

Revised

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, Pin Pin Chau

Reporter's Name, Street, and Mailing Address

Name of the Holding Company Director and Official

Touchmark Bancshares, Inc .

CEO

Legal Title of Holding Company

Title of the Holding Company Director and Official

3651 Old Milton Pkwy

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

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.

Alpharetta GA 30005  
City State Zip Code

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:

Jorge Forment EVP & CFO

Name Title

770 407-6700

Area Code / Phone Number / Extension

7704076751

Area Code / FAX Number

jorge.forment@touchmarknb.com

E-mail Address

Signature of Holding Company Director and Official

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

03/29/2013

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

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

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

Public reporting burden for this information collection is estimated to vary from 1.3 to 107 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.



FR Y6 -2012

## Item 1: Annual Report to Shareholders

Touchmark Bancshares, Inc. 2012 Annual Report is attached for your review.

## Item 2A: Organization Chart

**Holding Company:** Touchmark Bancshares, Inc. owns 100% of Touchmark National Bank, its subsidiary

Both Touchmark National Bank and Touchmark Bancshares, Inc. were incorporated in the state of Georgia and are headquartered in Alpharetta, Georgia.

## Item 2B: Branch Listing:

The legal address of Touchmark Bancshares, Inc. and Touchmark National Bank is:  
3651 Old Milton Parkway, Alpharetta, GA 30005

**Branch 1: Abbotts Bridge – Closed 2-28-13** Previously a Full Service Branch  
3170 Peachtree Industrial Blvd. Suite 100 , Duluth, GA 30097 Gwinnett County

**Branch 2: Peachtree Pavilion** - Opened 10-15-08 Full Service Branch  
6035 Peachtree Road Suite 120 Doraville, GA 30360 DeKalb County

**Branch 3: Alpharetta – Main Office Relocation Approved 12-28-12** Opened  
9-8-09 Full Service Main Office 3651 Old Milton Parkway, Alpharetta, GA 30005  
Fulton County

## Item 3: Securities Holders owning/controlling > 5%

Note: Touchmark Bancshares, Inc. has only one class of stock outstanding, which is common stock. Total outstanding shares at 12-31-12 amounts to 3,465,391 shares.



**Item 1(a)-1(c)**

**Dr. J.J. Shah, Duluth, Georgia - U.S. Citizen**

Total shares owned: 1,101

Beneficial shares owned: 445,000

% of total outstanding – 12/31/12, including beneficial shares: 12.87%

Warrants owned: 65,000

Total shares owned/controlled if exercised: 511,101

Total % of shares owned/controlled if warrants exercised: 14.48%

**Dr. Meena Shah, Duluth, Georgia - U.S. Citizen**

Total shares owned: 2,101

Beneficial shares owned: 151,500

% of total outstanding – 12/31/12, including beneficial shares 4.43%

Warrants owned: 25,000

Total shares owned/controlled if exercised: 178,601

Total % of shares owned/controlled if warrants exercised: 5.12%

**Item 2(a)-2(c)** Not applicable

**Item 4: Insiders**

See attached Exhibit I

**DIRECTORS & OFFICERS SHARES**  
12/31/2012

Shares Outstanding 3,465,391

Officer / Director Name	Shares	Warrants	Options	Exercisable w/ 60 days	Spouse/Family	Total Beneficial	% of Beneficial	FRB - Shares Only	
								\$	%
Chau	1,000		50,000	50,000		51,000	1.45%	1,000	0.03%
Crosby	16,500	14,500		14,500	2,500	33,500	0.96%	19,000	0.55%
Forment	-		10,000	10,000		10,000	0.29%	-	0.00%
Greenfield	22,501	20,000		20,000		42,501	1.22%	22,501	0.65%
Hayter	83,001	20,000		20,000		103,001	2.96%	83,001	2.40%
Lebow	6,001	1,000	15,250	14,917		20,918	0.60%	6,001	0.17%
Patel	22,001	20,000		20,000		42,001	1.21%	22,001	0.63%
Raja	57,000		10,000	10,000	43,000	110,000	3.17%	100,000	2.89%
Rama	62,001	20,000		20,000		82,001	2.35%	62,001	1.79%
J. J. Shah (1)	446,101	65,000		65,000		511,101	14.48%	446,101	12.87%
Meena Shah (2)	153,601	25,000		25,000		178,601	5.12%	153,601	4.43%
Williams	50,201	30,000		30,000		80,201	2.29%	50,201	1.45%
Wong	50,001	30,000		30,000	13,500	93,501	2.67%	63,501	1.83%
<b>Total Shares</b>	<b>969,909</b>	<b>245,500</b>	<b>85,250</b>	<b>329,417</b>	<b>59,000</b>	<b>1,358,326</b>	<b>35.77%</b>	<b>1,028,909</b>	<b>29.69%</b>

=====> Includes \$1M less for the Shah's join

(1)

