



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, **John W. Jackson**

Reporter's Name, Street, and Mailing Address

**Atlanta Bancorporation, Inc.**

Legal Title of Holding Company

**1349 West Peachtree Street**

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

**Atlanta**

**GA**

**30309**

City

State

Zip Code

Name of the Holding Company Director and Official

**CEO and 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:

**Sheila Ray**

**CFO**

Name

Title

**404 608-4111**

Area Code / Phone Number / Extension

**404978-9716**

Area Code / FAX Number

**sray@bankofatlanta.com**

E-mail Address

**None**

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

*John W. Jackson*

Signature of Holding Company Director and Official

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 **3390177**

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

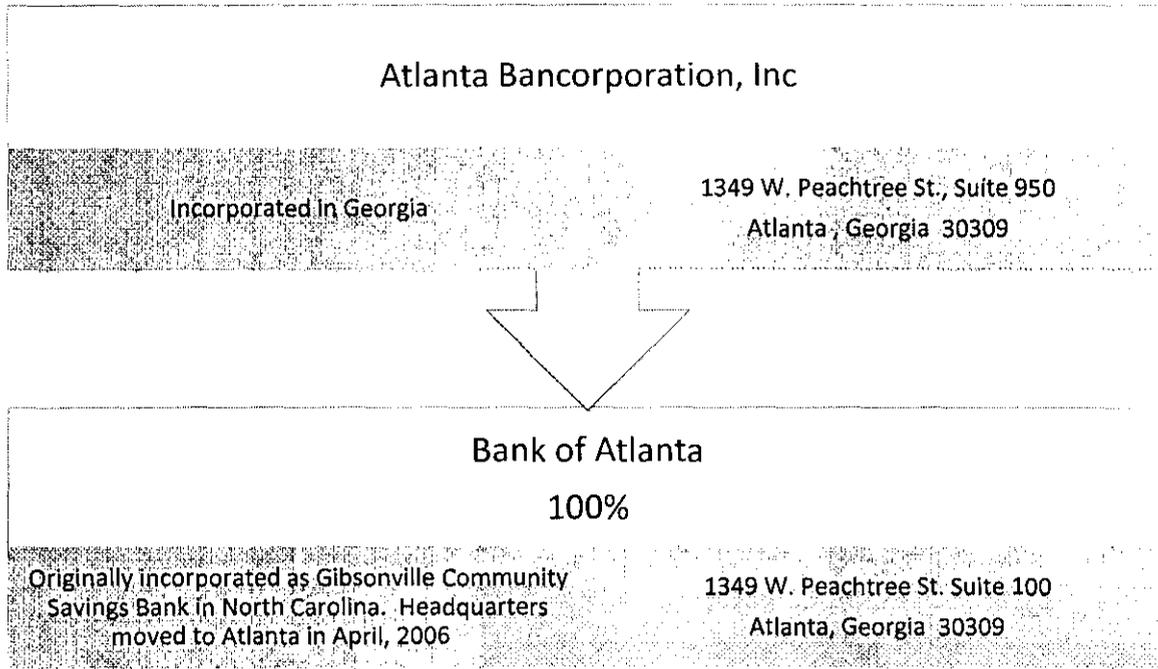


**Form FR Y-6**  
**Atlanta Bancorporation, Inc**  
**Atlanta, Georgia 30309**  
**Fiscal Year Ending December 31, 2012**

Report Item:

1: The bank holding company does not prepare an annual report for its shareholders and is not registered with the SEC.

2a: Organizational Chart



2b: Domestic branch listing provided to the Federal Reserve Bank.

Results: A list of branches for your holding company ATLANTA BANCORPORATION, INC (3390177) of ATLANTA, GA.  
 The data are as of 12/31/2012. Data reflects information that was received and processed through 04/10/2013.

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*
Full Service (Head Office)	518073	BANK OF ATLANTA	1349 W PEACHTREE ST NW, SUITE 100	ATLANTA	GA	30309	FULTON	UNITED STATES	45196	0	BANK OF ATLANTA	518073
Full Service	3828353	GWINNETT OFFICE	1970 SATELLITE BOULEVARD	DULUTH	GA	30097	GWINNETT	UNITED STATES	492526	2	BANK OF ATLANTA	518073

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Form FR Y-6  
 Atlanta Bancorporation, Inc  
 Atlanta, Georgia 30309  
 Fiscal Year Ending December 31, 2012

**Report Item 3: Securities holders**  
 (1)(a)(b) & (c)

**Current securities holders with ownership control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-12. Note all shares outstanding are common shares**

