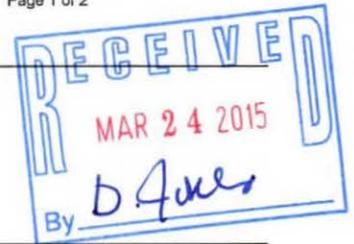


Board of Governors of the Federal Reserve System



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, 2014

Month / Day / Year

n/a

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

R. Eugene Taylor

Name of the Holding Company Director and Official

Director, Chairman and CEO

Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

Capital Bank Financial Corp.

Legal Title of Holding Company

121 Alhambra Plaza, Ste. 1601

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

Coral Gables FL 33134

City State Zip Code

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.

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:

Kim Dellinger Asst. Secretary

Name Title

704/980-1015

Area Code / Phone Number / Extension

704-554-6909

Area Code / FAX Number

KDellinger@cbfcorp.com

E-mail Address

www.capitalbank-us.com

Signature of Holding Company Director and Official

R. Eugene Taylor

Date of Signature

March 23, 2015

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 4160939  
 C.I.

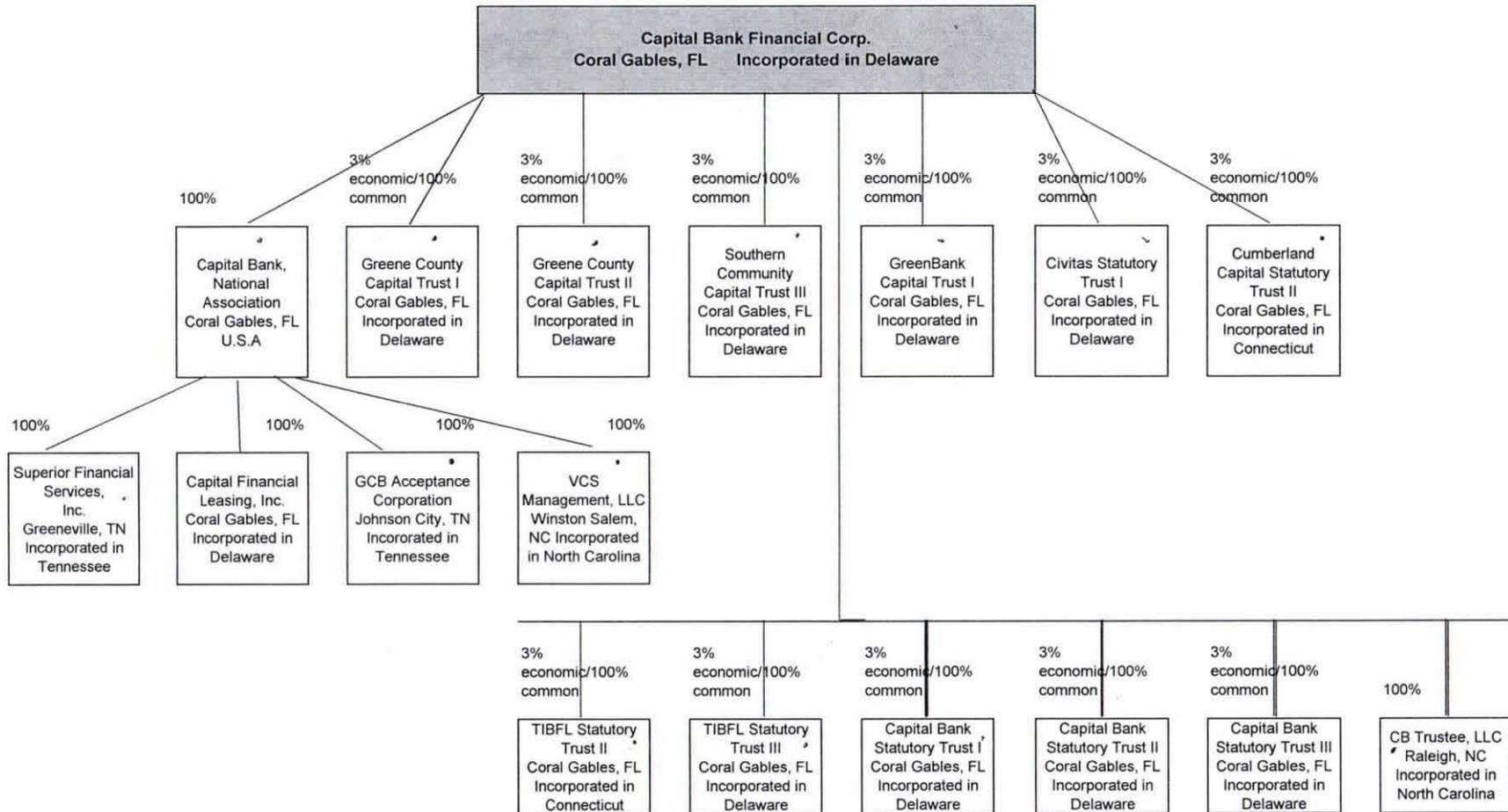
Does the reporter request confidential treatment for any portion of this submission?

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



**Results:** A list of branches for your holding company: **CAPITAL BANK FINANCIAL CORP. (4160939) of CORAL GABLES, FL.**  
The data are as of **12/31/2014**. Data reflects information that was received and processed through **01/07/2015**.

