

## 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, R. Eugene Taylor

Name of the Holding Company Director and Official  
Chairman and Chief Executive Officer

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.

R. Eugene Taylor  
Signature of Holding Company Director and Official

Date of Signature 3/28/14

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 4166939  
C.I. \_\_\_\_\_

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

December 31, 2013

Month / Day / Year

Reporter's Name, Street, and Mailing Address

Capital Bank Financial Corp.

Legal Title of Holding Company

121Alhambra Plaza, Ste. 1601

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

Coral Gables FL 33134  
City State Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Pamela Thomas Financial Reporting Mgr.

Name Title

786-866-8802

Area Code / Phone Number / Extension

305-224-4960

Area Code / FAX Number

Pamela.Thomas@Capitalbank-us.com

E-mail Address

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

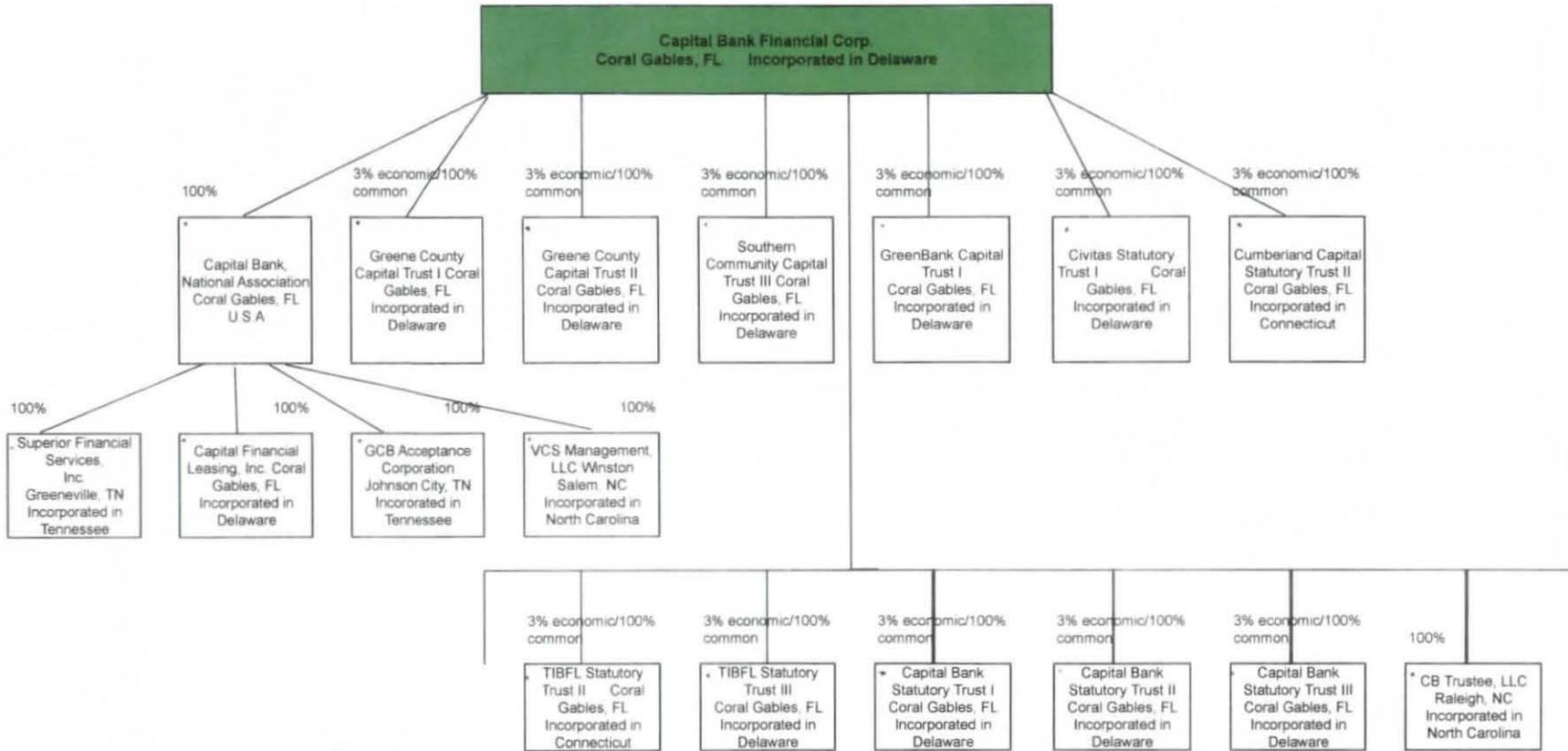
Does the reporter request confidential treatment for any portion of this submission?

Yes Please identify the report items to which this request applies:

- 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

Item 2a



**Results:** A list of branches for your holding company: **CAPITAL BANK FINANCIAL CORP. (4160939) of CORAL GABLES, FL.**  
 The data are as of **12/31/2013**. Data reflects information that was received and processed through **01/07/2014**.

