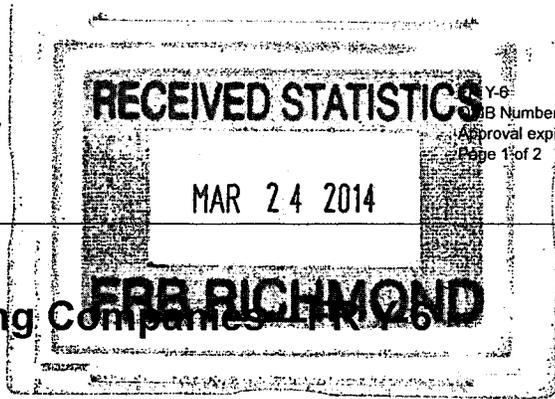


COPY

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies



Y-6  
OMB Number 7100-0297  
Approval expires December 31, 2015  
Page 1 of 2

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, John Caughey  
Name of the Holding Company Director and Official  
CapGen Capital Group LLC - VP & CFO  
Title of the Holding Company Director and Official

Date of Report (top-tier holding company's fiscal year-end):  
December 31, 2013  
Month / Day / Year

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  
CapGen Capital Group LLC  
Legal Title of Holding Company  
120 West 45th Street - Suite 1010  
(Mailing Address of the Holding Company) Street / P.O. Box  
New York NY 10036  
City State Zip Code

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Physical location (if different from mailing address)  
Person to whom questions about this report should be directed:  
Charlie Rogers Controller  
Name Title  
212-542-6876  
Area Code / Phone Number / Extension  
212-542-5879  
Area Code / FAX Number  
charogers@capgen.com  
E-mail Address  
CapGen.com  
Address (URL) for the Holding Company's web page

John R. Caughey  
Signature of Holding Company Director and Official  
03/21/2014  
Date of Signature

For holding companies not registered with the SEC--  
Indicate status of Annual Report to Shareholders:  
 is included with the FR Y-6 report  
 will be sent under separate cover  
 is not prepared

For Federal Reserve Bank Use Only  
RSSD ID 3599756  
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