**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 Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	4160667	CAPITAL BANK, NATIONAL ASSOCIATION	121 ALAHAMBRA PLAZA, SUITE 1601	CORAL GABLES	FL	33134	MIAMI-DADE	UNITED STATES	510326		CAPITAL BANK, NATIONAL ASSOCIATION	4160667	
OK		Full Service	4163323	AVENTURA BRANCH	20295 NORTHEAST 29TH PLACE	AVENTURA	FL	33180	MIAMI-DADE	UNITED STATES	Not Required	Not Required	CAPITAL BANK, NATIONAL ASSOCIATION	4160667	
OK		Full Service	1838237	BIG PINE KEY BRANCH	30480 OVERSEAS HIGHWAY	BIG PINE KEY	FL	33043	MONROE	UNITED STATES	252855	30	CAPITAL BANK, NATIONAL ASSOCIATION	4160667	
OK		Full Service	3728378	BROOKS GRANDE PLAZA BRANCH	8100 HEALTH CENTER BLVD	BONITA SPRINGS	FL	34135	LEE	UNITED STATES	363088	36	CAPITAL BANK, NATIONAL ASSOCIATION	4160667	
OK		Full Service	2689418	CAPE CORAL PARKWAY BRANCH	506 CAPE CORAL PARKWAY	CAPE CORAL	FL	33904	LEE	UNITED STATES	290693	42	CAPITAL BANK, NATIONAL ASSOCIATION	4160667	
OK		Full Service	3459980	DEL PRADO BRANCH	521 DEL PRADO BOULEVARD SOUTH	CAPE CORAL	FL	33990	LEE	UNITED STATES	487486	50	CAPITAL BANK, NATIONAL ASSOCIATION	4160667	
OK		Full Service	3901135	SANTA BARBARA BRANCH	2209 SANTA BARBARA BOULEVARD, SUITE 101	CAPE CORAL	FL	33991	LEE	UNITED STATES	59071	41	CAPITAL BANK, NATIONAL ASSOCIATION	4160667	
OK		Full Service	4167460	ALHAMBRA BRANCH	121 ALHAMBRA PLAZA, SUITE 100	CORAL GABLES	FL	33134	MIAMI-DADE	UNITED STATES	Not Required	Not Required	CAPITAL BANK, NATIONAL ASSOCIATION	4160667	
OK		Full Service	2690647	GABLES WATERWAY BRANCH	1390 SOUTH DIXIE HIGHWAY	CORAL GABLES	FL	33146	MIAMI-DADE	UNITED STATES	257901	3	CAPITAL BANK, NATIONAL ASSOCIATION	4160667	
OK		Full Service	3129911	MCGREGOR BRANCH	15280 MCGREGOR BOULEVARD	FORT MYERS	FL	33908	LEE	UNITED STATES	362912	46	CAPITAL BANK, NATIONAL ASSOCIATION	4160667	
OK		Full Service	3728426	METRO PARKWAY BRANCH	12205 METRO PARKWAY	FORT MYERS	FL	33966	LEE	UNITED STATES	441889	40	CAPITAL BANK, NATIONAL ASSOCIATION	4160667	
OK		Full Service	2359300	HOMESTEAD BLVD BRANCH	600 NORTH HOMESTEAD BOULEVARD	HOMESTEAD	FL	33030	MIAMI-DADE	UNITED STATES	45231	35	CAPITAL BANK, NATIONAL ASSOCIATION	4160667	
OK		Full Service	740632	KROME AVENUE BRANCH	777 NORTH KROME AVENUE	HOMESTEAD	FL	33030	MIAMI-DADE	UNITED STATES	217674	34	CAPITAL BANK, NATIONAL ASSOCIATION	4160667	
OK		Full Service	2266220	ISLAMORADA BRANCH	80900 OVERSEAS HIGHWAY	ISLAMORADA	FL	33036	MONROE	UNITED STATES	252851	27	CAPITAL BANK, NATIONAL ASSOCIATION	4160667	
OK		Full Service	272133	BAYSIDE BRANCH	103330 OVERSEAS HIGHWAY	KEY LARGO	FL	33037	MONROE	UNITED STATES	252856	31	CAPITAL BANK, NATIONAL ASSOCIATION	4160667	
OK		Full Service	266132	KEY LARGO BRANCH	99451 OVERSEAS HWY	KEY LARGO	FL	33037	MONROE	UNITED STATES	252849	25	CAPITAL BANK, NATIONAL ASSOCIATION	4160667	
OK		Full Service	1217168	KEY WEST BRANCH	330 WHITEHEAD STREET	KEY WEST	FL	33040	MONROE	UNITED STATES	252854	29	CAPITAL BANK, NATIONAL ASSOCIATION	4160667	
OK		Full Service	2260787	NORTH ROOSEVELT BRANCH	3618 NORTH ROOSEVELT BOULEVARD	KEY WEST	FL	33040	MONROE	UNITED STATES	252857	32	CAPITAL BANK, NATIONAL ASSOCIATION	4160667	
OK		Full Service	2643915	LIGHTHOUSE POINT BRANCH	4820 NORTH FEDERAL HIGHWAY	LIGHTHOUSE POINT	FL	33064	BROWARD	UNITED STATES	257903	5	CAPITAL BANK, NATIONAL ASSOCIATION	4160667	
OK		Full Service	2454661	MARATHON BRANCH	2348 OVERSEAS HIGHWAY	MARATHON	FL	33050	MONROE	UNITED STATES	252858	33	CAPITAL BANK, NATIONAL ASSOCIATION	4160667	
OK		Full Service	1168288	MARATHON SHORES BRANCH	11401 OVERSEAS HIGHWAY	MARATHON	FL	33052	MONROE	UNITED STATES	252852	28	CAPITAL BANK, NATIONAL ASSOCIATION	4160667	
OK		Full Service	2266109	KINGS BAY BRANCH	14499 SOUTH DIXIE HIGHWAY	MIAMI	FL	33176	MIAMI-DADE	UNITED STATES	257902	4	CAPITAL BANK, NATIONAL ASSOCIATION	4160667	
OK		Full Service	810937	WEST KENDALL BRANCH	9000 S.W. 137TH AVENUE	MIAMI	FL	33186	MIAMI-DADE	UNITED STATES	257900	2	CAPITAL BANK, NATIONAL ASSOCIATION	4160667	