Name City, State, Country	Citizenship or Incorporation	Number of common shares	Warrants	Percentage Ownership
CXATL LLC By Caxton Associates, L.L.C., its Manager New York, NY USA	USA	831,210	-	6.87%
Stockwell Fund, LP Chicago, IL USA	USA	907,143	-	7.50%
RDV Capital Management, LP Grand Rapids, MI USA	USA	763,327	-	6.31%

**Report Item 3: Securities holders**  
 (2)(a)(b) & (c)

**Securities holders with ownership control or holdings of 5% or more during the year ended 12-31-12. (Shares and warrants where sold during 2012.)**

Name City, State, Country	Citizenship or Incorporation	Number of common shares	Warrants	Percentage Ownership
OZ Global Special Investments Fund, LP and OZ Master Fund, Ltd. New York, NY USA	USA	756,710	82,541	6.94%

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ATLANTA BANCORPORATION, INC.

Form FR Y-6  
December 31, 2012

Report Item 4: Directors and Officers

(1) Name & Address	(2) Principal Occupation if other than BHC	(3)(a) Title and Position with BHC	(3)(b) Title & Position with Subsidiaries	(3)(c) Title & Position with other businesses	(4)(a) Percentage of Voting Shares in BHC	(4)(b) Percentage of Voting shares in Subsidiaries	(4)(c) Names of other companies with over 25% interest and ownership
Michael S. Elting Atlanta, GA	Executive V.P. CushmanWakefield	Director	Director, Bank of Atlanta	Executive V.P. Cushman Wakefield  Director, Midtown Alliance	.25%	N/A	

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ATLANTA BANCORPORATION, INC.

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December 31, 2012

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Kelly H. Gay Atlanta, GA	President/CEO Omnilink Sys.	Director	Director, Bank of Atlanta	Director, Georgia Department of Driver Services, Omnilink Systems; Director, 1105 Media	.53%	N/A	None
Winston Gandy, Jr. Atlanta, GA	Cardiologist, PiedmontHealthcare	Director	Director, Bank of Atlanta	Chief Medical Marketing Officer Piedmont Heart  Chairman of the Board Gano & Gandy Industries	0.09%	N/A	Gano & Gandy, Inc
Thomas H. McAuley Atlanta, GA	Company President	Director	Board Chair, Bank of Atlanta	Direcotr, Inland Real Estate Corporation (IRC)  Director Alico, Inc (ALCO)	1.96%	N/A	None

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Mark G. Merlo San Diego, CA	Principal at Private Equity Firm	Director	Director, Bank of Atlanta	Director, The BANKshares, Inc. and its subsidiary BankFirst Director, First NBC Bank Holding Co. Director, Carlile Bancorp President, Legions IV Corp	1.71%	N/A	Legions IV Corp (100%)
Steven M. Rull. St. Louis, MO	Financial Services Industry Entrepreneur	Director	Chairman, Board of Directors, Atlanta Bancorporation Director, wholly owned subsidiary, Bank of Atlanta	Chairman and CEO, Bunker Hill Bancorp and Subsidiary, Blvd Bank Managing Director, MH Holdings and subsidiaries, , Hancock Securities, Hancock Investment Advisors and Hancock Institutional Advisors Director/Owner, CH Holdings, St, Louis Sports Radio, and subsidiary, KTRS Radio Managing Director, Manchester Partners			

# ATLANTA BANCORPORATION, INC.

## Form FR Y-6

December 31, 2012

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				Managing Director, Manchester Investors V and VIII Managing Member, Owen Ridge Associates Managing Member, Owen-Manchester Director and Officer, Rull Bros Propane Chairman of Board and owner, Cars Inc. Lead Director of Board of Directors of Ridgestone Financial Services and wholly- owned subsidiary, Ridgestone Bank Managing Member, Manchester Properties Trustee, Rull Family Partnership, LP			

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Report Item 4: Directors and Officers

Sheila E. Ray Norcross, GA	N/A	CFO	Senior Executive Vice President and CFO	Trustee, Toccoa Falls College	.86%	0%	N/A
John W. Jackson Fayetteville, GA		President, CEO and Director	President, CEO and Director	None	1.22%	N/A	None
C. Arnold Johnson Peachtree City, GA	Retired	Director		None	1.02%	N/A	None
James T. Watson Dawsonville, GA	Executive Summit Industrial Construction	Director	N/A	Chairman Summit Industrial Construction 12725 Morris Road Suite 100 Alpharetta, GA 30004	1.01%	N/A	Summit Industrial Construction 12725 Morris Road Suite 100 Alpharetta, GA 30004