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

# For Use By Tiered Holding Companies

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

CapGen Capital Group LP  
Legal Title of Subsidiary Holding Company

120 West 45th Street Suite 1010  
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

New York NY 10036  
City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

BANKshares, Inc.  
Legal Title of Subsidiary Holding Company

1031 West Morse Boulevard  
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

Winter Park FL 32789  
City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

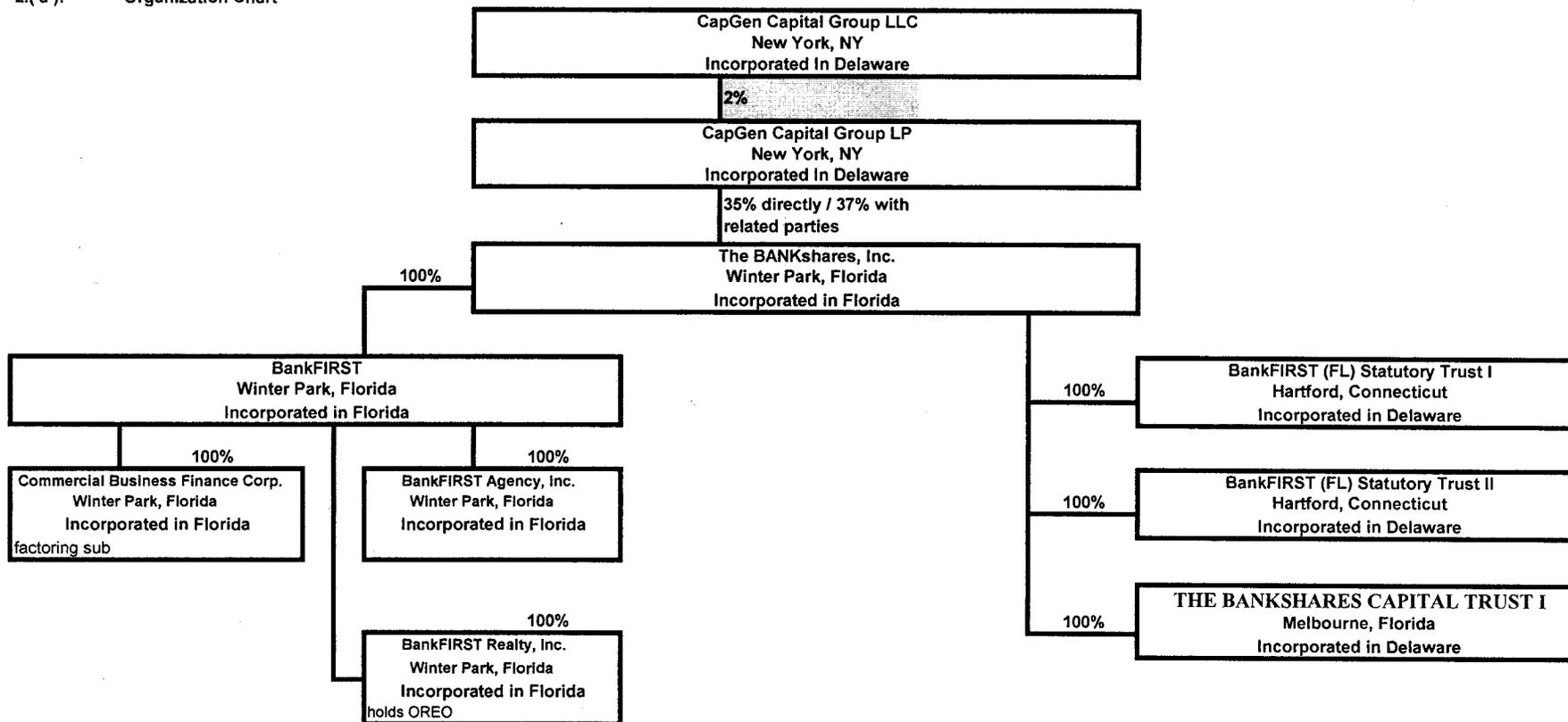
Physical location (if different from mailing address)

Form FR Y-6

The BANKshares, Inc.  
Winter Park, Florida 32789  
Fiscal Year Ending December 31, 2013

Report Item

2.(a): Organization Chart



**Results:** A list of branches for your depository institution: BANKFIRST (ID\_RSSD: 1401686).

This depository institution is held by BANKSHARES, INC., THE (3104570) of WINTER PARK, 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 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)	1401686	BANKFIRST	1031 WEST MORSE BOULEVARD, #150	WINTER PARK	FL	32789	ORANGE	UNITED STATES	40330	0	BANKFIRST	1401686	
OK		Full Service	3730447	AOPKA OFFICE	345 EAST MAIN STREET	AOPKA	FL	32703	ORANGE	UNITED STATES	360421	7	BANKFIRST	1401686	
OK		Full Service	2358330	CLERMONT OFFICE	1000 EAST HIGHWAY 50	CLERMONT	FL	34711	LAKE	UNITED STATES	434070	9	BANKFIRST	1401686	
OK		Full Service	1894792	EUSTIS BRANCH	15119 HIGHWAY 441	EUSTIS	FL	32726	LAKE	UNITED STATES	262250	4	BANKFIRST	1401686	
OK		Full Service	2503091	MELBOURNE BRANCH	300 SOUTH HARBOR CITY BOULEVARD	MELBOURNE	FL	32901	BREVARD	UNITED STATES	57017	10	BANKFIRST	1401686	
OK		Full Service	3644236	VIERA BRANCH	105 CAPRON TRAIL	MELBOURNE	FL	32940	BREVARD	UNITED STATES	358851	11	BANKFIRST	1401686	
OK		Full Service	2594428	ORMOND BEACH BRANCH	1240 WEST GRANADA BOULEVARD	ORMOND BEACH	FL	32174	VOLUSIA	UNITED STATES	57203	13	BANKFIRST	1401686	
OK		Full Service	3730438	OVIEDO WINTER SPRINGS BRANCH	2839 CLAYTON CROSSING WAY	OVIEDO	FL	32765	SEMINOLE	UNITED STATES	357284	6	BANKFIRST	1401686	
OK		Full Service	3640461	PORT ORANGE OFFICE	405 DUNLAWTON AVENUE	PORT ORANGE	FL	32127	VOLUSIA	UNITED STATES	363084	14	BANKFIRST	1401686	
OK		Full Service	3730456	SANFORD OFFICE	3791 WEST 1ST STREET	SANFORD	FL	32771	SEMINOLE	UNITED STATES	418488	8	BANKFIRST	1401686	
OK		Full Service	3644218	TITUSVILLE BRANCH	4250 SOUTH WASHINGTON AVENUE	TITUSVILLE	FL	32780	BREVARD	UNITED STATES	422889	12	BANKFIRST	1401686	
OK		Full Service	1404986	WINTER GARDEN OFFICE	13207 WEST COLONIAL	WINTER GARDEN	FL	34787	ORANGE	UNITED STATES	262249	1	BANKFIRST	1401686	