OK		Full Service	3728408	CITY CENTER BRANCH	599 9TH STREET NORTH, SUITE 100	NAPLES	FL	34102	COLLIER	UNITED STATES	366361	37	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	267737	NAPLES BOULEVARD BRANCH	6435 NAPLES BOULEVARD	NAPLES	FL	34109	COLLIER	UNITED STATES	14821	24	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	3723609	LAUREL BRANCH	3479 PRECISION DRIVE, SUITE 118	NOKOMIS	FL	34275	SARASOTA	UNITED STATES	470768	55	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	3135949	NOKOMIS BRANCH	1099 N TAMIAMI TRAIL	NOKOMIS	FL	34275	SARASOTA	UNITED STATES	365484	47	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	2759955	HANCOCK BRANCH	3405 HANCOCK BRIDGE PARKWAY	NORTH FORT MYERS	FL	33903	LEE	UNITED STATES	290696	45	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	4167442	PINECREST BRANCH	9579 SOUTH DIXIE HIGHWAY	PINECREST	FL	33156	MIAMI-DADE	UNITED STATES	287446	8	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	3145591	PINE ISLAND BRANCH	9820 STRINGFELLOW ROAD	SAINT JAMES CITY	FL	33956	LEE	UNITED STATES	365952	48	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	4167451	SOUTH MIAMI BRANCH	7312 RED ROAD	SOUTH MIAMI	FL	33143	MIAMI-DADE	UNITED STATES	419278	10	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	3105054	SUNRISE BRANCH	4699 NORTH NOB HILL ROAD	SUNRISE	FL	33351	BROWARD	UNITED STATES	365348	6	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	273738	TAVERNIER BRANCH	91980 OVERSEAS HIGHWAY	TAVERNIER	FL	33070	MONROE	UNITED STATES	252850	26	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	3723597	AUBURN BRANCH	1790 EAST VENICE AVENUE, SUITE 101	VENICE	FL	34292	SARASOTA	UNITED STATES	455375	54	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	3335468	VENICE AVENUE BRANCH	717 EAST VENICE AVENUE	VENICE	FL	34285	SARASOTA	UNITED STATES	439423	49	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	3158863	VENICE ISLAND BRANCH	240 NOKOMIS AVENUE SOUTH	VENICE	FL	34285	SARASOTA	UNITED STATES	362993	52	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	3301726	LEICESTER HIGHWAY BRANCH	462 NEW LEICESTER HIGHWAY	ASHEVILLE	NC	28806	BUNCOMBE	UNITED STATES	430063	68	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	3154931	NORTH ASHEVILLE BRANCH	918 MERRIMON AVE	ASHEVILLE	NC	28804	BUNCOMBE	UNITED STATES	357540	66	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	3678192	SOUTH ASHEVILLE BRANCH	1751 HENDERSONVILLE ROAD	ASHEVILLE	NC	28803	BUNCOMBE	UNITED STATES	461349	176	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	662770	BURLINGTON MAIN BRANCH	445 SOUTH MAIN STREET	BURLINGTON	NC	27215	ALAMANCE	UNITED STATES	40623	71	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	2438791	HUFFMAN MILL BRANCH	503 HUFFMAN MILL ROAD	BURLINGTON	NC	27215	ALAMANCE	UNITED STATES	263439	72	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	2998389	SOUTH CHURCH STREET BRANCH	3466 SOUTH CHURCH ST	BURLINGTON	NC	27215	ALAMANCE	UNITED STATES	263442	74	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	2998512	KILDAIRE BRANCH	1201 KILDAIRE FARM RD	CARY	NC	27511	WAKE	UNITED STATES	290651	58	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	3970038	WEST CARY BRANCH	7705 CARPENTER FIRE STATION ROAD	CARY	NC	27519	WAKE	UNITED STATES	496430	85	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	3832220	CLAYTON BRANCH	12701 US HIGHWAY 70W	CLAYTON	NC	27520	JOHNSTON	UNITED STATES	482380	80	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	3305500	CLEMMONS BRANCH	6290 TOWNCENTER DRIVE	CLEMMONS	NC	27012	FORSYTH	UNITED STATES	437060	173	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	2509114	DOBSON BRANCH	201 WEST KAPP STREET	DOBSON	NC	27017	SURRY	UNITED STATES	267041	168	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	3364589	GREEN STREET BRANCH	225 GREEN STREET, SUITE 101	FAYETTEVILLE	NC	28301	CUMBERLAND	UNITED STATES	441449	82	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	4201814	HOPE MILLS BRANCH	3310 SOUTH PEAK DRIVE	FAYETTEVILLE	NC	28306	CUMBERLAND	UNITED STATES	521959	88	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	3194544	MCPHERSON STREET BRANCH	929 SOUTH MCPHERSON CHURCH RD	FAYETTEVILLE	NC	28303	CUMBERLAND	UNITED STATES	419211	81	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	3639371	RAMSEY STREET BRANCH	