UNITED STATES | 41884         |               | 25          | BANKTRUST      | 576130   |
| OK          |                | Full Service               | 469129    | PRAIRYVILLE BRANCH           | 248 EIGHTH MAIN STREET          | PRAIRYVILLE       | AL    | 36067    | AUTAUGA    | UNITED STATES | 11296         |               | 39          | BANKTRUST      | 576130   |
| OK          |                | Full Service               | 3224946   | SARALAND BRANCH              | 1023 HIGHWAY 43 SOUTH           | SARALAND          | AL    | 36571    | MOBILE     | UNITED STATES | 430856        |               | 18          | BANKTRUST      | 576130   |
| OK          |                | Full Service               | 2380316   | 5/ATTEFIELD PLAZA BRANCH     | 1305 WEST DALLAS AVENUE         | SELMA             | AL    | 36701    | DALLAS     | UNITED STATES | 186780        |               | 37          | BANKTRUST      | 576130   |
| OK          |                | Full Service               | 2369316   | SELMA WALL BRANCH            | 1305 EAST HIGHLAND AVENUE       | SELMA             | AL    | 36701    | DALLAS     | UNITED STATES | 14334         |               | 27          | BANKTRUST      | 576130   |
| OK          |                | Full Service               | 2379316   | SELMA BROAD STREET BRANCH    | 310 BROAD STREET                | SELMA             | AL    | 36701    | DALLAS     | UNITED STATES | 545           |               | 28          | BANKTRUST      | 576130   |
| OK          |                | Full Service               | 350938    | BARNETT BOULEVARD BRANCH     | 304 BARNETT BOULEVARD           | TALLASSEE         | AL    | 36078    | ELMORE     | UNITED STATES | 1155          |               | 39          | BANKTRUST      | 576130   |
| OK          |                | Full Service               | 351430    | TALLAWEEKA BRANCH            | 1415 GULFVIEW AVENUE            | TALLASSEE         | AL    | 36078    | ELMORE     | UNITED STATES | 190058        |               | 39          | BANKTRUST      | 576130   |
| OK          |                | Full Service               | 3726655   | CRESTVIEW BRANCH             | 1239 SOUTH FENDON BOULEVARD     | CRESTVIEW         | FL    | 32536    | OKALOOSA   | UNITED STATES | 429766        |               | 61          | BANKTRUST      | 576130   |
| OK          |                | Full Service               | 3726655   | CRESTVIEW BRANCH             | 999 U.S. HIGHWAY 333 SOUTH      | DEPHUNE SPRINGS   | FL    | 32433    | OKALOOSA   | UNITED STATES | 466784        |               | 63          | BANKTRUST      | 576130   |
| OK          |                | Full Service               | 3726623   | DEFLUNK BRANCH               | 3485 EMBALCO COAST PARKWAY      | DEFLUNK           | FL    | 32541    | OKALOOSA   | UNITED STATES | 419915        |               | 58          | BANKTRUST      | 576130   |
| OK          |                | Full Service               | 2898906   | FRETONT BRANCH               | 16234 US HIGHWAY 231 SOUTH      | FRETONT           | FL    | 32459    | WALTON     | UNITED STATES | 260578        |               | 54          | BANKTRUST      | 576130   |
| OK          |                | Full Service               | 2898930   | GREATON BEACH BRANCH         | 20 DUTTON GREATON CIRCLE        | GREATON BEACH     | FL    | 32459    | WALTON     | UNITED STATES | 260579        |               | 59          | BANKTRUST      | 576130   |
| OK          |                | Full Service               | 3726684   | LYNN HAVEN BRANCH            | 2015 HIGHLAND                   | LYNN HAVEN        | FL    | 32444    | BAV        | UNITED STATES | 260580        |               | 56          | BANKTRUST      | 576130   |
