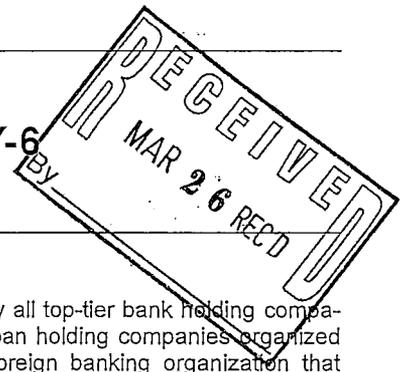


Board of Governors of the Federal Reserve System



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, 2012

Month / Day / Year

I, Brian R. Foster

Name of the Holding Company Director and Official

President & CEO

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.

Reporter's Name, Street, and Mailing Address

FCB Financial Corp.

Legal Title of Holding Company

PO Box 11167

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

Savannah GA 31412  
 City State Zip Code

111 Barnard Street 31401

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:

Larry Austin CFO

Name Title

912-629-2905

Area Code / Phone Number / Extension

912-629-2915

Area Code / FAX Number

laustin@firstchatham.com

E-mail Address

www.firstchatham.com

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

Signature of Holding Company Director and Official

03/21/2013

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

For Federal Reserve Bank Use Only

RSSD ID 3031902

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

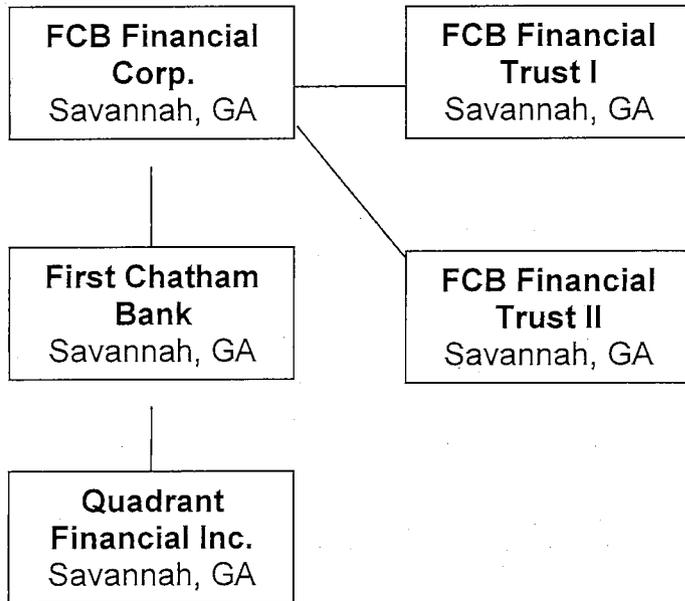
Revised

FORM FR Y-6

**FCB Financial Corp.**  
**Savannah, GA**  
**Fiscal Year Ending December 31, 2012**

Report Item

- 1: a. The BHC is not required to prepare Form 10-K with the SEC
- 1: b. The annual report is currently being prepared by the external audit firm. A copy will be sent upon completion.
2. 1. & 2. Organization Chart:



Address for all companies is: 111 Barnard Street., Savannah, GA 31401

3. State of Incorporation: FCB Financial Corp.: GA  
First Chatham Bank: GA  
Quadrant Financial Inc.: GA  
FCB Financial Trust I: Delaware  
FCB Financial Trust II: Delaware
4. & 5. FCB Financial Corp owns and controls 100% of First Chatham Bank  
FCB Financial Corp owns and controls 100% of FCB Financial Trust I  
FCB Financial Corp owns and controls 100% of FCB Financial Trust II  
First Chatham Bank owns and controls 50.1% of Quadrant Financial Inc.

Results: A list of branches for your depository institution: FIRST CHATHAM BANK (ID\_RSSD: 3075474).  
 This depository institution is held by FCB FINANCIAL CORP. (3031902) of SAVANNAH, GA.  
 The data are as of 12/31/2012. Data reflects information that was received and processed through 02/24/2013.