4841 RAMSEY STREET	FAYETTEVILLE	NC	28311	CUMBERLAND	UNITED STATES	463400	83	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	2438764	GRAHAM BRANCH	227 SOUTH MAIN STREET	GRAHAM	NC	27253	ALAMANCE	UNITED STATES	272641	63	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	3398696	GREENSBORO BRANCH	1505 HIGHWOODS BOULEVARD	GREENSBORO	NC	27410	GUILFORD	UNITED STATES	447405	174	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	3154940	HICKORY BRANCH	225 4TH STREET NW	HICKORY	NC	28601	CATAWBA	UNITED STATES	290661	65	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	3119239	HIGH POINT BRANCH	2541 EASTCHESTER DR	HIGH POINT	NC	27265	GUILFORD	UNITED STATES	365217	162	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	3970001	HOLLY SPRINGS BRANCH	5070 KENTWORTH DRIVE	HOLLY SPRINGS	NC	27540	WAKE	UNITED STATES	496429	84	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	3017205	HOT SPRINGS BRANCH	164 BRIDGE STREET	HOT SPRINGS	NC	28743	MADISON	UNITED STATES	185682	111	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	3288658	JONESVILLE BRANCH	503 WINSTON ROAD	JONESVILLE	NC	28642	YADKIN	UNITED STATES	260490	172	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	3103724	KERNERSVILLE BRANCH	1207 SOUTH MAIN STREET	KERNERSVILLE	NC	27284	FORSYTH	UNITED STATES	363676	161	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	3288630	KING BRANCH	105 POST OFFICE STREET	KING	NC	27021	STOKES	UNITED STATES	260487	170	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	1462070	MADISON BRANCH	619 AYERSVILLE ROAD	MADISON	NC	27025	ROCKINGHAM	UNITED STATES	260484	166	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	2438803	MEBANE OFFICE	102 E WASHINGTON STREET	MEBANE	NC	27302	ALAMANCE	UNITED STATES	263440	73	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	3466670	MOORESVILLE BRANCH	210 KNOB HILL ROAD	MOORESVILLE	NC	28117	IREDELL	UNITED STATES	466275	177	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	2998455	MORRISVILLE BRANCH	9632 CHAPEL HILL RD	MORRISVILLE	NC	27560	WAKE	UNITED STATES	455783	76	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	1198922	MOUNT AIRY 601 BRANCH	2010 COMMUNITY DRIVE	MOUNT AIRY	NC	27030	SURRY	UNITED STATES	260482	164	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	2509093	MOUNT AIRY DOWNTOWN BRANCH	255 EAST INDEPENDENCE BLVD	MOUNT AIRY	NC	27030	SURRY	UNITED STATES	260486	169	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	3284481	OXFORD BRANCH	200 WILLIAMSBORO ST	OXFORD	NC	27565	GRANVILLE	UNITED STATES	46176	61	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	652726	PILOT MOUNTAIN BRANCH	616 SOUTH KEY STREET	PILOT MOUNTAIN	NC	27041	SURRY	UNITED STATES	36307	163	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	3355215	PITTSBORO BRANCH	37 HILLSBORO STREET	PITTSBORO	NC	27312	CHATHAM	UNITED STATES	440004	70	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	3284502	CAMERON VILLAGE BRANCH	2127 CLARK AVENUE	RALEIGH	NC	27605	WAKE	UNITED STATES	424262	67	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	2532662	CAPITAL BANK PLAZA BRANCH	333 FAYETTEVILLE STREET, SUITE 102	RALEIGH	NC	27601	WAKE	UNITED STATES	57216	56	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	3424102	EDWARDS MILL BRANCH	3100 EDWARDS MILL ROAD	RALEIGH	NC	27612	WAKE	UNITED STATES	453172	175	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	2998530	FALLS OF THE NEUSE BRANCH	6501 FALLS OF NEUSE ROAD	RALEIGH	NC	27615	WAKE	UNITED STATES	516270	86	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	3721632	GLENWOOD AVENUE BRANCH	4901 GLENWOOD AVENUE	RALEIGH	NC	27612	WAKE	UNITED STATES	478993	78	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	2998473	SIX FORKS ROAD BRANCH	8816 SIX FORKS RD SUITE 101	RALEIGH	NC	27615	WAKE	UNITED STATES	359350	62	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	1387829	SANDY RIDGE BRANCH	4928 HIGHWAY 704 WEST	SANDY RIDGE	NC	27046	STOKES	UNITED STATES	260483	165	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	2998482	HORNER BOULEVARD BRANCH	2917 SOUTH HORNER BOULEVARD	SANFORD	NC	27332	LEE	UNITED STATES	517817	87	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	2998549	STEELE STREET BRANCH	130 NORTH STEELE ST	SANFORD	NC	27330	LEE	UNITED STATES	261198	57	CAPITAL BANK, NATIONAL ASSOCIATION	4160667

