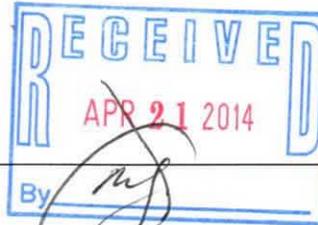


Board of Governors of the Federal Reserve System



# 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):

12/31/2013  
Month / Day / Year

I, JAMES RANDAL HALL

Name of the Holding Company Director and Official

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

City

State

TN 37745

Zip Code

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.

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

Name

CFO

Title

423-636-1555

Area Code / Phone Number / Extension

423-278-1540

Area Code / FAX Number

don.waddell@americanpatriotbank.com

E-mail Address

Signature of Holding Company Director and Official

4/16/2014

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 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

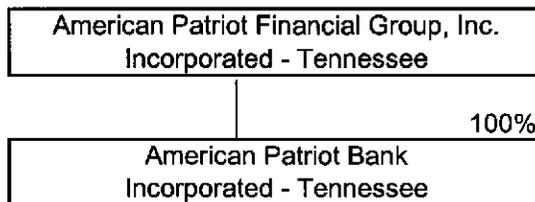
**Form FR Y-6**

**American Patriot Financial Group, Inc.  
Greeneville, Tennessee  
Fiscal Year Ending December 31, 2013**

**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 12/31/2013. 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 hard-copy 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.

Branch Name	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	EDC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
Correct	Full Service (Head Office)	3010318	AMERICAN PATRIOT BANK	3095 EAST ANDREW JOHNSON HIGHWAY	GREENEVILLE TN	TN	37745	GREENE	UNITED STATES	358996	0	AMERICAN PATRIOT BANK	3010318	
Correct	Full Service	3136263	MAIN STREET BRANCH	1118 WEST MAIN STREET	GREENEVILLE TN	TN	37743	GREENE	UNITED STATES	Not Required	Not Required	AMERICAN PATRIOT BANK	3010318	
Correct	Full Service	3452354	SUMMER STREET BRANCH	208 SUMMER STREET	GREENEVILLE TN	TN	37743	GREENE	UNITED STATES	451589	4	AMERICAN PATRIOT BANK	3010318	

**Form FR Y-6**  
**American Patriot Financial Group, Inc.**  
**Fiscal Year Ending December 31, 2013**

0

**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 12/31/2013.

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 12/31/2013.

(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

**Form FR Y-6**

**American Patriot Financial Group, Inc.**

**Fiscal Year Ending December 31, 2013**

**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 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