Form FR Y-6  
 CapGen Capital Group LLC  
 Fiscal Year Ending December 31, 2013

Report Item 3: Securities Holders

(1) (a) Name	(1) (a) City	(1) (a) State	(1) (a) Country	(1) (b) Citizenship	(1) (c) Number of Securities	(1) (c) Percent of Voting Securities
Eugene Ludwig	Washington	DC	USA	USA	n/a - LLC membership interest	37.350%
Robert Goldstein	Westport	CT	USA	USA	n/a - LLC membership interest	22.350%
John Rose	Hermitage	PA	USA	USA	n/a - LLC membership interest	22.350%
John Sullivan	Garden City	NY	USA	USA	n/a - LLC membership interest	10.000%

(2) (a) Name	(2) (a) City	(2) (a) State	(2) (a) Country	(2) (b) Citizenship	(2) (c) Number of Securities	(2) (c) Percent of Voting Securities
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n/a

Form FR Y-6  
 CapGen Capital Group LP  
 Fiscal Year Ending December 31, 2013

Report Item 3: Securities Holders

(1) (a) Name	(1) (a) City	(1) (a) State	(1) (a) Country	(1) (b) Citizenship	(1) (c) Number of Securities	(1) (c) Percent of Voting Securities
Eugene Ludwig through CapGen Capital Group LLC	Washington	DC	USA	USA	Cumulatively 2.029%	Cumulatively 100%
Robert Goldstein through CapGen Capital Group LLC	Westport	CT	USA	USA	Cumulatively 2.029%	Cumulatively 100%
John Rose through CapGen Capital Group LLC	Hermitage	PA	USA	USA	Cumulatively 2.029%	Cumulatively 100%
John Sullivan through CapGen Capital Group LLC	Garden City	NY	USA	USA	Cumulatively 2.029%	Cumulatively 100%

(2) (a) Name	(2) (a) City	(2) (a) State	(2) (a) Country	(2) (b) Citizenship	(2) (c) Number of Securities	(2) (c) Percent of Voting Securities
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n/a

Form FR Y-6

The BANKshares, Inc.  
 Winter Park, Florida 32789  
 Fiscal Year Ending December 31, 2013

Report Item 3: Shareholders (1)(a) (1)(b) (1)(c) and (2)(a) (2)(b) (2)(c)			Shareholders 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 12-31-2012		
Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-2012					
(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Robert B. Goldstein <sup>1</sup> Westport, Connecticut	USA	5,220,870 - 41.3% common	NONE		
John W. Rose <sup>2</sup> Hermitage, PA	USA	5,220,870 - 41.3% common			
John P. Sullivan <sup>3</sup> Garden City, NY	USA	5,220,870 - 41.3% common			
Mr. Eugene Ludwig <sup>4</sup> Washington D.C.	USA	5,220,870 - 41.3% common			
CapGen Capital Group LP <sup>5</sup> New York, NY	USA	5,220,870 - 41.3% common			
John M. Eggemeyer III <sup>6</sup> Rancho Santa Fe, CA	USA	1,238,092 - 9.8% common			
Mark Merlo <sup>7</sup> Rancho Santa Fe, CA	USA	1,238,092 - 9.8% common			
William J. Ruh <sup>8</sup> Rancho Santa Fe, CA	USA	1,238,092 - 9.8% common			
Castle Creek Capital Partners IV LP <sup>9</sup> Rancho Santa Fe, CA	USA	1,238,092 - 9.8% common			
Franklin Mutual Series Short Hills, NJ	USA	2,106,000 - 16.7% common			