OK		Full Service	2998558	TRAMWAY CROSSING BRANCH	2222 JEFFERSON DAVIS HIGHWAY	SANFORD	NC	27332	LEE	UNITED STATES	357375	60	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	436579	SILER CITY BRANCH	300 EAST RALEIGH STREET	SILER CITY	NC	27344	CHATHAM	UNITED STATES	43384	59	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	1495694	UNION GROVE BRANCH	1439 WEST MEMORIAL HIGHWAY	UNION GROVE	NC	28689	IREDELL	UNITED STATES	260485	167	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	3301717	WAKE FOREST BRANCH	12217 CAPITAL BLVD	WAKE FOREST	NC	27587	WAKE	UNITED STATES	430775	69	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	3288649	WALNUT COVE BRANCH	1072 NORTH MAIN STREET	WALNUT COVE	NC	27052	STOKES	UNITED STATES	260488	171	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	2514547	JONESTOWN BRANCH	4701 COUNTRY CLUB ROAD	WINSTON SALEM	NC	27104	FORSYTH	UNITED STATES	57080	156	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	3103667	STRATFORD ROAD BRANCH	500 SOUTH STRATFORD ROAD	WINSTON SALEM	NC	27103	FORSYTH	UNITED STATES	290537	158	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	3103649	UNIVERSITY BRANCH	225 EAST HANES MILL ROAD	WINSTON SALEM	NC	27105	FORSYTH	UNITED STATES	290540	160	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	3103676	SOUTH PARK BRANCH	3151 PETERS CREEK PARKWAY	WINSTON-SALEM	NC	27127	FORSYTH	UNITED STATES	290538	159	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	3103685	YADKINVILLE BRANCH	532 EAST MAIN STREET	YADKINVILLE	NC	27055	YADKIN	UNITED STATES	290536	157	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	3721641	ZEBULON BRANCH	1260 NORTH ARENDELL AVENUE	ZEBULON	NC	27597	WAKE	UNITED STATES	470789	77	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	3105746	BOILING SPRINGS BRANCH	3090 BOILING SPRINGS ROAD	BOILING SPRINGS	SC	29316	SPARTANBURG	UNITED STATES	363303	13	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	3109397	COLUMBIA MAIN BRANCH	1320 MAIN STREET	COLUMBIA	SC	29201	RICHLAND	UNITED STATES	362404	17	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Limited Service	3679658	COLUMBIA MAIN DRIVE THRU	1340 SUMTER STREET	COLUMBIA	SC	29201	RICHLAND	UNITED STATES	Not Required	Not Required	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	3591992	GARNERS FERRY BRANCH	6041 GARNERS FERRY ROAD	COLUMBIA	SC	29209	RICHLAND	UNITED STATES	462571	21	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	3591965	NORTHEAST BRANCH	10134 TWO NOTCH ROAD	COLUMBIA	SC	29223	RICHLAND	UNITED STATES	453345	20	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	3130720	TRENHOLM BRANCH	4840 FOREST DRIVE	COLUMBIA	SC	29206	RICHLAND	UNITED STATES	441873	19	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	3433364	PELHAM BRANCH	3401 PELHAM ROAD	GREENVILLE	SC	29615	GREENVILLE	UNITED STATES	450350	15	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	3648319	GREER BRANCH	713 WEST WADE HAMPTON BOULEVARD	GREER	SC	29650	GREENVILLE	UNITED STATES	469201	16	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	3929719	LEXINGTON BRANCH	5075 SUNSET BOULEVARD	LEXINGTON	SC	29072	LEXINGTON	UNITED STATES	492762	23	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	3390140	MOUNT PLEASANT BRANCH	651 JOHNNIE DODDS BLVD	MOUNT PLEASANT	SC	29464	CHARLESTON	UNITED STATES	445927	14	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	4163284	PINE STREET BRANCH	215 NORTH PINE STREET	SPARTANBURG	SC	29302	SPARTANBURG	UNITED STATES	78851	11	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	2992435	REIDVILLE ROAD BRANCH	2680 REIDVILLE RD	SPARTANBURG	SC	29301	SPARTANBURG	UNITED STATES	360614	12	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	3943863	STONECREST BRANCH	1115 STONECREST BOULEVARD	TEGA CAY	SC	29708	YORK	UNITED STATES	492761	22	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	930237	ALCOA BRANCH	325 WEST JOULE ST	ALCOA	TN	37701	BLOUNT	UNITED STATES	15656	102	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	2317421	ATHENS BRANCH	1305 DECATUR PIKE	ATHENS	TN	37303	MCMINN	UNITED STATES	192596	105	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	2589415	BRENTWOOD BRANCH	5120 MARYLAND WAY	BRENTWOOD	TN	37027	DAVIDSON	UNITED STATES	286246	138	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	2898706	VOLUNTEER BRANCH	1430 