



Board of Governors of the Federal Reserve System



Annual Report of Bank 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)). 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 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). 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 Bank Holding Companies* must be signed by one director of the top-tier bank holding company. This individual should also be a senior official of the top-tier bank holding company. In the event that the top-tier bank 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 bank holding company's fiscal year-end):
12/31/2011
Month / Day / Year

I. J. RANDAL HALL
Name of the Bank Holding Company Director and Official
PRESIDENT AND CEO
Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address
AMERICAN PATRIOT FINANCIAL GROUP, INC.
Legal Title of Bank Holding Company
3095 E ANDREW JOHNSON HWY
(Mailing Address of the Bank Holding Company) Street / P.O. Box
GREENEVILLE, TN 37745
City State Zip Code

attest that the *Annual Report of Bank Holding Companies* (including the supporting attachments) for this report date have 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:
DON WADDELL / CFO AND SVP
Name Title
(423) 636-1555
Area Code / Phone Number / Extension
(423) 278-1540
Area Code / FAX Number
Don.Waddell@AmericanPatriotBank.com
E-mail Address
www.AmericanPatriotBank.com
Address (URL) for the Bank Holding Company's web page

[Signature]
Signature of Bank Holding Company Director and Official
4-12-12
Date of Signature

For bank 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 3218132
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

For Use By Tiered Bank Holding Companies

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

AMERICAN PATRIOT BANK
Legal Title of Subsidiary Bank Holding Company

3095 E ANDREW JOHNSON HWY
(Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box

GREENEVILLE, TN 37745
City State Zip Code

Physical location (if different from mailing address)

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City State Zip Code

Physical location (if different from mailing address)

Form FR Y-6
 American Patriot Financial Group, Inc.
 Fiscal Year Ending December 31, 2011

Report Item 4: Insiders
 (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 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)
Wendy Warner Greeneville, TN USA	Realtor	Director	Director American Patriot Bank	Warner Realty Owner	1.54%	None	Warner Realty 100%
William Smead Greeneville, TN USA	Physician	Director Chairman	Director Chairman American Patriot Bank	President Greeneville Aviation	5.66%	None	Greeneville Aviation 100%
T. Don Waddell Greeneville, TN USA	NA	CFO and Senior Vice President	Secretary American Patriot Bank	N/A	0.25%	None	N/A
Roger Woolsey Greeneville, TN USA	Attorney	Director	Director American Patriot Bank	N/A	1.65%	None	N/A
James Randal Hall Morristown, TN USA	N/A	Director, CEO and President	Director, CEO and President American Patriot Bank	N/A	0.00%	None	N/A

Form FR Y-6
American Patriot Financial Group, Inc.
Fiscal Year Ending December 31, 2011

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Report Item 3: Shareholders

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

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/2011.			Shareholders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holding of 5% or more with power to vote during the fical year ending 12/31/2011.		
(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	(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
William Smead [REDACTED] Greeneville, TN 37745	USA	135,166 - 5.66% common stock	N/A	N/A	N/A

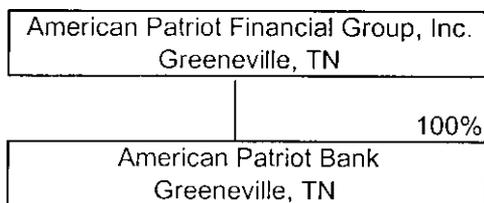
Form FR Y-6

American Patriot Financial Group, Inc.
Greeneville, Tennessee
Fiscal Year Ending December 31, 2011

Report Item

- 1: The bank holding company prepares an annual report for its shareholders.
The bank holding company is registered with the SEC.

- 2: Organizational Chart:



Results: A list of branches for your depository institution: **AMERICAN PATRIOT BANK (ID_RSSD: 3010318)**.
 This depository institution is held by **AMERICAN PATRIOT FINANCIAL GROUP, INC. (3218132) of GREENEVILLE, TN**.
 The data are as of **12/31/2011**. Data reflects information that was received and processed through **04/04/2012**.

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)	3010318	AMERICAN PATRIOT BANK	3095 EAST ANDREW JOHNSON HIGHWAY	GREENEVILLE	TN	37745	GREENE	UNITED STATES	358996	0	AMERICAN PATRIOT BANK	3010318	
OK		Full Service	3136263	ASHEVILLE HIGHWAY BRANCH	506 ASHEVILLE HIGHWAY	GREENEVILLE	TN	37743	GREENE	UNITED STATES	362440	1	AMERICAN PATRIOT BANK	3010318	
OK		Full Service	3452954	SUMMER STREET BRANCH	208 SUMMER STREET	GREENEVILLE	TN	37743	GREENE	UNITED STATES	451589	4	AMERICAN PATRIOT BANK	3010318	
OK		Full Service	4131630	MARYVILLE BRANCH	710 FOOTHILLS PLAZA DRIVE	MARYVILLE	TN	37801	BLOUNT	UNITED STATES	465282	5	AMERICAN PATRIOT BANK	3010318	