Report Item 3: Shareholders	
1	Mr. Goldstein's shares include those held by CapGen Capital Group, LP., and control persons Mr. Goldstein owns directly 101,628 shares, or 0.8% of the voting shares
2	Mr. Rose's shares include those held by CapGen Capital Group, LP., and control persons Mr. Rose owns directly 99,242 shares, or 0.8% of the voting shares
3	Mr. Sullivan's shares include those held by CapGen Capital Group, LP., and control persons Mr. Sullivan owns directly 20,000 shares, or 0.2% of the voting shares
4	Mr. Ludwig's shares include those held by CapGen Capital Group, Inc. and control persons Mr. Ludwig is a control person but does not hold any voting shares directly
5	CapGen Capital Group, LP. Shares include those held by control persons Goldstein, Rose and Sullivan
6	Mr. Eggemeyer's shares include those held by Castle Creek Capital Partners IV LP. Mr. Eggemeyer is a control person, but does not own any voting shares directly
7	Mr. Merlo's shares include those held by Castle Creek Capital Partners IV LP. Mr. Merlo owns 25,000 shares in his 401K (0.2% of the voting shares)
8	Mr. Ruh's shares include those held by Castle Creek Capital Partners IV LP. Mr. Ruh is a control person, but does not own any voting shares directly
9	Castle Creek Capital Partners IV LP, shares include those held by control person Merlo

Form FR Y-6  
 CapGen Capital Group LLC  
 Fiscal Year Ending December 31, 2013

Report Item 4: Insiders

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Name & Address (City, State, Country)	Principal Occupation if Other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries (Include Names of Subsidiaries)	Title & Position Other Businesses (Include Names of Other Businesses)	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Subsidiaries (Include Names of Subsidiaries)	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)
Robert Goldstein Westport, CT USA	Principal, CapGen Capital Advisers, LLC	Principal	Director & Chairman- BANKshares (and its banking subsidiary, BankFIRST)	Director - Seacoast Banking Corporation of Florida (and its banking subsidiary, Seacoast National Bank) Director - Palmetto Bancshares (and its banking subsidiary, Palmetto Bank) Director - Hampton Roads Bankshares Director - FNB Corporation	22.350%	0.8% Directly in The BANKshares, Inc.	None
Eugene Ludwig Washington, DC USA	Managing Member & Principal, CapGen Capital Advisers, LLC	Managing Member & Principal	n/a	See Attached	37.350%	n/a	See Attached
John Rose Hermitage, PA USA	Principal, CapGen Capital Advisers, LLC	Principal	n/a	Director - PacWest Bancorp Director - Jacksonville Bancorp (and its banking subsidiary, The Jacksonville Bank) Director - McAllen Capital Partners Director - White River Capital Corp. Director - FNB Corporation	22.350%	0.8% Directly in The BANKshares, Inc.	None
John Sullivan Garden City, NY USA	Managing Director, CapGen Capital Advisers, LLC	Managing Director	n/a	Director - Palmetto Bancshares (and its banking subsidiary, Palmetto Bank) Director - Jacksonville Bancorp (and its banking subsidiary, The Jacksonville Bank)	10.000%	0.2% Directly in The BANKshares, Inc.	None
John Caughey Stewart Manor, NY USA	Chief Financial Officer, CapGen Capital Advisers, LLC	Chief Financial Officer	n/a	Director - Director - Helen Keller Services for the Blind	10.000%	0.500%	None

Form FR Y-6  
**CapGen Capital Group LP**  
 Fiscal Year Ending December 31, 2013