VOLUNTEER PARKWAY	BRISTOL	TN	37620	SULLIVAN	UNITED STATES	451184	133	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	711436	BULLS GAP BRANCH	105 NORTH MAIN STREET	BULLS GAP	TN	37711	HAWKINS	UNITED STATES	230173	98	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	191177	CARTHAGE BRANCH	1001 NORTH MAIN STREET	CARTHAGE	TN	37030	SMITH	UNITED STATES	44691	141	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	1396689	CLARKSVILLE DOWNTOWN BRANCH	25 JEFFERSON STREET	CLARKSVILLE	TN	37040	MONTGOMERY	UNITED STATES	40268	127	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	2427003	FORT CAMPBELL BRANCH	111 CUNNINGHAM LANE	CLARKSVILLE	TN	37042	MONTGOMERY	UNITED STATES	262217	129	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	1839878	HILLDALE OFFICE	1805 MADISON STREET	CLARKSVILLE	TN	37043	MONTGOMERY	UNITED STATES	262216	128	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	2222329	SAINT BETHLEHEM BRANCH	2786 WILMA RUDOLPH BLVD	CLARKSVILLE	TN	37040	MONTGOMERY	UNITED STATES	262218	130	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	3284258	SANGO BRANCH	599 FIRE STATION ROAD	CLARKSVILLE	TN	37043	MONTGOMERY	UNITED STATES	430946	131	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	3644955	COOL SPRINGS BRANCH	9200 CAROTHERS PARKWAY	FRANKLIN	TN	37067	WILLIAMSON	UNITED STATES	467637	148	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	732570	FRANKLIN ROYAL OAKS BRANCH	231 SOUTH ROYAL OAKS BOULEVARD	FRANKLIN	TN	37064	WILLIAMSON	UNITED STATES	44750	137	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	3276066	FRANKLIN DOWNTOWN BRANCH	320 MAIN STREET	FRANKLIN	TN	37064	WILLIAMSON	UNITED STATES	431490	140	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	1435421	GALLATIN MAIN BRANCH	710 NASHVILLE PIKE	GALLATIN	TN	37066	SUMNER	UNITED STATES	45607	117	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	2222310	WEST BROADWAY BRANCH	250 WEST BROADWAY	GALLATIN	TN	37066	SUMNER	UNITED STATES	286078	142	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	2253800	GORDONSVILLE BRANCH	411 GORDONSVILLE HIGHWAY	GORDONSVILLE	TN	38563	SMITH	UNITED STATES	286079	143	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	494430	11-EAST BYPASS BRANCH	3015 E. ANDREW JOHNSON HIGHWAY	GREENEVILLE	TN	37743	GREENE	UNITED STATES	186578	94	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	491831	ASHEVILLE HIGHWAY BRANCH	503 ASHEVILLE HIGHWAY	GREENEVILLE	TN	37743	GREENE	UNITED STATES	186576	92	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	490236	BALLETON BRANCH	560 VANN HILL ROAD	GREENEVILLE	TN	37745	GREENE	UNITED STATES	186577	93	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	488439	GREENEVILLE MAIN BRANCH	100 NORTH MAIN STREET	GREENEVILLE	TN	37743	GREENE	UNITED STATES	573	89	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	492333	TOWNE SQUARE BRANCH	255 WEST SUMMER STREET	GREENEVILLE	TN	37743	GREENE	UNITED STATES	186575	91	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	369837	TUSCULUM ROAD BRANCH	841 TUSCULUM BOULEVARD	GREENEVILLE	TN	37743	GREENE	UNITED STATES	186574	90	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	2120023	INDIAN LAKE BRANCH	117 INDIAN LAKE BOULEVARD	HENDERSONVILLE	TN	37075	SUMNER	UNITED STATES	288998	118	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	2616722	NEW SHACKLE ISLAND BRANCH	303 NEW SHACKLE ISLAND ROAD	HENDERSONVILLE	TN	37075	SUMNER	UNITED STATES	288999	119	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	2987187	BOONES CREEK BRANCH	4309 NORTH ROAN STREET	JOHNSON CITY	TN	37615	WASHINGTON	UNITED STATES	360865	110	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	3645000	SOUTH ROAN STREET BRANCH	2710 SOUTH ROAN STREET	JOHNSON CITY	TN	37604	WASHINGTON	UNITED STATES	478845	153	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	2494368	STATE OF FRANKLIN BRANCH	503 NORTH STATE OF FRANKLIN ROAD	JOHNSON CITY	TN	37604	WASHINGTON	UNITED STATES	186587	101	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	2433527	JONESBOROUGH BRANCH	150 NORTH LINCOLN AVENUE	JONESBOROUGH	TN	37659	WASHINGTON	UNITED STATES	186581	96	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	2872528	CENTER STREET BRANCH	110 EAST CENTER ST.	KINGSPOUR	TN	37660	SULLIVAN	UNITED STATES	186586	100	CAPITAL BANK, NATIONAL ASSOCIATION	4160667