J. J. Shah (3)	1,101	40,000		40,000		41,101	1.17%
455 Trust	200,000	25,000		25,000		225,000	6.45%
Eastern Horizons Properties, Ltd Ptrshp	168,500					168,500	4.86%
JJ Shah TTE, DVR Trust # 2	3,500					3,500	0.10%
GCMT17,LLC (Shah)	73,000					73,000	2.11%
	<b>446,101</b>	<b>65,000</b>	<b>-</b>	<b>65,000</b>	<b>-</b>	<b>511,101</b>	<b>14.48%</b>

(2)

Meena Shah (3)	2,101					2,101	0.06%
475 Trust	147,000	25,000		25,000			
Meena Shah TTE, DVR Trust # 1	4,500					4,500	0.13%
	<b>153,601</b>	<b>25,000</b>	<b>-</b>	<b>25,000</b>	<b>-</b>	<b>6,601</b>	<b>0.19%</b>

(3) Includes 1,000 shares jointly owned

Form FR Y6

Touchmark Bancshares, Inc.

Fiscal Year Ending 12/31/2012

Ref #	1) Director / Executive Officer	City, State		2) Principal Occupation	3a) Title & Position with Bank Holding Company	3b) Title & Position with Subsidiary	4a) % Voting Shares Owned or Controlled in Holding Company	4b) % Voting Shares in Subsidiary
1	Pin Pin Chau	Duluth, GA	USA	President & CEO	Director, President & CEO	Director, President & CEO	0.03%	n/a
2	William D Crosby	Atlanta, GA	USA	Banking consultant	Director	Director	0.55%	n/a
3	Jorge L. Forment	Woodstock, GA	USA	Chief Financial Officer	EVP, Chief Financial Officer	EVP, Chief Financial Officer	0.00%	n/a
4	Howard Greenfield	Alpharetta, GA	USA	Global Technology Sales	Director	Director	0.65%	n/a
5	Yuling Hayter	Suwanee, GA	USA	Credit Card Processing Executive	Director	Director	2.40%	n/a
6	James E. LeBow	Atlanta, GA	USA	Chief Credit Officer	EVP, Chief Credit Officer	EVP, Chief Credit Officer	0.17%	n/a
7	Dr. Sudhir Kumar Patel	Greer, SC	USA	Physician	Director	Director	0.63%	n/a
8	Dr. Mukund C. Raja	Atlanta, GA	USA	Surgeon	Director	Director	2.89%	n/a
9	H.P. Rama	Greenville, SC	USA	Hotel Executive	Director	Director	1.79%	n/a
10	Dr. JJ Shah	Duluth, GA	USA	Physician	Director, Chairman	Director	12.87%	n/a
11	Dr. Meena Shah	Duluth, GA	USA	Physician	Director	Director	4.43%	n/a
12	Bobby Williams	Suwanee, GA	USA	Credit Card Processing Executive	Director, Vice Chair	Director, Vice Chair	1.45%	n/a
13	Vivian Wong	Greenville, SC	USA	Real Estate Development	Director, Vice Chair	Director, Vice Chair	1.83%	n/a
	Total Shares Outstanding:	3,465,391				% owned/controlled by insiders	29.69%	

**TOUCHMARK INSIDER RELATED INTERESTS**

<b>Insider</b>	<b>Name of Company/Related Interest</b>	<b>Position Held</b>	<b>% Ownership</b>
<b>Pin Pin Chau</b>	None	N/A	N/A
<b>William D. Crosby</b>	Bank Organization & Structure, LLC	President	100%
<b>Jorge L. Forment</b>	None	N/A	N/A
<b>Howard Greenfield</b>	West End Capital Partners	Manager	2.3%
	Partnership Title Corp.	Investor	15.0%
	HOJO Real Estate Inv.	Manager	50.0%
	4290 Partners, Inc.	Manager	50.0%
	FD-3801, LLC	Manager	25.0%
	Oakgrove One, LLC	Manager	16.6%
	GC Tech Park, LLC	Investor	12.0%
	Northlake Associates, LLC	Manager/Partner	30.0%
<b>Yuling R. Hayter</b>	EZ Pay, Inc.	Secretary	50%
	Formosa Rose, LLC	Secretary	50%
	Mary's Chapel, LLC	Partner	50%
	Hwy 441, LLC	Partner	50%
	Mt. Olive, LLC	Partner	50%
<b>James E. LeBow</b>	Pine Ridge Investments, LP	General Partner	99.5%
	Beaslebow, LLC	Member	25.0%
<b>Dr. Sudhirkumar Patel</b>	Carolina Internal Medicine	President	50%
	1208 Properties	Owner	50%
	Touchmark Bancshares, Inc	Director	<10%
	Herlong Bates Insurance	Owner	<10%
	Independence National Bank	Director	<10%
	NSSP, LLC	Member	5%
<b>Dr. Mukund Raja</b>	Dr. M. Raja & Associates, Inc.	President	70%