**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_RSS	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)	3075474	FIRST CHATHAM BANK	111 BARNARD STREET	SAVANNAH	GA	31401	CHATHAM	UNITED STATES	360133	0	FIRST CHATHAM BANK	3075474	
OK		Full Service	3742879	GLYNN ISLES BRANCH	550 GLYNN ISLES	BRUNSWICK	GA	31525	GLYNN	UNITED STATES	473866	10	FIRST CHATHAM BANK	3075474	
OK		Full Service	3144464	MILL CREEK CENTER BRANCH OFFICE	196 POOLER PARKWAY	POOLER	GA	31322	CHATHAM	UNITED STATES	365727	3	FIRST CHATHAM BANK	3075474	
OK		Full Service	3644610	RICHMOND HILL BRANCH OFFICE	9943 FORD AVENUE	RICHMOND HILL	GA	31324	BRYAN	UNITED STATES	456599	7	FIRST CHATHAM BANK	3075474	
OK		Full Service	3439674	RINCON BRANCH	5671 HWY 21 SOUTH	RINCON	GA	31326	EFFINGHAM	UNITED STATES	449880	6	FIRST CHATHAM BANK	3075474	
CLOSE	7/1/2010	Full Service	3611724	SAINT SIMONS ISLAND BRANCH OFFICE	1607 FREDERICA ROAD, SUITE 102	SAINT SIMONS ISLAND	GA	31522	GLYNN	UNITED STATES	Not Required	Not Required	FIRST CHATHAM BANK	3075474	
OK		Full Service	3268865	HODGSON MEMORIAL BRANCH	7401 HODGSON MEMORIAL DRIVE	SAVANNAH	GA	31406	CHATHAM	UNITED STATES	429737	4	FIRST CHATHAM BANK	3075474	
OK		Full Service	3388455	WILMINGTON ISLAND BRANCH	454 JOHNNY MERCER BOULEVARD	SAVANNAH	GA	31410	CHATHAM	UNITED STATES	442603	5	FIRST CHATHAM BANK	3075474	
CLOSE	7/31/2011	Full Service	3566673	SPRINGFIELD BRANCH	203 S. LAUREL STREET	SPRINGFIELD	GA	31401	EFFINGHAM	UNITED STATES	Not Required	Not Required	FIRST CHATHAM BANK	3075474	

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December 31, 2012

**Report Item 3: Shareholders**

(1) (a) (1) (b) (1) (c)

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as December 31, 2011.

<b>(1) (a) Name &amp; Address (City, State, Country)</b>	<b>(1) (b) Country of Citizenship Or Incorporation</b>	<b>(1) (c) Number and Percentage of Each Class of Voting Securities</b>
Sylvan M. Byck, Jr. Savannah, Georgia	USA	Percentage Ownership = 6.4% INCLUDES: 165,000 Shares Common Stock
Benny Curl Savannah, Georgia	USA	Percentage Ownership = 6.2%: INCLUDES: 159,333 Shares Common Stock

**Report Item 3: Shareholders (2)**

<b>(1) (a) Name &amp; Address (City, State, Country)</b>	<b>(1) (b) Country of Citizenship Or Incorporation</b>	<b>(1) (c) Number and Percentage of Each Class of Voting Securities</b>
Robert Hale Tyrone, Georgia	USA	Percentage Ownership = 6.2%: INCLUDES: 159,333 Shares Common Stock

Note: Curl sold his shares to Hale in December of 2011 and purchased them back in February of 2012.

FORM FR Y-6  
FCB Financial Corp.  
December 31, 2012

**Report Item 4: Directors and Officers**

(1) (2) (3)(a)(b)( c ) and (4)(a)(b)( c )

(1) Names & Address (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 (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include name of subsidiaries)	(4)( c ) List names of other companies (include partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Jack L. Forehand Savannah, GA USA	President Savannah Professional Maintenance	Director	N/A	President Savannah Professional Maintenance	1.5%	N/A	N/A
Brian R. Foster Savannah, GA USA	N/A	Director President & CEO	President & CEO (First Chatham Bank)	N/A	2.2%	N/A	N/A
Stephen S. Green Savannah, GA USA	President Stephen Green Properties, Inc.	Director	Director (First Chatham Bank)	President Stephen Green Properties, Inc.	4.1%	N/A	N/A
Walter N. Lewis Savannah, GA USA	Vice President J.C. Lewis Motor Co.	Director	N/A	Vice President J.C. Lewis Motor Company	2.4%	N/A	N/A
William M. Austin Savannah, GA USA	N/A	Chief Operating Officer	Chief Operating Officer (First Chatham Bank)	N/A	Less than 1%	N/A	N/A
Arnold Tenenbaum Savannah, GA USA	Retired	Chairman of the Board	N/A	N/A	Less than 1%	N/A	N/A