**Reconciliation and Verification Steps**

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 FRB contact. See the detailed instructions on this site for more information.  
 If you are e-mailing this to your FRB 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://y10online.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 ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Comments
OK		4160667	CAPITAL BANK, NATIONAL ASSOCIATION	121 ALAHAMBRA PLAZA, SUITE 1601	CORAL GABLES	FL	33134	MIAMI-DADE	
Change	12/31/13	1838237	BIG PINE KEY BRANCH	30480 OVERSEAS HIGHWAY	BIG PINE KEY	FL	33043	MONROE	Street Address changed from 30400 to 30480
OK		3728378	BROOKS GRANDE PLAZA BRANCH	8100 HEALTH CENTER BLVD	BONITA SPRINGS	FL	34135	LEE	
OK		2689418	CAPE CORAL PARKWAY BRANCH	506 CAPE CORAL PARKWAY	CAPE CORAL	FL	33904	LEE	
OK		3459980	DEL PRADO BRANCH	521 DEL PRADO BOULEVARD SOUTH	CAPE CORAL	FL	33990	LEE	
OK		3901135	SANTA BARBARA BRANCH	2209 SANTA BARBARA BOULEVARD, SUITE 101	CAPE CORAL	FL	33991	LEE	
Change	12/31/13	3129911	MCGREGOR BRANCH	15280 MCGREGOR BRANCH	FORT MYERS	FL	33908	LEE	Popluar name should be McGregor Branch not McGregor Boulevard
OK		3728426	METRO PARKWAY BRANCH	12205 METRO PARKWAY	FORT MYERS	FL	33966	LEE	
OK		740632	KROME AVENUE BRANCH	777 NORTH KROME AVENUE	HOMESTEAD	FL	33030	MIAMI-DADE	
Change	12/31/13	2359300	HOMESTEAD BLVD BRANCH	600 NORTH HOMESTEAD BOULEVARD	HOMESTEAD	FL	33030	MIAMI-DADE	Popluar name should be Homestead Blvd Branch not North Homestead Blvd
OK		2266220	ISLAMORADA BRANCH	80900 OVERSEAS HIGHWAY	ISLAMORADA	FL	33036	MONROE	
OK		272133	BAYSIDE BRANCH	103330 OVERSEAS HIGHWAY	KEY LARGO	FL	33037	MONROE	
OK		266132	KEY LARGO BRANCH	99451 OVERSEAS HWY	KEY LARGO	FL	33037	MONROE	
OK		1217168	KEY WEST BRANCH	330 WHITEHEAD STREET	KEY WEST	FL	33040	MONROE	
OK		2260787	NORTH ROOSEVELT BRANCH	3618 NORTH ROOSEVELT BOULEVARD	KEY WEST	FL	33040	MONROE	
Change	12/31/13	1168288	MARATHON SHORES BRANCH	11401 OVERSEAS HIGHWAY	MARATHON	FL	33052	MONROE	Zip code changes from 33050 to 33052

