

Revised

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):

December 31, 2013

Month / Day / Year

I, **Lee Hanna**

Reporter's Name, Street, and Mailing Address

CNLBancshares Inc

Name of the Holding Company Director and Official

President and Chief Executive Officer

Legal Title of Holding Company

PO Box 4968

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.

Orlando FL 32802
City State Zip Code

450 S Orange Avenue, Orlando, FL 32801

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:

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

03/26/2014

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

Does the reporter request confidential treatment for any portion of this submission?
 Yes Please identify the report items to which this request applies:
44C
 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 Federal Reserve Bank Use Only
RSSD ID _____
C.I. _____

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. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

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

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Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

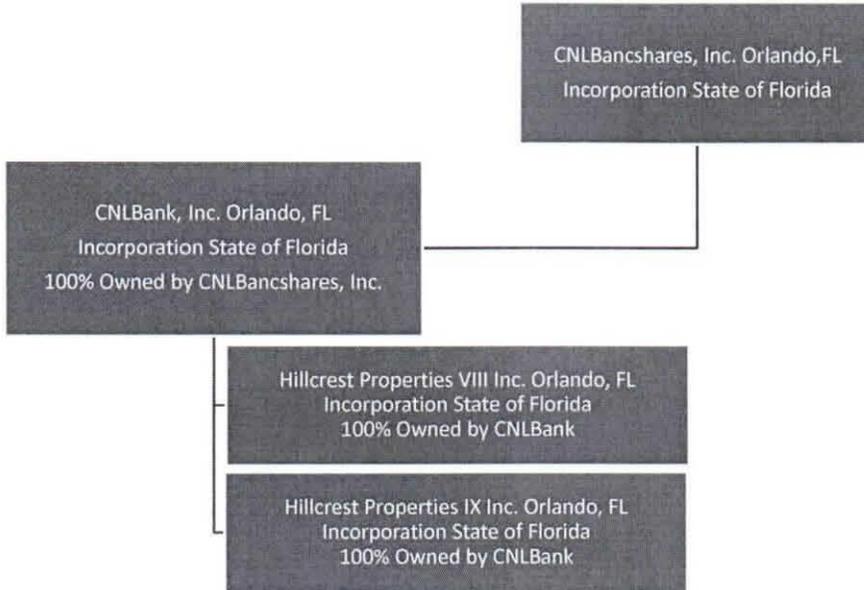
City State Zip Code

Physical location (if different from mailing address)

Form FR Y-6
December 31, 2013
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.

Form FR Y-6
December 31, 2013
Report Item 2: Organizational Chart



FRY-6
December 31, 2013
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 | 9180 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 | 33907 | 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 | 34109 | COLLIER | 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 | 32084 | 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, 2013

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 12-31-2013 | | | 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 12/31/2013 | | |
|---|--|---|--|--|--|
| (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 | | | |

Form FR Y-6
CNLBancshares, Inc.
Fiscal Year Ending December 31, 2013

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 (includes 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) |
|---|--|--|---|--|--|---|---|
| James M. Seneff, Jr. Winter Park, FL, USA | Business Executive | Chairman of the Board | N/A | Executive Chairman CNL Financial Group, Inc. | 26% | N/A | See Attached |
| Robert A. Bourne Winter Park, FL, USA | Business Executive | Vice Chairman | N/A | Vice Chairman CNL Financial Group, Inc. | 13% | N/A | See Attached |
| Lee E. Hanna Jacksonville, FL, USA | N/A | Chief Executive Officer President Director | Chairman Chief Executive Officer CNLBank | N/A | 2% | N/A | N/A |
| Chirag J. Bhavsar Orlando, FL, USA | N/A | Chief Financial Officer Executive Vice President | Chief Financial Officer Executive Vice President CNLBank | N/A | 1% | N/A | N/A |
| Rafael E. Martinez Orlando, FL, USA | Business Executive | Director | Director, CNLBank | Managing Partner McEwan, Martinez & Dukes, PA | 0% | N/A | McEwan, Martinez & Dukes, PA McEwan-Edwards Building |
| Dianna F. Morgan Windermere, FL, USA | Business Executive | Director | N/A | Chairman Orlando Health Board of Directors | 0% | N/A | N/A |
| Charles W. Newman Ponte Vedra Beach, FL, USA | Business Executive | Director | N/A | President KGI Capital, Inc. | 2% | N/A | N/A |
| John D. Race Winter Park, FL, USA | Business Executive | Director | Director, CNLBank | Partner DePrince, Race & Zollo, Inc. | 1% | N/A | DePrince, Race & Zollo, Inc. |
| Tracy G. Schmidt Windermere, FL, USA | Business Executive | Director | Director, CNLBank | Chief Financial Officer CNL Financial Group, Inc. | 1% | N/A | N/A |
| C. Daniel Rice Jacksonville, FL, USA | Business Executive | Director | N/A | President & CEO MayPort Venture Partners LLC | 1% | N/A | MayPort Venture Partners LLC Contender Management, Inc. Contender Investments, LP Viking Strategic Investment Management, LLC Clemson Investments, LLC |

| ROBERT A. BOURNE - DIRECTOR CNLBANK | |
|---|--|
| LIST OF ENTITIES | |
| WITH 25% OR MORE OWNERSHIP AND / OR VOTING CONTROL | |
| AS OF DECEMBER 31, 2013 | |
| Entity Name | Ownership % and / or Voting Control |
| 245th Shelf Corporation | 81% |
| Bourne Family Partnership, LP | 35% |
| Bourne Holding Company, LLC | 35% |
| CNL BR Manager I, LLC | 60% |
| CNL Corporate Investors I, J. V. | 40% |
| CNL Corporate Investors, Inc. | 40% |
| CNL Dickinson, Inc. | 40% |
| CNL Dickinson, Ltd. | 40% |
| CNL Growth Corp. | 100% |
| CNL Income & Growth Corp. | 40% |
| CNL Income Investors Member, LLC | 40% |
| CNL Plaza II Corp. | 40% |
| CNL Plaza II Limited Partners, LLC | 40% |
| CNL Plaza II Parent Corp. | 40% |
| CNL Plaza III Member, LLC | 40% |
| CNL Plaza IV Member, LLC | 40% |
| CNL Realty Corporation | 50% |
| CNL Restaurants XIV, Inc. | 40% |
| CNL Restaurants XVI, Inc. | 40% |
| CNL Select Partners I Member, LLC | 32% |
| CNL TLH Manager I, LLC | 60% |
| Lake Hart Investors, Inc. | 40% |
| Lake Hart Investors, Ltd. | 40% |
| Lake Hart Partners II, Inc. | 40% |
| Lake Hart Partners, Inc. | 40% |
| Moss Park Q Partners GP, Inc. | 40% |
| Moss Park Q Partners, Inc. | 40% |
| Moss Park Q Partners, LLLP | 40% |
| NW Orlando II, LLC | 40% |
| NW Orlando, LLC | 40% |
| RAB 2013, LLC | 100% |
| RAB GROWTH FUND MANAGER, LLC | 100% |
| RAB GROWTH FUND, LLC | 100% |
| RAB Oil & Gas Holdings, LLC | 100% |
| RAB Oil & Gas MS Holdings, LLC | 100% |
| RAB Oil & Gas TX Holdings, LLC | 100% |
| Restaurants XVII, Inc. | 40% |
| RJ I, LLC | 40% |
| Sutton/CNL Apartments Manager, LLC | 32% |
| Vista Retail Partners, LLC | 50% |
| Waco Real Estate Partners, LLC | 90% |