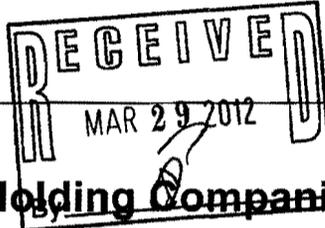


Board of Governors of the Federal Reserve System



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):
12/31/2011
 Month / Day / Year

1. C. Michael Collins
 Name of the Bank Holding Company Director and Official
President & CEO
 Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address
CNL Bancshares, Inc.
 Legal Title of Bank Holding Company
PO Box 4968
 (Mailing Address of the Bank Holding Company) Street / P.O. Box
Orlando Florida 32802
 City State Zip Code
450 S. Orange Avenue
 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:
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 Bank Holding Company's web page

C. Michael Collins
 Signature of Bank Holding Company Director and Official
3/20/2012
 Date of Signature

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 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 2705943
 C.I. _____

RSSD Tiering for:
 CNLBANCSHARES, INC.
 Structure as of 20111231 and going downward

Seq Num	ID RSSD	Legal Name	AddL	City	State/ Country	Dist FR	Ent Type	Actv Code	Basis of Relatnshp	PCT
0001	2705943	CNLBANCSHARES, INC.		ORLANDO	FLORIDA	6	BHC	551111		
0002	2596262	CNLBANK		ORLANDO	FLORIDA	6	NMB	52211	Vtg Eqty Other	100

Total Number of Entities in the tree 2
 Total Number of Unique Entities in the tree 2

Tier Selection Criteria

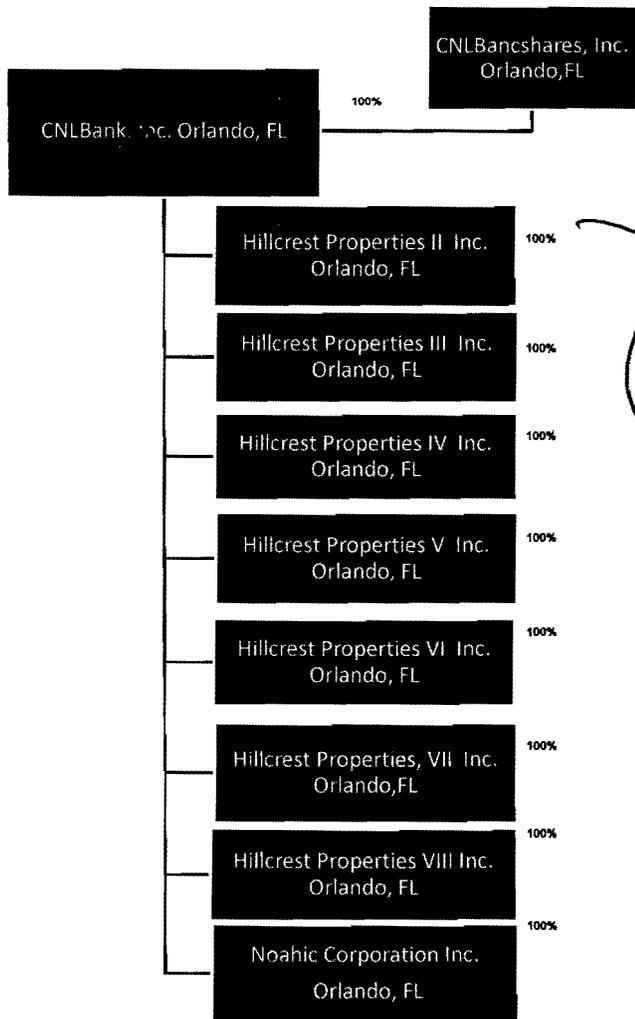
RSSD Tiering for	2705943 CNLBANCSHARES, INC.
As of Date	20111231
Direction	Down
Selection Rule	All Entities
Branches - Domestic Institutions	No Branches
Branches - Foreign Institutions	No Branches

Explanatory Notes

Entity Type	Description
BHC	BANK HOLDING COMPANY
NMB	NON-MEMBER BANK
Primary Activity Code	Description
52211	COMMERCIAL BANKING
551111	OFFICES OF BANK HOLDING COMPANIES
Basis of Relationship	Description
Other	Other Basis of Relationship
Vtg Eqty	Voting Equity

Two asterisks (**) next to the Seq Num indicates that confidentiality is pending or granted.
 An asterisk (*) next to the Addl Line Num denotes the Seq Num at which the offspring of this entity are listed.
 A dot dot dot notation (...) next to Legal Name denotes a circular relationship.

Form FR Y-6
December 31, 2011
Report Item 2: Organizational Chart



*Holds OREO
Not reportable
on Y-10
PMB*

FRY-6
December 31, 2011
Report Item 2b: Domestic Branch Listing

Date 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	3828041	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	3804819	CORAL GABLES BRANCH	560 BILTMORE WAY, SUITE 118	CORAL GABLES	FL	33134	MIAMI-DADE	UNITED STATES	9	CNLBANK	2596262	
Correct		Full Service	3804889	COCONUT POINT BRANCH	7966 MEDITERRANEAN DRIVE	ESTERO	FL	33626	LEE	UNITED STATES	20	CNLBANK	2596262	
Correct		Full Service	3823575	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	7825 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	3743818	SARASOTA BRANCH	1567 MAIN STREET	SARASOTA	FL	34236	SARASOTA	UNITED STATES	17	CNLBANK	2596262	
Correct		Full Service	3743834	WINTER PARK BRANCH	200 EAST NEW ENGLAND AVENUE	WINTER PARK	FL	32789	ORANGE	UNITED STATES	3	CNLBANK	2596262	

Form FR Y-6
CNL Bancshares, Inc.
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 12-31-2011

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 12-31-2011

(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 - 19% Common Stock 7,143 - 0% Warrants on Common Stock 116,981 - 0% Options on Common Stock	NONE	NONE	NONE
Robert Bourne Winter Park, FL, USA	USA	2,466,468 - 9% Common Stock 18,556 - 0% Options on Common Stock			

Form FR Y-6
CNLBancshares, Inc.
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 (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	Chairman and CEO CNL Financial Group, Inc.	19%	N/A	See Attached
Robert A. Boume Winter Park, FL, USA	Business Executive	Director	N/A	Vice Chairman CNL Financial Group, Inc.	9%	N/A	N/A
C. Michael Collins Winter Park, FL, USA	N/A	Chief Executive Officer President Director	Chief Executive Officer President CNLBank	N/A	3%	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
Lee E. Hanna Jacksonville, FL, USA	N/A	Vice Chairman	Director, CNLBank, First Coast	N/A	2%	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
Dianna F. Morgan Windermere, FL, USA	Business Executive	Director	N/A	Board of Trustees and Past Chair University of Florida	0%	N/A	N/A
Charles W. Newman Ponte Vedra Beach, FL, USA	Business Executive	Director	Director, CNLBank, First Coast	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

Form FR Y-6
CNLBancshares, Inc.
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 (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)
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. Viking Strategic Investment Management, Clemson Investments, LLC