Change	12/31/13	2454661	MARATHON BRANCH	2348 OVERSEAS HIGHWAY	MARATHON	FL	33050	MONROE	Popular name should be Marathon Branch not Old Town Marathon Branch
Change	12/31/13	4167460	ALHAMBRA BRANCH	121 ALHAMBRA PLAZA, SUITE 100	CORAL GABLES	FL	33134	MIAMI-DADE	City should be Coral Gables not Miami
Change	12/31/13	4163323	AVENTURA BRANCH	20295 NORTHEAST 29TH PLACE	AVENTURA	FL	33180	MIAMI-DADE	City should be Aventura not Miami
Change	12/31/13	2690647	GABLES WATERWAY BRANCH	1390 SOUTH DIXIE HIGHWAY	CORAL GABLES	FL	33146	MIAMI-DADE	City should be Coral Gables not Miami
OK		2266109	KINGS BAY BRANCH	14499 SOUTH DIXIE HIGHWAY	MIAMI	FL	33176	MIAMI-DADE	
Change	12/31/13	4167442	PINECREST BRANCH	9579 SOUTH DIXIE HIGHWAY	PINECREST	FL	33156	MIAMI-DADE	City should be Pinecrest not Miami
Change	12/31/13	4167451	SOUTH MIAMI BRANCH	7312 RED ROAD	SOUTH MIAMI	FL	33143	MIAMI-DADE	City should be South Miami not Miami
OK		810937	WEST KENDALL BRANCH	9000 S.W. 137TH AVENUE	MIAMI	FL	33186	MIAMI-DADE	
OK		3728408	CITY CENTER BRANCH	599 9TH STREET NORTH, SUITE 100	NAPLES	FL	34102	COLLIER	
OK		267737	NAPLES BOULEVARD BRANCH	6435 NAPLES BOULEVARD	NAPLES	FL	34109	COLLIER	
OK		3723609	LAUREL BRANCH	3479 PRECISION DRIVE, SUITE 118	NOKOMIS	FL	34275	SARASOTA	
OK		3135949	NOKOMIS BRANCH	1099 N TAMAMIAMI TRAIL	NOKOMIS	FL	34275	SARASOTA	
Change	12/31/13	2759955	HANCOCK BRANCH	3405 HANCOCK BRIDGE PARKWAY	NORTH FORT MYERS	FL	33903	LEE	Popular name should be Hancock Branch not Hancock Bridge Branch
Change	12/31/13	2643915	LIGHTHOUSE POINT BRANCH	4820 NORTH FEDERAL HIGHWAY	LIGHTHOUSE POINT	FL	33064	BROWARD	City should be Lighthouse point not Pompano Beach
Change	12/31/13	3145591	PINE ISLAND BRANCH	9820 STRINGFELLOW ROAD	SAINT JAMES CITY	FL	33956	LEE	Popular name should be Pine Island Branch not Saint James City Branch
Change	12/31/13	3105054	SUNRISE BRANCH	4699 N. NOB HILL ROAD	SUNRISE	FL	33351	BROWARD	Address changed to 4669 N. NOB Hill Rod
OK		273738	TAVERNIER BRANCH	91980 OVERSEAS HIGHWAY	TAVERNIER	FL	33070	MONROE	
OK		3723597	AUBURN BRANCH	1790 EAST VENICE AVENUE, SUITE 101	VENICE	FL	34292	SARASOTA	
Change	12/31/13	3335468	VENICE AVENUE BRANCH	717 EAST VENICE AVENUE	VENICE	FL	34285	SARASOTA	Popular name should be Venice Avenue Branch not East Venice Avenue
OK		3158863	VENICE ISLAND BRANCH	240 NOKOMIS AVENUE SOUTH	VENICE	FL	34285	SARASOTA	
OK		3301726	LEICESTER HIGHWAY BRANCH	462 NEW LEICESTER HIGHWAY	ASHEVILLE	NC	28806	BUNCOMBE	
OK		3154931	NORTH ASHEVILLE BRANCH	918 MERRIMON AVE	ASHEVILLE	NC	28804	BUNCOMBE	
OK		3678192	SOUTH ASHEVILLE BRANCH	1751 HENDERSONVILLE ROAD	ASHEVILLE	NC	28803	BUNCOMBE	
OK		662770	BURLINGTON MAIN BRANCH	445 SOUTH MAIN STREET	BURLINGTON	NC	27215	ALAMANCE	
OK		2438791	HUFFMAN MILL BRANCH	503 HUFFMAN MILL ROAD	BURLINGTON	NC	27215	ALAMANCE	
OK		2998389	SOUTH CHURCH STREET BRANCH	3466 SOUTH CHURCH ST	BURLINGTON	NC	27215	ALAMANCE	
Change	12/31/13	2998512	KILDAIRE BRANCH	1201 KILDAIRE FARM RD	CARY	NC	27511	WAKE	Popular name should be Kildaire Branch not Kildaire Farm Branch
OK		3970038	WEST CARY BRANCH	7705 CARPENTER FIRE STATION ROAD	CARY	NC	27519	WAKE	
OK		3832220	CLAYTON BRANCH	12701 US HIGHWAY 70W	CLAYTON	NC	27520	JOHNSTON	
OK		3305500	CLEMMONS BRANCH	6290 TOWNCENTER DRIVE	CLEMMONS	NC	27012	FORSYTH	
OK		2509114	DOBSON BRANCH	201 WEST KAPP STREET	DOBSON	NC	27017	SURRY	
OK		3364589	GREEN STREET BRANCH	225 GREEN STREET, SUITE 101	FAYETTEVILLE	NC	28301	CUMBERLAND	
OK		4201814	HOPE MILLS BRANCH	3310 SOUTH PEAK DRIVE	FAYETTEVILLE	NC	28306	CUMBERLAND	
OK		3194544	MCPHERSON STREET BRANCH	929 SOUTH MCPHERSON CHURCH RD	FAYETTEVILLE	NC	28303	CUMBERLAND	