| OK          |                | Full Service               | 3726682   | NICEVILLE BRANCH             | 799 EAST JONAS SIMS PARKWAY     | NICEVILLE         | FL    | 32578    | OKALOOSA   | UNITED STATES | 425164        |               | 60          | BANKTRUST      | 576130   |
| OK          |                | Full Service               | 3726712   | CANTON BRANCH                | 22219 PANAMA CITY BEACH PARKWAY | PANAMA CITY BEACH | FL    | 32413    | BAV        | UNITED STATES | 425373        |               | 62          | BANKTRUST      | 576130   |
| OK          |                | Full Service               | 913034    | SANTA ROSA BRANCH            | 7700 U.S. HIGHWAY 98 WEST       | SANTA ROSA BEACH  | FL    | 32459    | WALTON     | UNITED STATES | 34396         |               | 53          | BANKTRUST      | 576130   |

| (1)<br>Name/<br>Address                        | (2)<br>Principal Occupation                             | (3)(a)(b)<br>Title or Position<br>With BancTrust<br>Or Subsidiary     | (3)(c)<br>Title or Position<br>With Other Companies   | (4)(a)(b)<br>BancTrust<br>Ownership                  | (4)(c)<br>Other Company Ownership   |   |
|--|---|---|---|--|---|---|
|  |   |   |   | Shares / %   | Company   | % Voting Securities Owned   |
| Tracy Conerly<br>Destin, FL<br>U.S.A.          | Partner, Carr Riggs & Ingram, LLC                       | Director, BancTrust;<br>Director, BankTrust                           | Partner, Carr, Riggs & Ingram LLC   | 11,062/0.06%   | 20/20 Group, LLC<br>2030, LLC   | 50.0%<br>12.5%  |
| Stephen G. Crawford<br>Mobile, AL<br>U.S.A.    | Senior Member, Hand Arendall LLC                        | Director, BancTrust;<br>Director, BankTrust                           | Senior Member, Hand Arendall LLC<br>Partner, Saturn Real Estate<br>Partner, 233 Joint Venture<br>Member, Gates VI   | 174,100/0.97%  | Saturn Real Estate<br>233 Joint Venture Partnership<br>Gates VI   | 25.0%<br>20.0%<br>11.0%   |
| David C. DeLaney<br>Mobile, AL<br>U.S.A.       | Pres., First Small Business Inv. Co<br>of Alabama       | Director, BancTrust;<br>Director BankTrust                            | The Christopher Company LLC, Manager<br>Andalusia, Ltd., Manager<br>Christopher 09 LLC, Manager<br>Small Business Finance Corporation, Manager<br>Alabama Capital LLC | 81,458/0.45%   | The Christopher Company<br>Andalusia Ltd<br>Christopher 09 LLC<br>Alabama Capital LLC   | 25.0%<br>20.0%<br>25.0%<br>25.0%  |
| Robert M. Dixon, Jr.<br>Eufaula, AL<br>U.S.A.  | President, M.C. Dixon Lumber Co.                        | Director, BancTrust;<br>Eufaula Advisory Board<br>Director, BankTrust | President, M.C. Dixon Lumber Co.  | 41,311/0.23%   | M.C. Dixon Lumber Company, Inc.   | 100.0%  |
| Broox G. Garrett, Jr.<br>Brewton, AL<br>U.S.A. | Partner, Thompson, Garrett & Hines, LLP                 | Director, BancTrust<br>Director, BankTrust                            | Partner, Thompson, Garrett & Hines, L.L.P.<br>Director, Juniper Ridge, Inc.<br>Manager, HiGar Enterprises L.L.C.<br>Partner, Garrett & Hines Partnership              | *103,958/0.58%<br>* Includes<br>650 stock<br>options | Thompson, Garrett & Hines, L.L.P.<br>Juniper Ridge, Inc.<br>HiGar Enterprises L.L.C.<br>Garrett & Hines   | 40.0%<br>50.0%<br>100.0%<br>50.0%   |
| Carol F. Gordy<br>Brewton, AL<br>U.S.A.        | President & CEO<br>Natural Decorations, Inc.            | Director, BancTrust<br>Director, BankTrust                            | President & CEO<br>Natural Decorations, Inc.<br>VP, Gordy Development   | 4,136/0.02%  | Gordy Development,<br>Natural Decorations, Inc.   | 50.0%<br>100.0%   |