**Report Item 4: Insiders**

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Name & Address (City, State, Country)	Principal Occupation if Other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries (Include Names of Subsidiaries)	Title & Position Other Businesses (Include Names of Other Businesses)	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Subsidiaries (Include Names of Subsidiaries)	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)
Robert Goldstein Westport, CT USA	Principal, CapGen Capital Advisers, LLC	Principal	Director & Chairman- BANKshares (and its banking subsidiary, BankFIRST)	Director - Seacoast Banking Corporation of Florida (and its banking subsidiary, Seacoast National Bank)  Director - Palmetto Bancshares (and its banking subsidiary, Palmetto Bank) Director - Hampton Roads Bankshares Director - FNB Corporation	22.350%	0.8% Directly in The BANKshares, Inc.	None
Eugene Ludwig Washington, DC USA	Managing Member & Principal, CapGen Capital Advisers, LLC	Managing Member & Principal	n/a	See Attached	37.350%	n/a	See Attached
John Rose Hermitage, PA USA	Principal, CapGen Capital Advisers, LLC	Principal	n/a	Director - PacWest Bancorp Director - Jacksonville Bancorp (and its banking subsidiary, The Jacksonville Bank) Director - McAllen Capital Partners Director - White River Capital Corp. Director - FNB Corporation	22.350%	0.8% Directly in The BANKshares, Inc.	None
John Sullivan Garden City, NY USA	Managing Director, CapGen Capital Advisers, LLC	Managing Director	n/a	Director - Palmetto Bancshares (and its banking subsidiary, Palmetto Bank) Director - Jacksonville Bancorp (and its banking subsidiary, The Jacksonville Bank)	10.000%	0.2% Directly in The BANKshares, Inc.	None
John Caughey Stewart Manor, NY USA	Chief Financial Officer, CapGen Capital Advisers, LLC	Chief Financial Officer	n/a	Director - Director - Helen Keller Services for the Blind	10.000%	0.500%	None

CURRENT BUSINESS COMMITMENTS FOR EUGENE A. LUDWIG

As of 06/30/2013

Firm/Company	Title	Date	Relationship	Permanent Address	Principal Business of Company	Employee/Non-Employee ( & Dates held IF employee)
Ludwig & Associates, PLLC	Managing Member	12/17/04 - present	100% Ownership Interest EAL, Trustee of EAL Trust U/A dated August 26, 2011	Unnecessary	Law Firm	Non-Employee
Ludwig Enterprises, LLC	Managing Member	04/25/2012 - present	100% Ownership Interest EAL, Trustee of EAL Trust U/A dated August 26, 2011	801 17th Street NW Suite 1100 Washington, DC 20006	Business Consulting Services	Non-Employee
Ludwig Family Investments, LLC	Managing Member	08/09/02 - present	99% Ownership Interest EAL, Trustee of EAL Trust U/A dated August 26, 2011	Unnecessary	Family Office	Non-Employee
Ludwig Family Foundation Inc., The	Director, President & Treasurer	11/12/2002 - present		Unnecessary	Charitable Contributions	Non-Employee
University of Oxford Vice Chancellor's Circle	Member	05/2012 - present	<i>Non Carried Interest</i>	Unnecessary	Educational Philanthropy	Non-Employee
New America Foundation Committee for a Responsible Federal Budget's CEO Fiscal Leadership Council	Member	05/2012 - present	<i>Non Carried Interest</i>	Unnecessary	Fiscal education	Non-Employee
National Academy Foundation	Secretary	09/1998 - present	<i>Non Carried Interest</i>	Unnecessary	Leadership Development	Non-Employee
United States Advisory Board of BTMU U.S. Holdings	Lead Advisor	05/03/2011 - present	<i>Non Carried Interest</i>	Unnecessary	Financial Services	Non-Employee