OK		3639371	RAMSEY STREET BRANCH	4841 RAMSEY STREET	FAYETTEVILLE	NC	28311	CUMBERLAND	
OK		2438764	GRAHAM BRANCH	227 SOUTH MAIN STREET	GRAHAM	NC	27253	ALAMANCE	
OK		3398696	GREENSBORO BRANCH	1505 HIGHWOODS BOULEVARD	GREENSBORO	NC	27410	GUILFORD	
OK		3154940	HICKORY BRANCH	225 4TH STREET NW	HICKORY	NC	28601	CATAWBA	
OK		3119239	HIGH POINT BRANCH	2541 EASTCHESTER DR	HIGH POINT	NC	27265	GUILFORD	
OK		3970001	HOLLY SPRINGS BRANCH	5070 KENTWORTH DRIVE	HOLLY SPRINGS	NC	27540	WAKE	
OK		3017205	HOT SPRINGS BRANCH	164 BRIDGE STREET	HOT SPRINGS	NC	28743	MADISON	
OK		3288658	JONESVILLE BRANCH	503 WINSTON ROAD	JONESVILLE	NC	28642	YADKIN	
OK		3103724	KERNERSVILLE BRANCH	1207 SOUTH MAIN STREET	KERNERSVILLE	NC	27284	FORSYTH	
OK		3288630	KING BRANCH	105 POST OFFICE STREET	KING	NC	27021	STOKES	
OK		1462070	MADISON BRANCH	619 AYERSVILLE ROAD	MADISON	NC	27025	ROCKINGHAM	
OK		2438803	MEBANE OFFICE	102 E WASHINGTON STREET	MEBANE	NC	27302	ALAMANCE	
OK		3466670	MOORESVILLE BRANCH	210 KNOB HILL ROAD	MOORESVILLE	NC	28117	IREDELL	
OK		2998455	MORRISVILLE BRANCH	9632 CHAPEL HILL RD	MORRISVILLE	NC	27560	WAKE	
OK		1198922	MOUNT AIRY 601 BRANCH	2010 COMMUNITY DRIVE	MOUNT AIRY	NC	27030	SURRY	
OK		2509093	MOUNT AIRY DOWNTOWN BRANCH	255 EAST INDEPENDENCE BLVD	MOUNT AIRY	NC	27030	SURRY	
OK		3284481	OXFORD BRANCH	200 WILLIAMSBORO ST	OXFORD	NC	27565	GRANVILLE	
OK		652726	PILOT MOUNTAIN BRANCH	616 SOUTH KEY STREET	PILOT MOUNTAIN	NC	27041	SURRY	
OK		3355215	PITTSBORO BRANCH	37 HILLSBORO STREET	PITTSBORO	NC	27312	CHATHAM	
OK		3284502	CAMERON VILLAGE BRANCH	2127 CLARK AVENUE	RALEIGH	NC	27605	WAKE	
OK		2532662	CAPITAL BANK PLAZA BRANCH	333 FAYETTEVILLE STREET, SUITE 102	RALEIGH	NC	27601	WAKE	
OK		2998530	FALLS OF THE NEUSE BRANCH	6501 FALLS OF NEUSE ROAD	RALEIGH	NC	27615	WAKE	
OK		3721632	GLENWOOD AVENUE BRANCH	4901 GLENWOOD AVENUE	RALEIGH	NC	27612	WAKE	
Change	12/31/13	3424102	EDWARDS MILL BRANCH	3100 EDWARDS MILL ROAD	RALEIGH	NC	27612	WAKE	Popular name changed to Edwards Mill Branch not Raleigh Edward Mill Branch
OK		2998473	SIX FORKS ROAD BRANCH	8816 SIX FORKS RD SUITE 101	RALEIGH	NC	27615	WAKE	
OK		1387829	SANDY RIDGE BRANCH	4928 HIGHWAY 704 WEST	SANDY RIDGE	NC	27046	STOKES	
OK		2998482	HORNER BOULEVARD BRANCH	2917 SOUTH HORNER BOULEVARD	SANFORD	NC	27332	LEE	
OK		2998549	STEELE STREET BRANCH	130 NORTH STEELE ST	SANFORD	NC	27330	LEE	
Change	12/31/13	2998558	TRAMWAY CROSSING BRANCH	2222 JEFFERSON DAVIS HIGHWAY	SANFORD	NC	27332	LEE	Zip code changes from 273300 to 27332
OK		436579	SILER CITY BRANCH	300 EAST RALEIGH STREET	SILER CITY	NC	27344	CHATHAM	
OK		1495694	UNION GROVE BRANCH	1439 WEST MEMORIAL HIGHWAY	UNION GROVE	NC	28689	IREDELL	
OK		3301717	WAKE FOREST BRANCH	12217 CAPITAL BLVD	WAKE FOREST	NC	27587	WAKE	
OK		3288649	WALNUT COVE BRANCH	1072 NORTH MAIN STREET	WALNUT COVE	NC	27052	STOKES	
OK		2514547	JONESTOWN BRANCH	4701 COUNTRY CLUB ROAD	WINSTON SALEM	NC	27104	FORSYTH	
OK		3103667	STRATFORD ROAD BRANCH	500 SOUTH STRATFORD ROAD	WINSTON SALEM	NC	27103	FORSYTH	
OK		3103649	UNIVERSITY BRANCH	225 EAST HANES MILL ROAD	WINSTON SALEM	NC	27105	FORSYTH	
OK		3103676	SOUTH PARK BRANCH	3151 PETERS CREEK PARKWAY	WINSTON SALEM	NC	27127	FORSYTH	
OK		3103685	YADKINVILLE BRANCH	532 EAST MAIN STREET	YADKINVILLE	NC	27055	YADKIN	
OK		3721641	ZEBULON BRANCH	1260 NORTH ARENDELL AVENUE	ZEBULON	NC	27597	WAKE	
OK		3105746	BOILING SPRINGS BRANCH	3090 BOILING SPRINGS ROAD	BOILING SPRINGS	SC	29316	SPARTANBURG	
Change	12/31/13	3679658	COLUMBIA MAIN DRIVE THRU	1340 SUMTER STREET	COLUMBIA	SC	29201	RICHLAND	Change Popular name to Columbia Main Drive Thru from Columbia Drive Thru Branch
OK		3109397	COLUMBIA MAIN BRANCH	1320 MAIN STREET	COLUMBIA	SC	29201	RICHLAND	
OK		3591992	GARNERS FERRY BRANCH	6041 GARNERS FERRY ROAD	COLUMBIA	SC	29209	RICHLAND	
OK		3591965	NORTHEAST BRANCH	10134 TWO NOTCH ROAD	COLUMBIA	SC	29223	RICHLAND	
OK		3130720	TRENHOLM BRANCH	4840 FOREST DRIVE	COLUMBIA	SC	29206	RICHLAND	