| Barry E. Gritter<br>Mobile, AL<br>U.S.A.       | Chairman and CEO<br>Gulf City Body & Trailer Works, Inc | Director, BancTrust<br>Director, BankTrust                            | Chairman and CEO<br>Gulf City Body & Trailer Works, Inc.<br>President, Equipment & Transportation<br>Leasing, Inc.  | 46,108/0.26%   | Gulf City Body & Trailer Works, Inc.<br>Equipment & Transportation<br>Leasing, Inc.   | 99.4%<br>50.0%  |
| James M. Hamson, Jr.<br>Mobile, AL<br>U.S.A.   | Ophthalmologist, Premier Medical                        | Director, BancTrust<br>Director, BankTrust                            | Ophthalmologist, Premier Medical  | 33,585/0.19%   | Saturn Real Estate  | 25.0%   |
| Clifton C. Inge, Jr.<br>Mobile, AL<br>U.S.A.   | CEO, IPC Industries, Inc.                               | Director, BancTrust;<br>Director, BankTrust                           | CEO, IPC Industries, Inc.<br>Managing Partner, IPC Capital Partners<br>CEO, IPC Investments   | 40,051/0.22%   | IPC Industries, Inc.<br>IPC Capital Partners<br>IPC Investments<br>Alabama West Beach LLC<br>331 Partners<br>Lazy G Ranch LLC<br>Triple Sea LLC<br>Glacier Resources<br>Inge Energy LLC<br>IPC Healthcare<br>LGR Holdings | 50.0%<br>45.0%<br>50.0%<br>25.0%<br>33.0%<br>100.0%<br>65.0%<br>45.0%<br>50.0%<br>40.0%<br>100.0% |
| Kenneth S. Johnson<br>Mobile, AL<br>U.S.A.     | President and General Manager,<br>Dot Com Plus LLC      | Director, BancTrust;<br>Director, BankTrust                           | President & General Manager<br>Dot Com Plus, LLC<br>Managing Partner, Wagon Wheel Broadcasting  | 77,874/0.43%   | Capital Broadcasting Corp.<br>Dot Com Plus, LLC   | 100.0%<br>82.0%   |
| W. Bibb Lamar, Jr.                             | Pres., Director and CEO, BancTrust                      | Pres., Director and,  | None  | *90,803/0.51%  | None  |   |

| (1)<br>Name/<br>Address                             | (2)<br>Principal Occupation  | (3)(a)(b)<br>Title or Position<br>With BancTrust<br>Or Subsidiary | (3)(c)<br>Title or Position<br>With Other Companies   | (4)(a)(b)<br>BancTrust<br>Ownership                  | (4)(c)<br>Other Company Ownership   |  |
|---|--|---|---|--|---|--|
|   |  |   |   | Shares / %   | Company   | % Voting Securities Owned                                    |
| Mobile, AL<br>U.S.A.                                | Chairman, CEO and Director, BancTrust                                    | CEO, BancTrust;<br>Chairman, CEO and Director<br>BancTrust        |   | *includes<br>10,000 stock<br>options                 |   |  |
| John H. Lewis, Jr.<br>Mobile, AL<br>U.S.A.          | Consultant, Lewis & Associates, LLC<br>Senior Partner                    | Director, BancTrust<br>Director, BancTrust                        | Senior Partner, Lewis & Associates  | 28,288/0.16%   | Lewis and Associates, LLC   | 33.0%  |
| Harris V. Morrisette<br>Mobile, AL<br>U.S.A.        | President China Doll Rice & Beans, Inc.;<br>Dixie Lily Foods             | Director, BancTrust<br>Director, BancTrust                        | President China Doll Rice & Beans, Inc.<br>Director, International Shipholding Corp.<br>Director, Williamsburg Investment Trust<br>Managing Partner, HVM Investments LLC  | *130,503/0.73%<br>* includes<br>650 stock<br>options | China Doll Rice & Beans, Inc./<br>Dixie Lily Foods<br>O-M<br>HVM Investments LLC  | 50.0%<br>45.0%<br>100.0%                                     |
