

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):

12/31/2012

Month / Day / Year

Reporter's Name, Street, and Mailing Address

AMERICAN PATRIOT FINANCIAL GROUP, INC.

Legal Title of Holding Company

3095 E ANDREW JOHNSON HWY

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

GREENEVILLE TN 37745

City

State

Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

DON WADDELL CFO

Name

Title

423-636-1555

Area Code / Phone Number / Extension

423-278-1540

Area Code / FAX Number

don.waddell@americanpatriotbank.com

E-mail Address

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

1. JAMES RANDAL HALL

Name of the Holding Company Director and Official

JAMES RANDAL HALL PRESIDENT AND CEO

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.

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.

Signature of Holding Company Director and Official

5/6/2013

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

For Federal Reserve Bank Use Only

RSSD ID
C.I.

3218132

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

revised

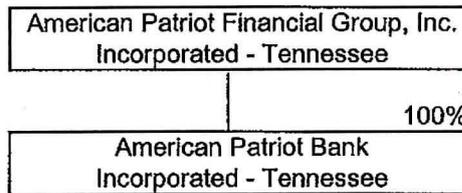
Form FR Y-6

**American Patriot Financial Group, Inc.
Greenville, Tennessee
Fiscal Year Ending December 31, 2012**

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 **12/31/2012**. Data reflects information that was received and processed through **02/24/2013**.

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 | |
| CLOSE | 2/28/2012 | Full Service | 4131630 | MARYVILLE BRANCH | 710 FOOTHILLS PLAZA DRIVE | MARYVILLE | TN | 37801 | BLOUNT | UNITED STATES | Not Required | Not Required | AMERICAN PATRIOT BANK | 3010318 | |

revised

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American Patriot Financial Group, Inc.
Fiscal Year Ending December 31, 2012

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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 12/31/2012. | | | 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 fiscal year ending 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 | (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 Greeneville / TN / USA | USA | 135,166 - 5.66% common stock | N/A | N/A | N/A |

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American Patriot Financial Group, Inc.

Fiscal Year Ending December 31, 2012

Report Item 4: Insiders

(1),(2),(3)(a)(b)(c), and (4)(a)(b)(c)

| | | | | | | | (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) |
| (1) | (2) | (3)(a) | (3)(b) | (3)(c) | (4)(a) | (4)(b) | |
| Names & 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) | Businesses (include names of other businesses) | Percentage of Voting Shares in Bank Holding Company | Percentage of Voting Shares in Subsidiaries (Include names of subsidiaries) | |
| Wendy Warner Greeneville, TN USA | Realtor | Director Chairman | Director Chairman American Patriot Bank | Warner Realty Owner | 1.54% | None | Warner Realty 100% |
| William Smead Greeneville, TN USA | Physician | Director | Director 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 |