OK		3433364	PELHAM BRANCH	3401 PELHAM ROAD	GREENVILLE	SC	29615	GREENVILLE	
OK		3648319	GREER BRANCH	713 WEST WADE HAMPTON BOULEVARD	GREER	SC	29650	GREENVILLE	
OK		3929719	LEXINGTON BRANCH	5075 SUNSET BOULEVARD	LEXINGTON	SC	29072	LEXINGTON	
OK		3390140	MOUNT PLEASANT BRANCH	651 JOHNNIE DODDS BLVD	MOUNT PLEASANT	SC	29464	CHARLESTON	
OK		4163284	PINE STREET BRANCH	215 NORTH PINE STREET	SPARTANBURG	SC	29302	SPARTANBURG	
OK		2992435	REIDVILLE ROAD BRANCH	2680 REIDVILLE RD	SPARTANBURG	SC	29301	SPARTANBURG	
OK		3943863	STONECREST BRANCH	1115 STONECREST BOULEVARD	TEGA CAY	SC	29708	YORK	
OK		930237	ALCOA BRANCH	325 WEST JOULE ST	ALCOA	TN	37701	BLOUNT	
OK		2317421	ATHENS BRANCH	1305 DECATUR PIKE	ATHENS	TN	37303	MCMINN	
Change	12/31/13	2589415	BRENTWOOD BRANCH	5120 MARYLAND WAY	BRENTWOOD	TN	37027	DAVIDSON	Changed County from Williamson to Davidson
Change	12/31/13	2898706	VOLUNTEER PARKWAY BRANCH	1430 VOLUNTEER PARKWAY	BRISTOL	TN	37620	SULLIVAN	Change Popular name to Volunteer Parkway Branch from Bristol Volunter Branch
OK		711436	BULLS GAP BRANCH	105 NORTH MAIN STREET	BULLS GAP	TN	37711	HAWKINS	
OK		191177	CARTHAGE BRANCH	1001 NORTH MAIN STREET	CARTHAGE	TN	37030	SMITH	
Change	12/31/13	2427003	FORT CAMPBELL BRANCH	111 CUNNINGHAM LANE	CLARKSVILLE	TN	37042	MONTGOMERY	Change Popular name to Fort Campbell Branch from Clarksville Cunningham Branch
OK		1396689	CLARKSVILLE DOWNTOWN BRANCH	25 JEFFERSON STREET	CLARKSVILLE	TN	37040	MONTGOMERY	
Change	12/31/13	2222329	SAINT BETHLEHEM BRANCH	2786 WILMA RUDOLPH BLVD	CLARKSVILLE	TN	37040	MONTGOMERY	Change Popular name to Saint Bethalem Branch from Clarksville Saint Branch
Change	12/31/13	3284258	SANGO BRANCH	599 FIRE STATION ROAD	CLARKSVILLE	TN	37043	MONTGOMERY	Change Popular name to Sango Branch from Clarksville Sango Branch
OK		1839878	HILLDALE OFFICE	1805 MADISON STREET	CLARKSVILLE	TN	37043	MONTGOMERY	
OK		732570	FRANKLIN ROYAL OAKS BRANCH	231 SOUTH ROYAL OAKS BOULEVARD	FRANKLIN	TN	37064	WILLIAMSON	
Change	12/31/13	3644955	COOL SPRINGS BRANCH	9200 CAROTHERS PARKWAY	FRANKLIN	TN	37067	WILLIAMSON	Change Popular name to Cool Springs Branch from Franklin Cool Springs Branch
OK		3276066	FRANKLIN DOWNTOWN BRANCH	320 MAIN STREET	FRANKLIN	TN	37064	WILLIAMSON	
Change	12/31/13	1435421	GALLATIN MAIN BRANCH	710 NASHVILLE PIKE	GALLATIN	TN	37066	SUMNER	Change Popular name to Gallatin Main Branch from Gallatin Nashville Pike Branch
Change	12/31/13	2222310	WEST BROADWAY BRANCH	250 WEST BROADWAY	GALLATIN	TN	37066	SUMNER	Change Popular name to West Broadway Branch from Gallatin West Broadway Branch
OK		2253800	GORDONSVILLE BRANCH	411 GORDONSVILLE HIGHWAY	GORDONSVILLE	TN	38563	SMITH	
Change	12/31/13	494430	11-EAST BYPASS BRANCH	3015 E. ANDREW JOHNSON HIGHWAY	GREENEVILLE	TN	37743	GREENE	Change zip code to 37743 from 37745
Change	12/31/13	490236	BALLEYTON BRANCH	560 VANN HILL ROAD	GREENEVILLE	TN	37745	GREENE	Change Popular name to Balleyton Branch from 560 Van Hill Road Branch
OK		491831	ASHEVILLE HIGHWAY BRANCH	503 ASHEVILLE HIGHWAY	GREENEVILLE	TN	37743	GREENE	
OK		488439	GREENEVILLE MAIN BRANCH	100 NORTH MAIN STREET	GREENEVILLE	TN	37743	GREENE	
OK		492333	TOWNE SQUARE BRANCH	255 WEST SUMMER STREET	GREENEVILLE	TN	37743	GREENE	
Change	12/31/13	369837	TUSCULUM ROAD BRANCH	841 TUSCULUM BOULEVARD	GREENEVILLE	TN	37743	GREENE	Change zip code to 37743 from 37745