| Paul D. Owens, Jr.<br>Brewton, AL<br>U.S.A.         | Attorney; President and CEO<br>Cedar Creek Land and Timber<br>Management | Director, BancTrust<br>Director, BancTrust                        | Attorney<br>President, Magna Manufacturing, Inc.<br>President, Harbor Land Development<br>President PDO Inc<br>Manager, PHB, LLC<br>President, Chautauga Vineyard<br>President, Chautauga Indian Hills Farms<br>Manager, HOGG, LLC<br>Managing Partner, Conecuh River Shares, Ltd.<br>Managing General Partner, McMillan, Ltd.<br>Manager, Goodway Refining, LLC<br>President and CEO, Cedar Creek Land &<br>Timber, Inc.<br>Manager, Fish House on Harbor, LLC | *404,164/2.25%<br>* includes<br>650 stock            | Magna Manufacturing, Inc.<br>Harbor Land Development<br>PDO, Inc.<br>PHB, LLC<br>Chautauga Vineyards and Winery, Inc.<br>Chautauga Indian Hills Farms, Inc.<br>HOGG, LLC<br>Fish House on Harbor, LLC | 100.0%<br>50.0%<br>50.0%<br>50.0%<br>69.0%<br>25.0%<br>50.0% |
| Mary Ann M. Patterson<br>Selma, AL<br>U.S.A.        | Retired, Real Estate Broker  | Director, BancTrust<br>Director, BancTrust                        | None  | 332,105/1.85%  | None  |  |
| Peter C. Sherman<br>Mobile, AL<br>U.S.A.            | Retired, Senior VP and Trust Officer<br>Regions Bank                     | Director, BancTrust<br>Director, BancTrust                        | Secretary and Treasurer, CHA Inc.   | 33,641/0.19%   | Cha Inc.<br>Central Optical   | 50.0%<br>43.8%   |
| Dennis A. Wallace<br>Santa Rosa Beach, FL<br>U.S.A. | VP, Secretary and Treasurer, Wallace<br>Enterprises of NW Florida        | Director, BancTrust<br>Director, BancTrust                        | VP, Secretary and Treasurer, Wallace<br>Enterprises of NW Florida   | 23,794/0.13%   | Wallace Enterprises of N.W. FL  | 50.0%  |

Exhibit E  
 BancTrust Financial Group, Inc.  
 December 31, 2011  
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| (1)<br>Name/<br>Address                       | (2)<br>Principal Occupation  | (3)(a)(b)<br>Title or Position<br>With BancTrust<br>Or Subsidiary  | (3)(c)<br>Title or Position<br>With Other Companies                                       | (4)(a)(b)<br>BancTrust<br>Ownership                | (4)(c)<br>Other Company Ownership             |                           |
|---|--|--|---|--|---|---------------------------|
|   |  |  |   | Shares / %   | Company                                       | % Voting Securities Owned |
| Bruce C. Finley, Jr<br>Mobile, AL<br>U.S.A.   | Senior Lending Officer,<br>BancTrust   | Senior Lending Officer,<br>BancTrust<br>Executive VP, BancTrust;<br>Executive VP, BancTrust;   | None  | *26,415/0.15%<br>*includes 4,000<br>stock options  | None  | None                      |
| Michael D. Fitzhugh<br>Mobile, AL<br>U.S.A.   | Southern Division President<br>BankTrust   | Executive Vice President,<br>BancTrust; Southern Division<br>President, BankTrust  | None  | *13,027/0.07%<br>* includes 4,000<br>stock options | None  | None                      |
| F. Michael Johnson<br>Mobile, AL<br>U.S.A.    | Executive Vice President,<br>Chief Financial Officer ,<br>Executive Vice President,<br>and Secretary, BancTrust; | Executive Vice President,<br>Chief Financial Officer<br>and Secretary, BancTrust;<br>Executive Vice President,<br>Chief Financial Officer, Cashier<br>and Secretary, BankTrust | None  | *46,190/0.26%<br>*includes 4,000<br>stock options  | None  | None                      |
| Edward T. Livingston<br>Selma, AL<br>U.S.A.   | Central Division President<br>BankTrust  | Central Division President<br>BankTrust; Executive Vice<br>President, BancTrust  | None  | *29,268/0.16%<br>*includes 15,000 stock<br>options | None  | None                      |
| Henry F. O'Connor III<br>Mobile, AL<br>U.S.A. | Executive Vice President,<br>Corporate Strategy Director,<br>BancTrust   | Executive Vice President,<br>Corporate Strategy Director,<br>BancTrust   | Managing Member,<br>VCP General Partner, LLC<br>Seaville, LLC<br>Ashland Investments, LLC | 0/0.00%  | Prytania Investments, LLC<br>North Royal, LLC | 33.0%<br>50.0%            |