

APR 01 RECD

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, 2013**

Month / Day / Year

I, **Jorge L. Forment**

Reporter's Name, Street, and Mailing Address

**Touchmark Bancshares, Inc.**

Legal Title of Holding Company

**3651 Old Milton Pkwy**

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

**Alpharetta**

**GA**

**30005**

City

State

Zip Code

Name of the Holding Company Director and Official

**President, CEO & Director**

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.

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:

**Kellie Pressnall**

**EVP & CFO**

Name

Title

**770 407-6700**

Area Code / Phone Number / Extension

**770407-6752**

Area Code / FAX Number

**kellie.pressnall@touchmarknb.com**

E-mail Address

Signature of Holding Company Director and Official

**03/26/2014**

Date of Signature

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

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  
 C.I.

**3645886**

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

## 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.

Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical location (if different from mailing address)	Physical location (if different from mailing address)
Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
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Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical location (if different from mailing address)	Physical location (if different from mailing address)

**Result:** A list of branches for your depository institution: TOUCHMARK NATIONAL BANK (ID\_RSSD: 3645840). This depository institution is held by TOUCHMARK BANCSHARES, INC. (3645886) of ALPHARETTA, GA. The data are as of 12/31/2013. Data reflects information that was received and processed through 04/07/2014.

**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	Effective	Branch Service Type	Branch	Popular Name	Street Address	City	Stat	Zip	County	Country	FDIC	Office	Head Office	Head Office	Comment
OK		Full Service (Head)	3645840	TOUCHMARK NATIONAL	3631 OLD MILTON	ALPHARETT	GA	30005	FULTO	UNITED		462873	0	TOUCHMARK NATIONAL	3645840



## FR Y6 -2013

### Item 1: Annual Report to Shareholders

Touchmark Bancshares, Inc. 2013 Financials are 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: 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 12-31-13 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 – 12/31/13, 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%



**TOUCHMARK**  
BANCSHARES, INC.

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

Total shares owned: 2,101

Beneficial shares owned: 151,500

% of total outstanding – 12/31/13, 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



Revised

TOUCHMARK INSIDER RELATED INTERESTS

Insider	Name of Company/Related Interest	Position Held
William D. Crosby	None	N/A

Jorge L. Forment	None	N/A
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Yuling R. Hayter	None	N/A
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Dr. Sudhirkumar Patel	Herlong Bates Insurance	Owner
	Independence National Bank	Director
	NSSP, LLC	Member

Kellie Pressnall	None	NA
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Dr. Mukund Raja	None	NA
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Insider	Name of Company/Related Interest	Position Held
H.P. Rama	None	NA

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

Dr. Meena J. Shah	GCJT 1, LLC	Manager (as Trustee of JJ Shah Trust No. 1)
	J.J. Shah Trust No. 1	Manager (as Trustee of JJ Shah Trust No. 1)
	J.J. Shah Trust No. 2	Trustee
	J.J. Shah Trust No. 3	Trustee
	DVR Trust No. 1	Trustee
	SJS QSST	Trustee
	DJS QSST No. 1	Trustee
	AVR Trust No. 1	Trustee
	GCJT2, LLC	Manager

Insider	Name of Company/Related Interest	Position Held
Bobby G. Williams	Ernco, Inc.	Director

Vivian A. Wong	None	NA
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Revised

TOUCHMARK INSIDER RELATED INTERESTS

Insider	Name of Company/Related Interest	Position Held	% Ownership
William D. Crosby	Bank Organization & Structure, LLC	President	100%
Jorge L. Forment	None	N/A	N/A
Yuling R. Hayter	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%
Dr. Sudhirkumar Patel	Carolina Internal Medicine	President	50%
	1208 Properties	Owner	50%
Kellie Pressnall	None	NA	NA
Dr. Mukund Raja	Dr. M. Raja & Associates, Inc.	President	70%

Insider	Name of Company/Related Interest	Position Held	% Ownership
H.P. Rama	Augusta National Hotel Manager, Inc.	Vice President	33.330%
	Auro Augusta National Hotel, LLC	Managing 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 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%
Dr. Meena J. Shah	Gwinnett Clinic, Ltd.	Vice President	42%

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

Insider	Name of Company/Related Interest	Position Held	% Ownership
Vivian A. Wong	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%