Change	12/31/13	2120023	INDIAN LAKE BRANCH	117 INDIAN LAKE BOULEVARD	HENDERSONVILLE	TN	37075	SUMNER	Change Popular name to Indian Lake Branch from Hendersonville Indian Lake Branch
Change	12/31/13	2616722	NEW SHACKLE ISLAND BRANCH	303 NEW SHACKLE ISLAND ROAD	HENDERSONVILLE	TN	37075	SUMNER	Change Popular name to New Shackle Island Branch from Hendersonville New Shackle Island Branch
OK		2987187	BOONES CREEK BRANCH	4309 NORTH ROAN STREET	JOHNSON CITY	TN	37615	WASHINGTON	
Change	12/31/13	3645000	SOUTH ROAN BRANCH	2710 SOUTH ROAN STREET	JOHNSON CITY	TN	37604	WASHINGTON	Change Popular name to South Roan Branch from Johnson City South Roan Street Branch
OK		2494368	STATE OF FRANKLIN BRANCH	503 NORTH STATE OF FRANKLIN ROAD	JOHNSON CITY	TN	37604	WASHINGTON	
OK		2433527	JONESBOROUGH BRANCH	150 NORTH LINCOLN AVENUE	JONESBOROUGH	TN	37659	WASHINGTON	
Change	12/31/13	2872528	CENTER STREET BRANCH	110 EAST CENTER ST.	KINGSPORT	TN	37660	SULLIVAN	Change Popular name to Center Street Branch from Kingsport Center Street Branch
Change	12/31/13	3644982	STONE DRIVE BRANCH	1421 EAST STONE DRIVE	KINGSPORT	TN	37660	SULLIVAN	Change Popular name to Stone Drive Branch from Kingsport Stone Drive Branch
OK		3645037	KNOXVILLE BEARDEN BRANCH	5000 KINGSTON PIKE	KNOXVILLE	TN	37919	KNOX	
OK		3574454	KNOXVILLE FARRAGUT BRANCH	136 CONCORD ROAD	KNOXVILLE	TN	37934	KNOX	
OK		3851409	KNOXVILLE MIDDLEBROOK BRANCH	9261 MIDDLEBROOK PIKE	KNOXVILLE	TN	37931	KNOX	
OK		2852128	LAFAYETTE BRANCH	440 HIGHWAY 52 BYPASS WEST	LAFAYETTE	TN	37083	MACON	
OK		1411658	LAWRENCEBURG BRANCH	101 NORTH LOCUST AVENUE	LAWRENCEBURG	TN	38464	LAWRENCE	
OK		2906197	LENIOR CITY BRANCH	510 HIGHWAY 321 NORTH	LENOIR CITY	TN	37771	LOUDON	
OK		3119396	LOUDON BRANCH	2360 HIGHWAY 72 NORTH	LOUDON	TN	37774	LOUDON	
OK		3741984	MADISONVILLE BRANCH	4653 HIGHWAY 411	MADISONVILLE	TN	37354	MONROE	
OK		3741993	EAGLETON BRANCH	2747 EAST BROADWAY	MARYVILLE	TN	37804	BLOUNT	
OK		2868277	HERITAGE BRANCH	2215 EAST LAMAR ALEXANDER PARKWAY	MARYVILLE	TN	37804	BLOUNT	
OK		2434935	WEST MARYVILLE BRANCH	403 FOOTHILLS MALL DRIVE	MARYVILLE	TN	37801	BLOUNT	
Change	12/31/13	3742002	COLLEGE SQUARE BRANCH	2329 EAST MORRIS BOULEVARD	MORRISTOWN	TN	37814	HAMBLEN	Change Popular name to Colleger Square Branch from Morristown College Square Branch
OK		2210885	MORRISTOWN PLAZA BRANCH	1908 W. ANDREW JOHNSON HWY	MORRISTOWN	TN	37814	HAMBLEN	
OK		2457756	WEST END BRANCH	3610 WEST ANDREW JOHNSON HWY	MORRISTOWN	TN	37814	HAMBLEN	
OK		493938	MOSHEIM BRANCH	17 NORTH SPRING STREET	MOSHEIM	TN	37818	GREENE	
Change	12/31/13	2795207	CASON LANE BRANCH	164 CASON LANE	MURFREESBORO	TN	37128	RUTHERFORD	Change Popular name to Cason Lane Branch from Murfreesboro Cason Lane Branch
Change	12/31/13	2454009	NORTHFIELD BRANCH	372 WEST NORTHFIELD BOULEVARD	MURFREESBORO	TN	37129	RUTHERFORD	Change Popular name to Northfield Branch from Murfreesboro Northfield Branch
OK		3644973	MURFREESBORO SOUTH CHURCH BRANCH	1470 SOUTH CHURCH STREET	MURFREESBORO	TN	37130	RUTHERFORD	
OK		3395695	GLEN ECHO ROAD BRANCH	1915 GLEN ECHO ROAD	NASHVILLE	TN	37215	DAVIDSON	

