

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, John W. Jackson

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.

Reporter's Name, Street, and Mailing Address

Atlanta Bancorporation, Inc

Legal Title of Holding Company

1349 West Peachtree Street Suite 950

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

Atlanta	GA	30309
City	State	Zip Code

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

Signature of Holding Company Director and Official

*John W. Jackson*

3/12/14  
 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

## 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.*

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Legal Title of Subsidiary Holding Company

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

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City State Zip Code

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Physical location (if different from mailing address)

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Legal Title of Subsidiary Holding Company

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

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Legal Title of Subsidiary Holding Company

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

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City State Zip Code

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Physical location (if different from mailing address)

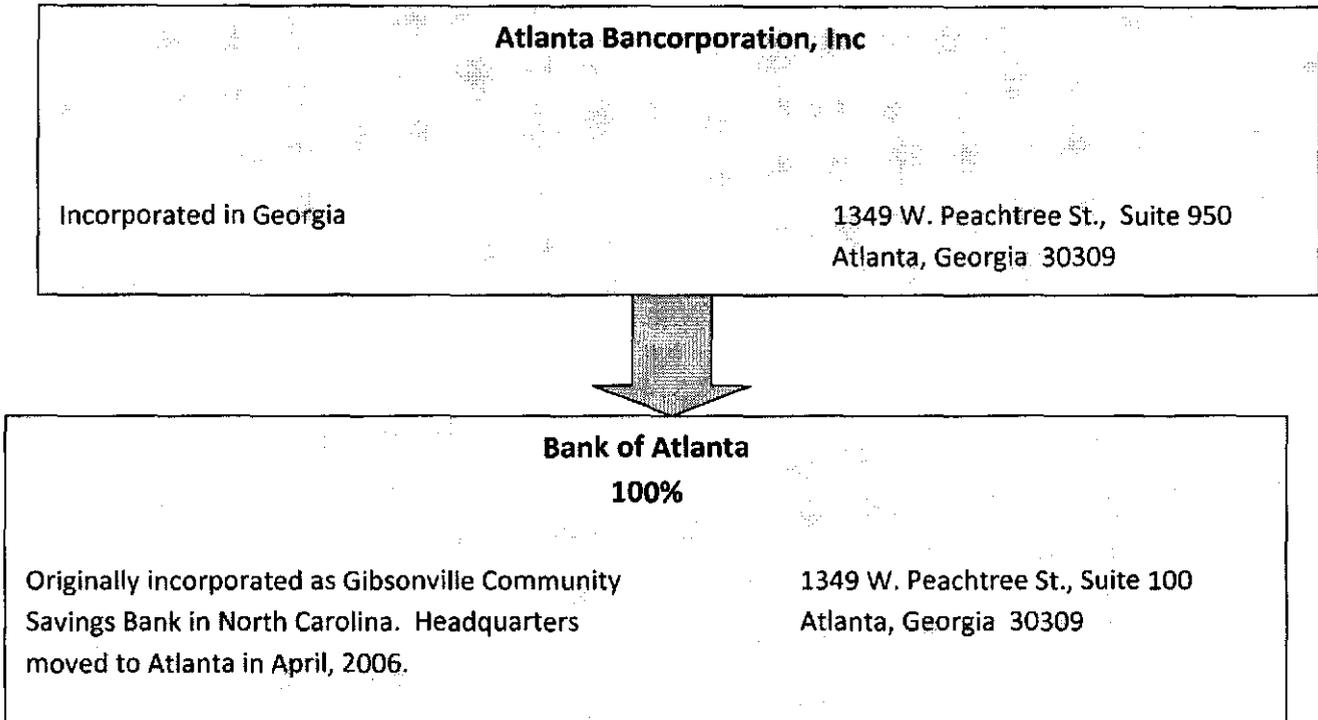
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Form FR Y-6  
Atlanta Bancorporation, Inc  
Atlanta, Georgia 30309  
Fiscal Year Ending December 31, 2013

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 – sent via e-mail on 2-28-14 to [structure3@atl.frb.org](mailto:structure3@atl.frb.org)

**Results:** A list of branches for your holding company: ATLANTA BANK CORPORATION, INC. 3390177 of ATLANTA, GA. The data are as of 12/11/2013. Data reflects information that was received and processed through 01/09/2014.