<b>Insider</b>	<b>Name of Company/Related Interest</b>	<b>Position Held</b>	<b>% Ownership</b>
<b>H.P. Rama</b>	Augusta National Hotel Manager, Inc.	Vice President	33.330%
	Auro Augusta National Hotel, LLC	Managing Member	33.340%
	Auro Austrian Hotel, LLC	Member	33.340%
	Auro Druid Hills Hotel, LLC	Member	33.330%
	Auro Hotel Columbia, LLC	Member	33.330%
	Auro Hotel Greenville, LLC	Member	33.330%
	Auro Hotel Orlando, LLC	Member	33.330%
	Auro Republic Hotel, LLC	Managing Member	33.330%
	Auro Sand Lake Hotel, LLC	Member	33.330%
	Druid Hills Hotel Manager, LLC	Managing Member	33.330%
	Druid Hills JHM, Inc.	Managing Member	50.910%
	Forbes Place Hotel, LLC	Managing Member	33.000%
	Forbes Place Hotel II, LLC	Member	32.835%
	Forbes Place Hotel Manager, Inc.	President	33.000%
	Greenville City Center, LLC	Member	30.000%
	Greenville Main Street Office, LLC	Member	30.000%
	Horizon Hotel, LLC	Managing Member	33.340%
	JHM Enterprises Associates	Partner	33.330%
	JHM Enterprises, Inc.	Chairman/CEO	33.330%
	JHM Florida, Inc.	Chairman/CEO	25.000%
	Lake Buena Vista Hotel Manager, LLC	Managing Member	33.000%
	Piedmont Hospitality Services, LLC	Manager	25.000%
	US Hospitality Development, Inc.	President	33.330%
	Washington Road Hotel, LLC	Member	33.000%
Washington Road Hotel Manager, LLC	Member	33.340%	

Insider	Name of Company/Related Interest	Position Held	% Ownership
Dr. J.J. Shah	Gwinnett Clinic, Ltd.	President	42%
	JJS Properties, LLC	Manager (as Trustee of MJ Shah Trust No.1)	0%
	GCMT 1, LLC	Manager (as Trustee of MJ Shah Trust No.1)	0%
	GCMT 2, LLC	Manager (as Trustee of MJ Shah Trust No.1)	0%
	GCMT 11, LLC	Manager (as Trustee of MJ Shah Trust No.1)	0%
	GCMT 12, LLC	Manager (as Trustee of MJ Shah Trust No.1)	0%
	GCMT 13, LLC	Manager (as Trustee of MJ Shah Trust No.1)	0%
	GCMT 14, LLC	Manager (as Trustee of MJ Shah Trust No.1)	0%
	GCMT 15, LLC	Manager (as Trustee of MJ Shah Trust No.1)	0%
	GCMT 16, LLC	Manager (as Trustee of MJ Shah Trust No.1)	0%
	GCMT 17, LLC	Manager (as Trustee of MJ Shah Trust No.1)	0%
	GCMT 18, LLC	Manager (as Trustee of MJ Shah Trust No.1)	0%
	GCMT 19, LLC	Manager (as Trustee of MJ Shah Trust No.1)	0%
	GCMT 20, LLC	Manager (as Trustee of MJ Shah Trust No.1)	0%
	DAS Investments, LLC	Manager (as Trustee of MJ Shah Trust No.1)	0%
	M.J. Shah Trust No.1	Trustee	0%
	M.J. Shah Trust No.2	Trustee	0%
	M.J. Shah Trust No.3	Trustee	0%
	DVR Trust No.2	Trustee	0%
	AJS QSST No. 1	Trustee	0%
	DJS QSST No. 2	Trustee	0%
AVR Trust No. 2	Trustee	0%	
GCJT2, LLC		0%	

Dr. Meena J. Shah	Gwinnett Clinic, Ltd.	Vice President	42%
	GCJT 1, LLC	Manager (as Trustee of JJ Shah Trust No. 1)	0%
	J.J. Shah Trust No. 1	Manager (as Trustee of JJ Shah Trust No. 1)	0%
	J.J. Shah Trust No. 2	Trustee	0%
	J.J. Shah Trust No. 3	Trustee	0%
	DVR Trust No. 1	Trustee	0%
	SJS QSST	Trustee	0%
	DJS QSST No. 1	Trustee	0%
	AVR Trust No. 1	Trustee	0%
	GCJT2, LLC	Manager	0%

<b>Insider</b>	<b>Name of Company/Related Interest</b>	<b>Position Held</b>	<b>% Ownership</b>
<b>Bobby G. Williams</b>	EZ Pay, Inc.	CEO / President	60%
	Formosa Rose, LLC	CEO	50%
	Mary's Chapel, LLC	Partner	50%
	Hwy 441, LLC	Partner	50%
	Ernco, Inc.	Director	0%
	Mt. Olive, LLC	Partner	50%
	Pet Grotto, LLC	CEO	100%
	Suwanee Creek Institute, LLC	CEO	100%

<b>Vivian A. Wong</b>	Pacific Gateway Capital, LLC	Chairwoman	50%
	Southeastern Development	Partner	50%
	Mall Property, LLC	Partner	50%
	South County, LLC	Partner	40%
	Fairforest of Greenville, LLC	Partner	34%
	International Properties, LLC	Partner	25%
	Four Seasons, LLC	Partner	25%
	WAL Lodging, LLC	Partner	25%
	Focus Investment, LLC	Partner	25%