Change	12/31/13	3307278	DONELSON BRANCH	2621 LEBANON PIKE	NASHVILLE	TN	37214	DAVIDSON	Change Popular name to Donelson Branch from Nashville Donelsen Branch
Change	12/31/13	3229857	HILLSBORO BRANCH	4205 HILLSBORO ROAD	NASHVILLE	TN	37215	DAVIDSON	Change Popular name to Hillsboro Branch from Nashville Hillsboro Branch
OK		2757081	NEWPORT BRANCH	602 COSBY HIGHWAY	NEWPORT	TN	37821	COCKE	
OK		2738530	NIOTA BRANCH	204 EAST MAIN STREET	NIOTA	TN	37826	MCMINN	
OK		2813633	PORTLAND BRANCH	420 HIGHWAY 52 WEST	PORTLAND	TN	37148	SUMNER	
OK		832135	PARK BOULEVARD BRANCH	410 PARK BOULEVARD	ROGERSVILLE	TN	37857	HAWKINS	
OK		1433230	ROGERSVILLE BRANCH	210 WEST MAIN STREET	ROGERSVILLE	TN	37857	HAWKINS	
OK		1432028	SAINT JOSEPH BRANCH	202 SOUTH MAIN STREET	SAINT JOSEPH	TN	38481	LAWRENCE	
OK		2852173	SMYRNA BRANCH	559 SAM RIDLEY PARKWAY WEST	SMYRNA	TN	37167	RUTHERFORD	
OK		3303234	SPRING HILL BRANCH	4922 MAIN STREET	SPRING HILL	TN	37174	WILLIAMSON	
OK		716132	SURGOINSVILLE BRANCH	290 BELLAMY AVENUE	SURGOINSVILLE	TN	37873	HAWKINS	
OK		2358161	WHITE HOUSE BRANCH	2916 HWY 31W SOUTH	WHITE HOUSE	TN	37188	SUMNER	
Change	12/31/13	3288238	STATE STREET BRANCH	901 WEST STATE STREET	BRISTOL	VA	24201	BRISTOL CITY	Change Popular name to State Street Branch from Bristol Volunter Parkway Branch

**Form FR Y-6**

**Legal Title of Holding Company 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	(2)(a) Name, City, State, Country	(2)(b) Country of Citizenship or incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Crestview Partners II, GP, L.P. 667 Madison Ave. New York, NY 1--65	USA	2,896,260- 8.7% Common Stock	None		
T. Rowe Price 100 E. Pratt St. Baltimore, MD 21202	USA	2,486,240 – 7.6% Common Stock			
Wellington Management Co LLP 280 Congress St. Boston, MA 02210	USA	2,528,200 - 7.8% Common Stock			
Vaughan Nelson Investment Management, L.P. 600 Travis, Ste. 6300 Houston, TX 77002	USA	1,788,572 - 5.5% Common Stock			
Vanguard Group Inc. P.O. Box V26 Valley Forge, PA 19482-2600	USA	1,741,520 – 5.36% Common Stock			
R. Eugene Taylor 4725 Piedmont Row Dr. Charlotte, NC 28210	USA	2,323,744- 7% Common Stock			

**FORM FR Y-6**  
**Legal Title of Holding Company**  
**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 Holding Company	(3)(a) Title & Position with 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 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)
R. Eugene Taylor Charlotte, NC	N/A	Chairman, Chief Executive Officer	Chairman, President, Chief Executive Officer, Capital Bank	N/A	7%	None	N/A
Christopher G. Marshall Charlotte, NC	N/A	Executive Vice President, Chief Financial Officer	Director, Exec. Vice President, Chief Financial Officer, Capital Bank	N/A	2.8%	None	N/A
R. Bruce Singletary Jacksonville, FL	N/A	Executive Vice President, Chief Risk Officer	Director, Executive Vice President, Chief Risk Officer, Capital Bank	N/A	2%	None	N/A
Kenneth A. Posner New York, NY	N/A	Sr. VP, Chief of Investment Analytics and Research	N/A	Managing Member of Table Rock Management LLC and Shawangunk Adventures, LLC	1%	None	Table Rock Management LLC - 100% Shawangunk Adventures, LLC - 50%
Vincent M. Lichtenberger Charlotte, NC	N/A	Executive Vice President, General Counsel & Corporate Secretary	General Counsel & Corporate Secretary	N/A	*%	None	N/A
Maria Justo	N/A	Sr. Vice President	Enterprise Risk Executive	N/A	*%	None	N/A
Richard M. DeMartini New York, NY	Private Equity Firm	Director	N/A	Officer of Crestview Advisors, LLC; Crestview, L.L.C.; Elm Rock Partners LLC; Member of DeMartini Investors L.L.C.; DeMartini Investors, L.P.; DeMartini Investors II, L.P.; DeMartini Investors III, L.P.; Elm Rock LLC; RJLL LLC; Partner of Woodhome Holdings LP	*%	None	DeMartini Investors L.L.C. - 100% DeMartini Investors, L.P. - family owns 100% DeMartini Investors II, L.P. - family owns 100% DeMartini Investors III, L.P. - family owns 100% Elm Rock LLC - 100% Elm Rock Partners LLC - >10%(but <50%) indirectly Woodhome Holdings LP - Family owns 100% RJLL LLC - 95% family owns
Peter N. Foss	Leader of	Director	Director, Capital Bank	N/A	*%	None	N/A