OK		Full Service	3644982	STONE DRIVE BRANCH	1421 EAST STONE DRIVE	KINGSPORT	TN	37660	SULLIVAN	UNITED STATES	467973	150	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	3645037	KNOXVILLE BEARDEN BRANCH	5000 KINGSTON PIKE	KNOXVILLE	TN	37919	KNOX	UNITED STATES	467974	151	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	3574454	KNOXVILLE FARRAGUT BRANCH	136 CONCORD ROAD	KNOXVILLE	TN	37934	KNOX	UNITED STATES	458345	135	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	3851409	KNOXVILLE MIDDLEBROOK BRANCH	9261 MIDDLEBROOK PIKE	KNOXVILLE	TN	37931	KNOX	UNITED STATES	483131	154	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	2852128	LAFAYETTE BRANCH	440 HIGHWAY 52 BYPASS WEST	LAFAYETTE	TN	37083	MACON	UNITED STATES	357345	146	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	1411658	LAWRENCEBURG BRANCH	101 NORTH LOCUST AVENUE	LAWRENCEBURG	TN	38464	LAWRENCE	UNITED STATES	461030	136	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	2906197	LENIOR CITY BRANCH	510 HIGHWAY 321 NORTH	LENOIR CITY	TN	37771	LOUDON	UNITED STATES	340777	107	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	3119396	LOUDON BRANCH	2360 HIGHWAY 72 NORTH	LOUDON	TN	37774	LOUDON	UNITED STATES	364404	116	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	3741984	MADISONVILLE BRANCH	4653 HIGHWAY 411	MADISONVILLE	TN	37354	MONROE	UNITED STATES	357617	109	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	3741993	EAGLETON BRANCH	2747 EAST BROADWAY	MARYVILLE	TN	37804	BLOUNT	UNITED STATES	363475	115	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	2868277	HERITAGE BRANCH	2215 EAST LAMAR ALEXANDER PARKWAY	MARYVILLE	TN	37804	BLOUNT	UNITED STATES	357616	108	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	2434935	WEST MARYVILLE BRANCH	403 FOOTHILLS MALL DRIVE	MARYVILLE	TN	37801	BLOUNT	UNITED STATES	254641	103	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	3742002	COLLEGE SQUARE BRANCH	2329 EAST MORRIS BOULEVARD	MORRISTOWN	TN	37814	HAMBLEN	UNITED STATES	452980	134	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	2210885	MORRISTOWN PLAZA BRANCH	1908 W. ANDREW JOHNSON HWY	MORRISTOWN	TN	37814	HAMBLEN	UNITED STATES	186582	97	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	2457756	WEST END BRANCH	3610 WEST ANDREW JOHNSON HWY	MORRISTOWN	TN	37814	HAMBLEN	UNITED STATES	186585	99	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	493938	MOSHEIM BRANCH	17 NORTH SPRING STREET	MOSHEIM	TN	37818	GREENE	UNITED STATES	186580	95	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	2795207	CASON LANE BRANCH	164 CASON LANE	MURFREESBORO	TN	37128	RUTHERFORD	UNITED STATES	290497	121	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	3644973	MURFREESBORO SOUTH CHURCH BRANCH	1470 SOUTH CHURCH STREET	MURFREESBORO	TN	37130	RUTHERFORD	UNITED STATES	467638	149	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	2454009	NORTHFIELD BRANCH	372 WEST NORTHFIELD BOULEVARD	MURFREESBORO	TN	37129	RUTHERFORD	UNITED STATES	57005	120	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	3307278	DONELSON BRANCH	2621 LEBANON PIKE	NASHVILLE	TN	37214	DAVIDSON	UNITED STATES	433049	125	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	3395695	GLEN ECHO ROAD BRANCH	1915 GLEN ECHO ROAD	NASHVILLE	TN	37215	DAVIDSON	UNITED STATES	445983	132	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	2757081	NEWPORT BRANCH	602 COSBY HIGHWAY	NEWPORT	TN	37821	COCKE	UNITED STATES	186588	106	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	2738530	NIOTA BRANCH	204 EAST MAIN STREET	NIOTA	TN	37826	MCMINN	UNITED STATES	1573	104	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	2813633	PORTLAND BRANCH	420 HIGHWAY 52 WEST	PORTLAND	TN	37148	SUMNER	UNITED STATES	286081	145	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	832135	PARK BOULEVARD BRANCH	410 PARK BOULEVARD	ROGERSVILLE	TN	37857	HAWKINS	UNITED STATES	242862	114	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	1433230	ROGERSVILLE BRANCH	210 WEST MAIN STREET	ROGERSVILLE	TN	37857	HAWKINS	UNITED STATES	11763	112	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	1432028	SAINT JOSEPH BRANCH	202 SOUTH MAIN STREET	SAINT JOSEPH	TN	38481	LAWRENCE	UNITED STATES	5873	126	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	2852173	SMYRNA BRANCH	559 SAM RIDLEY PARKWAY WEST	SMYRNA	TN	37167	RUTHERFORD	UNITED STATES	290498	122	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	3303234	SPRING HILL BRANCH	4922 MAIN STREET	SPRING HILL	TN	37174	WILLIAMSON	UNITED STATES	443546	147	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	716132	SURGOINSVILLE BRANCH	290 BELLAMY AVENUE	SURGOINSVILLE	TN	37873	HAWKINS	UNITED STATES	242861	113	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	2358161	WHITE HOUSE BRANCH	2916 HWY 31W SOUTH	WHITE HOUSE	TN	37188	SUMNER	UNITED STATES	286080	144	CAPITAL BANK, NATIONAL ASSOCIATION	4160667
OK		Full Service	3288238	STATE STREET BRANCH	901 WEST STATE STREET	BRISTOL	VA	24201	BRISTOL CITY	UNITED STATES	429600	123	CAPITAL BANK, NATIONAL ASSOCIATION	4160667