CURRENT BUSINESS COMMITMENTS FOR EUGENE A. LUDWIG

As of 05/10/2013

Firm/Company	Title	Date	Relationship	Permanent Address	Principal Business of Company	Employee/Non-Employee ( & Dates held IF employee)
Promontory Capital Group, LLC	Managing Member	04/26/00 - present	100% Ownership Interest EAL, Trustee of EAL Trust U/A dated August 26, 2011	801 17th Street NW Suite 1100 Washington, DC 20006	Non-Operating Company (being considered for dissolution)	Non-Employee
Promontory Compliance Solutions, LLC	Chairman & CEO	01/21/05 - present	60% Ownership Interest EAL, Trustee of EAL Trust U/A dated August 26, 2011	801 17th Street NW Suite 1100 Washington, DC 20006	Financial Technology Solutions	Non-Employee
Promontory Financial Group, LLC	CEO & Manager	10/20/99 - present	99% Ownership Interest EAL, Trustee of EAL Trust U/A dated August 26, 2011 subject to sharing net revenues with key persons	801 17th Street NW Suite 1100 Washington, DC 20006	Financial and Regulatory Advisory Services	Non-Employee
Promontory Financial Global Services Japan, LLC	Chairman	08/09/04 - present (CEO 10/20/05 - 09/07/06)	100% Indirect Ownership Interest (Entity wholly-owned by Promontory Financial Group, LLC)	Teikoku Hotel Tower 9F 1-1-1, Uschisiwaicho Chiyoda-ku, Tokyo 100-0011	Financial and Regulatory Advisory Services	Non-Employee
Promontory Group, LLC	Managing Member	12/15/03 - present	100% Ownership Interest EAL, Trustee of EAL Trust U/A dated August 26, 2011 (No active business)	801 17th Street NW Suite 1100 Washington, DC 20006	Oversight of Promontory Group of Companies	Non-Employee

Form FRY-6  
The BANKshares, Inc.  
Fiscal Year Ending December 31, 2013

Report Item 4: Insiders

(1) Name & 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 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)
Mr. James T. Barnes Jr.  Winter Park, FL USA	Investor	Vice Chairman	Director & Chairman, BankFIRST		0.0% Directly	N / A	
			Director - (Commercial Business Finance Corp)		5.9% Indirectly		
			Chairman, President, Secretary, Treasurer, Director (BankFIRST Agency, inc.)				
			Director (BankFIRST Realty, Inc.)				
			Chairman of the Board & Director Osceola Financial Corporation				100% by trust of James T. Barnes, Jr.
			LLC member Morse Blvd. Development Associates, LLC				32.86% by trusts for daughters of James T. Barnes, Jr. 62.14% by JTB, Inc.
			Director & President JTB, Inc.				100% by Osceola Financial Corp
			Director & President HPY, Inc.				100% by Osceola Financial Corp
			member Jambarco Investment Group, LLC (formerly Peregrine Management & Investment, LLC)				100% by trust of James T. Barnes, Jr.
			member Osceola Management Services, LLC (formerly Jambarco Management, LLC)				100% by Osceola Financial Corp
			Partner Playbar Associates Limited Partnership				50% by trust of James T. Barnes, Jr. 50% by trust of spouse
			member NMR, LLC				50% voting member
			manager Properties of Osceola, LLC				100% by Jambarco Investment Group, LLC
			New England Partners, LLC				43% by Jambarco Investment Group, LLC
			President Jambarco Capital Partners, Inc				100% by trust of James T. Barnes, Jr.
			sole voting member Rutgers Partners, LLC				3.88% by trust of James T. Barnes, Jr.

Mr. James T. Barnes, Jr.  
(continued)

sole voting member Dunstan Partners, LLC	3.89% by trust of James T. Barnes, Jr.
sole voting member Killamey Partners, LLC	3.85% by trust of James T. Barnes, Jr.
President James T. Barnes Foundation, Inc.	0%
President James T. & Diana P. Barnes Foundation,	0%
member Barnes Capital Investors, LLC	100% by trust of James T. Barnes, Jr.
Director Mayflower Retirement Center, Inc.	0%
Board member Board	0%
Director Emeritus University of Central Florida Foundation	0%
member SCSK Capital, LLC	19.95% by Jambarco Capital Partners, Inc.
member Summerport Capital, LLC	25% by Jambarco Capital Partners, Inc.
member Good JB Ventures I, LLC	60% by Jambarco Investment Group, LLC
member Sheeler Road Capital, LLC	100% by Playbar Associates
Trustee James T. Barnes Jr. 2012 Grandchildrens Trust	0%