Charlotte, NC	General Electric Co. / NFL Brain Research program						
William A. Hodges Charlotte, NC	Residential Developer and Homebuilder	Director	Director, Capital Bank	President and Owner LKW Aviation, LLC; LKW Properties LLC	*%	None	LKW Properties LLC – 50% LKW Aviation, LLC – 100% Laurel Oak Farm, LLC – 25%
Jeffrey E. Kirt New York, NY	Private Equity Firm	Director	N/A	Portfolio Manager Oak Hill Advisors, L.P. Director, Avolon Aerospace Ltd.; Director, Cooper-Standard Holdings, Inc.	*%	None	N/A
Marc D. Oken Charlotte, NC	Private Equity Firm	Director	N/A	Managing Partner, Falfurrias Capital Partners; Director – Dorsey Wright & Associates; Director – Marsh & McLennan Companies; Director – Sonoco Products Company	*%	None	Dorsey Wright & Associates – 55% Falfurrias Capital Partners – 25% (+/-) ITEC (Instrument Technology Equipment Company) – 75% (+/-)
Martha M. Bachman Greeneville, TN	Financial Consultant	Director	N/A	N/A	*%	None	N/A
Oscar A. Keller, III Sanford, NC	CEO, Earthtec of NC, Inc.	Director	N/A	CEO, Earthtec Of NC, Inc.; Chairman of the Sanford Lee County Regional Airport Authority; VP of Lee County Economic Development Corp.; Member-Manager of Amos Properties, LLC; Apex Investors, LLC; B & L of NC, LLC; Carolina Independent Properties, LLC, Coventry House Inn, LLC; Earthtec Investors, LLC; Farrell Street Investors, LLC; Granville Health Investors, LLC; Happy Starfish, LLC; K & W, LLC; K & K Leasing, LLC; Oxford Independent Properties, LLC; Postoak Sanford, LLC; Siler City Health Investors, LLC; The Oaks Management, LLC; Triangle Storage, LLC;	*%	None	Amos Properties, LLC – 25% Apex Investors, LLC – 53.5% B & L of NC, LLC – 95% Carolina Independent Properties, LLC – 53.5% Coventry House Inn, LLC – 50% Earthtec Investors, LLC – 35% Earthtec of NC, Inc. – 25% Farrell Street Investors, LLC -50% Granville Health Investors, LLC – 75% Happy Starfish, LLC – 50% K & W, LLC – 50% K & K Leasing, LLC – 50% Oxford Independent Properties, LLC – 53.5% Postoak Sanford, LLC – 25% Siler City Health Investors, LLC -50% The Oaks Management, LLC -100% Triangle Storage, LLC -25% Tryon Road Investors, LLC – 25% Vinton Investors, LLC – 33.33% Wings Aviation of Sanford, LLC – 50% Zebulon Assisted Living, LLC – 50%

				Tryon Road Investors, LLC; Vinton Investors, LLC; Wings Aviation of Sanford, LLC; Zebulon Assisted Living, LLC; Dogwood Development Partners, LLC			
Charles F. Atkins Sanford, NC	President, Cam-L Properties, Inc.	Director	N/A	Officer of Cam-L Properties, Inc.; TaBoys Corporation; DeLiverance Dog, LLC; Cam-L Properties, Inc.; ATland Corporation; Byrd Dog Corporation; Clarevie Corporation; Sanford South Park LLC; CAJ Corporation; AK&K Corp.; AGA Corporation; Original Investors, Inc.	*%	None	TaBoys Corporation – 100% DeLiverance Dog, LLC – 50% Cam-L Properties, Inc. – 50% ATland Corporation – 50% Byrd Dog Corporation – 50% Clarevie Corporation -50% Sanford South Park LLC – 33.3% CAJ Corporation – 25% AK&K Corp. – 25%
Samuel E. Lynch Franklin, TN	Executive Vice President, Wright Medical Technologies, Inc.	Director	N/A	CEO and Chairman, Lynch Biologics LLC Chairman, Carbylan Therapeutics, Inc.	*%	None	N/A
William G. Ward, Sr. Winston-Salem, NC	Physician	Director	N/A	Administrative Committee, Incentive MicroAngel Fund; Chief of Musculoskeletal Service Line, Guthrie Healthcare System; President, Innovative Cognition LLC	*%		Innovative Cognition LLC = 100%
All executive officers and directors as a group	N/A	N/A	N/A	N/A	**15%	None	N/A

\* - Represents less than 1% beneficial ownership

\*\* - Calculations are based upon the percentage of beneficial ownership on 33,024,707 shares of Class A common stock outstanding as of April 1, 2014