<b>Form FR Y-6</b> <b>Legal Title of Holding Company Fiscal Year</b> <b>Ending December 31, 2014</b>					
<b>Report Item 3: Securities holders (1)(a)(b)(c) and (2)(a)(b)(c)</b>			<b>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 12-31-2014</b>		
(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. New York, NY	USA	2,883,760 – 9.55% Common Stock	Wellington Management Co. LLP Boston, MA	USA	7.80%
T. Rowe Price Baltimore, MD	USA	2,437,460 – 8.1% Common Stock			
R. Eugene Taylor Charlotte, NC	USA	2,222,165 – 7.37% Common Stock			
NMQ Investment Management Company, LLC Los Angeles, CA	USA	1,925,636 – 6.42% Common Stock			
Vaughan Nelson Investment Management, L.P. Houston, TX	USA	1,956,006 – 6.5% Common Stock			
Vanguard Group Inc. Valley Forge, PA	USA	1,741,520 – 5.36% Common Stock			

**FORM FR Y-6**  
**Legal Title of Holding Company**  
**Fiscal Year Ending December 31, 2014**

**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 USA	N/ A	Chairman, Chief Executive Officer, Director	Chairman, President, Chief Executive Officer, Capital Bank	N/A	7.37%	None	N/A
Christopher G. Marshall Charlotte, NC USA	N/A	Executive Vice President, Chief Financial Officer	Director, Exec. Vice President, Chief Financial Officer, Capital Bank	N/A	2.95%	None	N/A
R. Bruce Singletary Jacksonville, FL USA	N/A	Executive Vice President, Chief Credit Officer	Director, Executive Vice President, Chief Credit Officer, Capital Bank	N/A	2.19%	None	N/A
Kenneth A. Posner New York, NY USA	N/A	Executive Vice President, Chief of Strategic Planning and Investment Relations	Director, Executive Vice President, Chief of Strategic Planning and Investment Relations, Capital Bank	Managing Member of Table Rock Management LLC and Shawangunk Adventures, LLC	1.15%	None	Table Rock Management LLC – 100% Shawangunk Adventures, LLC – 50%
Vincent M. Lichtenberger Charlotte, NC USA	N/A	Executive Vice President, General Counsel & Corporate Secretary	Executive Vice President, General Counsel & Corporate Secretary	N/A	*%	None	N/A
Maria Justo Coral Gables, FL USA	N/A	Sr. Vice President	Enterprise Risk Executive	N/A	*%	None	N/A
Kenneth Kavanaugh Coral Gables, FL USA	N/A	Executive Vice President	Consumer Banking and Private Wealth Management Executive	N/A	*%	None	N/A
Richard M. DeMartini New York, NY USA	Investment Advisor	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.,	*%	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%

				DeMartini Investors II, L.P., DeMartini Investors III, L.P., and Elm Rock LLC. Partner of Woodhome Holdings LP. Trustee, Whitney Museum of American Art. Trustee, Cancer Research Institute			Elm Rock LLC – 100% Elm Rock Partners LLC - >10%(but <50%) indirectly Crestview Advisors, L.L.C. - >10%(but <50%) indirectly Crestview, L.L.C. - >10%(but <50%) indirectly Woodhome Holdings LP – Family owns 100%
Peter N. Foss Charlotte, NC USA	Leader of General Electric Co. / NFL Brain Research program	Director	Director, Capital Bank	Trustee, First Tee of Charlotte Trustee, World War II Museum	*%	None	N/A
William A. Hodges Charlotte, NC USA	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%
Marc D. Oken Charlotte, NC USA	Private Equity Investor	Director	N/A	Managing Partner-Falfurrias Capital Partners, LP and Falfurrias Management Partners, LLC. General Partner – American Safety Council and North American Transmission & Distribution Group Director – Marsh & McLennan Companies; Director – Sonoco Products Company	*%	None	American Safety Council – Orlando, FL – Majority owner North American Transmission & Distribution Group, Monroe, NC – 75% (+/-) Falfurrias Capital Partners – 25% (+/-)
Martha M. Bachman Greenville, TN USA	Financial Consultant	Director	N/A	Trustee – Laughlin Health Care Foundation	*%	None	N/A
Oscar A. Keller, III Sanford, NC USA	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;	*%	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 – 25% 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%

				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; Tryon Road Investors, LLC; Vinton Investors, LLC; Wings Aviation of Sanford, LLC; Zebulon Assisted Living, LLC; Dogwood Development Partners, LLC			Tryon Road Investors, LLC – 25% Vinton Investors, LLC – 33.33% Wings Aviation of Sanford, LLC – 50% Zebulon Assisted Living, LLC – 50%
William G. Ward, Sr. Winston-Salem, NC USA	Physician	Director	Director, Capital Bank	Administrative Committee, Incentive MicroAngel Fund-IMAF Triad. President, Innovative Cognition LLC. Chief of Musculoskeletal Service Line for Novant Health and Lead Physician for Novant Health Orthopedics and Sports Medicine.	*%		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 30,150,000 shares of Class A common stock outstanding as of December 31, 2014