**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 date of closure date in the Effective Date column.  
**Defer:** If a branch listed was never opened by this depository institution, enter 'Defer' 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 emailing 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', 'Defer', or 'Add'. The FR Y-10 report must be submitted in a hardcopy format or via the FR Y-10 Online application - <https://online.fedreserve.gov>

\* FDIC UNFINIM, Office Number, and ID\_BSSD columns are for reference only. Verification of these values is not required.

Branch Action	Effective Date	Branch Service Type	Branch ID	BSSD*	Popular Name	Street Address	City	State	ZIP Code	County	Country	FDIC UNFINIM*	Office Number*	Head Office	Head Office ID	BSSD*	Comments
OK		Full Service (Head Office)	318073		BANK OF ATLANTA	1340 W PEACHTREE ST NW, SUITE 100	ATLANTA	GA	30369	FULTON	UNITED STATES		45196	BANK OF ATLANTA	318073		
OK		Full Service	339351		GWINNETT OFFICE	1970 SATELLITE BOULEVARD	DALUTH	GA	30097	GWINNETT	UNITED STATES		492526	BANK OF ATLANTA	318073		

**Form FR Y-6**  
**Atlanta Bancorporation, Inc**  
**Atlanta, Georgia 30309**  
**Fiscal Year Ending December 31, 2013**

Report Item

3: Securities Holders

(1)(a)(b) & (c)

Current securities holderse with ownership control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/13. Note all shares outstanding are common shares.

<b>Name City, State, Country</b>	<b>Citizenship or Incorporation</b>	<b>Number of common shares</b>	<b>Warrants</b>	<b>Percentage Ownership</b>
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%

3:

(2)(a)(b) & (c)

Securities holders with ownership control or holdings of 5% or more during the year ended 12/31/14 that are not listed above – NONE

# ATLANTA BANCORPORATION, INC.

Form FR Y-6  
December 31, 2013

## 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	

# ATLANTA BANCORPORATION, INC.

## Form FR Y-6 December 31, 2013

### 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
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 H. Gandy, Jr. Atlanta, GA	Cardiologist, Atlanta Cardiology	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	Director, Inland Real Estate Corporation (IRC)  Director Alico, Inc (ALCO)	2.29%	N/A	None

# ATLANTA BANCORPORATION, INC.

**Form FR Y-6**  
December 31, 2013

## Report Item 4: Directors and Officers

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Mark G. Merlo  San Diego, CA	Managing Principal Private Equity	Director	Director, Bank of Atlanta	Director, First NBC Bank Holding Company Director, Carlile Bancshares, Inc. President, Legions IV Corp Managing Principal Castle Creek Capital	1.71%	N/A	Legions IV Corp (100%)
Steven M. Rull  St. Louis, MO	Financial Services Professional	Chairman & Director	Director, Bank of Atlanta	Director, Boulevard Bank Managing Director, Hancock Securities Managing Director, Hancock Investment Advisors, Hancock Institutional Advisors and Hancock Management Services Director/Owner, CH Holdings (KTRS Radio) Managing Director, Manchester Partners Managing Director, Manchester Investors Managing	3.43%	N/A	

# ATLANTA BANCORPORATION, INC.

**Form FR Y-6**  
December 31, 2013

## 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
				Member, Owen Ridge Associates Managing Member, Owen-Manchester Managing Member, Manchester Holdings Secretary/Treas. and Director, Rull Bros Propane Managing Member BH Partners Director, Cars Inc. Lead Director and Audit Committee Chair, Ridgestone Financial Services and wholly owned sub, Ridgestone Bank			
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		President, CEO and	President, CEO and Director	None	1.22%	N/A	None

ATLANTA BANCORPORATION, INC.

Form FR Y-6  
December 31, 2013

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
		Director					
C. Arnold Johnson	Retired	Director		None	1.02%	N/A	None
James T. Watson Dawsonville, GA	Executive Summit Industrial Construction	Director	N/A	Chairman Summit Industrial Construction	1.01%	N/A	Summit Industrial Construction