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Mr. Dale Dettmer Merritt Island, FL USA	Attorney	Director	Director/ViceChairman		0.4% Directly	N / A	
				President, Dale A. Dettmer, PA			100%
				Partner (via Dale A. Dettmer, PA) Krasny and Dettmer			50%
				Manager Atrium Professional Centre, LC			37.50%
				Secretary V6 Corporation			30%
				Manager Bay Commerce Center, LLC			50%
				Secretary / Treasurer Spring Lake Development Corporation			30%
							Riverfront Building Inc. ("RBI") 50%
							Riverfront Building (partnership) 60% partner via RBI
Mr. John P. Sullivan	Investor	None	None	Director - Palmetto Bancshares (and its banking subsidiary, Palmetto Bank) Director - Jacksonville Bancorp (and its banking subsidiary, The Jacksonville Bank)	0.2% Directly	N / A	N / A
Garden City, New York					41.0% Indirectly		
Mr. Eugene Ludwig Washington D.C.	Investor	None	None	See Schedule 2	0.0% Directly 41.2% Indirectly	N / A	See Schedule 2
Mr. Robert B. Goldstein Westport, CT USA	Principal CapGen Capital Advisers, LLC	Director & Chairman	Director BankFIRST	Director Director - Seacoast Banking Corporation of Florida (and its banking subsidiary, Seacoast National Bank) Director - Palmetto Bancshares (and its banking subsidiary, Palmetto Bank) Director - Hampton Roads Bankshares Director - FNB Corporation	0.8% Directly 40.4% Indirectly	N / A	N / A
Mr. Ralph V. Hadley, III Altamonte Springs, FL USA	Attorney	Director	Director, BankFIRST	VP Swann, Hadley, Stump, Dietrich & Spears P.A.	0.3% Directly	N / A	Swann, Hadley, Stump, Diedrich & Spears P.A. - (25%)
Mr. Donald J. McGowan Vero Beach, FL USA	N/A	Director	President and CEO		0.3% Directly 0.7% Indirectly	N / A	N / A
Mr. Mark Merlo San Diego, CA USA	Principal Castle Creek Capital	Director The BANKshares, Inc.	Director, BankFIRST	Director - Atlanta Bancorporation, Inc. Director, The Bank of Atlanta Director, Carfile Bancshares, Inc. Director, First NBC Bank Holding Company	0.2% Directly 9.6% Indirectly via Fund IV et al	N / A	Legions IV Corp. (100%) which is not a BHC

Mr. Allan E. Keen	Real Estate Investor / Developer	Director	Vice Chairman & Director, BankFIRST	Chairman The Keewin Real Property Company	0.6% directly	N/A	The Keewin Real Property Company, LLC - 100%
Winter Park, FL 32789							St. John's River Sports, Inc - 50% The Landmark Winter Park, LLC - 50%
							Sheeler Road Capital, LLC - 50% Real Investments of Central Florida, LLC - 30% Natural Neighborhoods, LLC - 50%
							Phoenix/Polk Venture, LLC - 100% Environmental Communities, LLC - 100% Real Property Investments of Central Florida, LLC - 100% EMB Limited Partnership - 33% Conservation Villages, LLC - 100% Sustainable Neighborhoods, LLC - 100%
							Windsong Properties, LLC - 37.5%

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Dr. Craig M. McAllister	Dean Crummer Graduate School of Business	Director	Director		0.0% Directly	N/A	
Winter Park, FL 32814							
				Craig M. McAllister, dba Creative Management Group			100% of Creative Management Group

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Mr. Thomas P. Abelmann	Banker	CFO, Secretary & Treasurer	Senior EVP & COO BankFIRST		0.6% Directly	N/A	
Casselberry, FL 32707							