

Guaranty Financial Group Inc.
Form 15-12B
May 13, 2011

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 15

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF
THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER
SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.**

001-33661

(Commission File Number)

GUARANTY FINANCIAL GROUP INC.

(Exact name of registrant as specified in its charter)

1300 MoPac Expressway South

Austin, Texas 78746

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Common Stock

(Title of each class of securities covered by this form)

None

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

| | |
|----------------------|-------------------------------------|
| Rule 12g-4(a)(1) | <input checked="" type="checkbox"/> |
| Rule 12g-4(a)(2) | <input type="checkbox"/> |
| Rule 12h-3(b)(1)(i) | <input checked="" type="checkbox"/> |
| Rule 12h-3(b)(1)(ii) | <input type="checkbox"/> |
| Rule 15d-6 | <input type="checkbox"/> |

Approximate number of holders of record as of the certification or notice date: None*

Pursuant to the requirements of the Securities Exchange Act of 1934, Canal Corporation has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

GUARANTY FINANCIAL GROUP INC.

Date: May 13, 2011

By: /s/ Dennis Faulkner

Name: Dennis Faulkner

Title: Chief Restructuring Officer

* As of May 13, 2011, the Effective Date of Second Amended Joint Plan of Liquidation For Guaranty Financial Group Inc., et al. (the Plan), filed with the Bankruptcy Court for the Northern District of Texas, Dallas Division, on May 11, 2011 (the Court). Pursuant to the Plan, and the Order of the Court confirming the Plan, as of the Effective Date, all shares of common stock of Guaranty Financial Group Inc were deemed cancelled.