

Board of Governors of the Federal Reserve System

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Annual Report of Holding Companies—FR Y-6

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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):

12/31/12

Month / Day / Year

Lee Hanna

Name of the Holding Company Director and Official

President & CEO

Title of the Holding Company Director and Official

I 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.

Reporter's Name, Street, and Mailing Address

CNL Bankshares, Inc.

Legal Title of Holding Company

P.O. Box 4968

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

Orlando FL 32802

City State Zip Code

450 S. Orange Ave.

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:

Chirag Bhavsar EVP & CFO

Name Title

407-992-3732

Area Code / Phone Number / Extension

407-992-4291

Area Code / FAX Number

cbhavsar@cnlbank.com

E-mail Address

www.cnlbank.com

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

Signature of Holding Company Director and Official

Date of Signature

3/26/13

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
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."

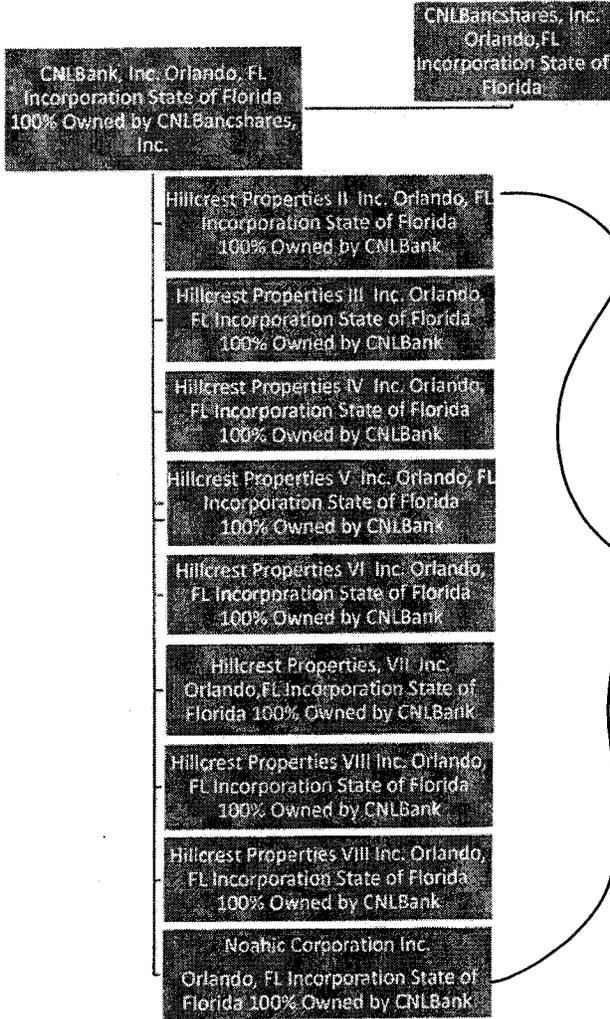
No

**Form FR Y-6
December 31, 2012
Report Item 1: Annual Report to Shareholders**

Item 1: CNLBancshares, Inc. is not registered with the SEC but does provide an annual report to its shareholders. A copy of the annual report and the audited financial statements are enclosed with this report.

Revised

Form FR Y-6
December 31, 2012
Report Item 2: Organizational Chart



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5/9/13

FRY-6
December 31, 2012
Report Item 2b: Domestic Branch Listing

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	Office Number*	Head Office	Head Office ID_RSSD*	Comments
Correct		Full Service (Head Office)	2596262	CNLBANK	450 SOUTH ORANGE AVENUE	ORLANDO	FL	32801	ORANGE	UNITED STATES	0	CNLBANK	2596262	
Correct		Full Service	3826041	AVENTURA BRANCH	19027 BISCAYNE BOULEVARD	AVENTURA	FL	33180	MIAMI-DADE	UNITED STATES	11	CNLBANK	2596262	
Correct		Full Service	3743643	BOCA RATON BRANCH	225 N. E. MIZNER BOULEVARD, SUITE 150	BOCA RATON	FL	33432	PALM BEACH	UNITED STATES	8	CNLBANK	2596262	
Correct		Full Service	3590007	BONITA SPRINGS BRANCH	9160 BONITA BEACH ROAD	BONITA SPRINGS	FL	34135	LEE	UNITED STATES	16	CNLBANK	2596262	
Correct		Full Service	3804919	CORAL GABLES BRANCH	550 BILTMORE WAY, SUITE 118	CORAL GABLES	FL	33134	MIAMI-DADE	UNITED STATES	9	CNLBANK	2596262	
Correct		Full Service	3804889	COCONUT POINT BRANCH	7996 MEDITERRANEAN DRIVE	ESTERO	FL	33928	LEE	UNITED STATES	20	CNLBANK	2596262	
Correct		Full Service	3923575	LAS OLAS BRANCH	888 EAST LAS OLAS BOULEVARD, SUITE 710	FORT LAUDERDALE	FL	33301	BROWARD	UNITED STATES	15	CNLBANK	2596262	
Correct		Full Service	3804852	FORT MYERS BRANCH	5220 SUMMERLIN COMMONS BOULEVARD	FORT MYERS	FL	33919	LEE	UNITED STATES	18	CNLBANK	2596262	
Correct		Full Service	2876991	LAKE MARY BRANCH	1200 INTERNATIONAL PARKWAY SOUTH	HEATHROW	FL	32746	SEMINOLE	UNITED STATES	1	CNLBANK	2596262	
Correct		Full Service	3346295	DEERWOOD PARK BRANCH	10739 DEERWOOD PARK BOULEVARD	JACKSONVILLE	FL	32256	DUVAL	UNITED STATES	12	CNLBANK	2596262	
Correct		Full Service	3804807	MAGNOLIA SQUARE BRANCH	1435 PINE RIDGE ROAD	NAPLES	FL	34135	NASSAU	UNITED STATES	19	CNLBANK	2596262	
Correct		Full Service	3743625	DR. PHILLIPS BRANCH	7625 SAND LAKE ROAD	ORLANDO	FL	32819	ORANGE	UNITED STATES	2	CNLBANK	2596262	
Correct		Full Service	3924059	PONTE VEDRA BRANCH	330 A1A NORTH, SUITE 324	PONTE VEDRA BEACH	FL	32082	ST. JOHNS	UNITED STATES	13	CNLBANK	2596262	
Correct		Full Service	3804861	SAINT AUGUSTINE BRANCH	1850 OLD MOULTRIE ROAD	SAINT AUGUSTINE	FL	32086	ST. JOHNS	UNITED STATES	14	CNLBANK	2596262	
Correct		Full Service	3743616	SARASOTA BRANCH	1567 MAIN STREET	SARASOTA	FL	34236	SARASOTA	UNITED STATES	17	CNLBANK	2596262	
Correct		Full Service	3743634	WINTER PARK BRANCH	200 EAST NEW ENGLAND AVENUE	WINTER PARK	FL	32789	ORANGE	UNITED STATES	3	CNLBANK	2596262	

Form FR Y-6
CNLBancshares, Inc.
Fiscal Year Ending December 31, 2012

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 12-31-2012

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 the fiscal year ending 12/31/2012

(1)(a) Name, City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(1)(a) Name, City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities
James Seneff Jr Winter Park, FL, USA	USA	4,962,504 - 26% Voting Common Stock 116,981 - 0% Options on Common Stock	NONE	NONE	NONE
Robert Bourne Winter Park, FL, USA	USA	2,466,468 - 13% Voting Common Stock 18,556 - 0% Options on Common Stock			