



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.

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.

I, Bartow Morgan, Jr.

Name of the Bank Holding Company Director and Official

CEO

Title of the Bank Holding Company Director and Official

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.

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 Bank Holding Company Director and Official

02/21/2012

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
C.I.

324413

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.

Date of Report (top-tier bank holding company's fiscal year-end):

December 31, 2011

Month / Day / Year

Reporter's Name, Street, and Mailing Address

Brand Group Holdings, Inc.

Legal Title of Bank Holding Company

PO Box 1110

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

Lawrenceville

GA

30046

City

State

Zip Code

106 E Crogan Street

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Suzanne Deep

Director of Investor Relation

Name

Title

770-822-2353

Area Code / Phone Number / Extension

678-518-6415

Area Code / FAX Number

sdeep@brandbanking.com

E-mail Address

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

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

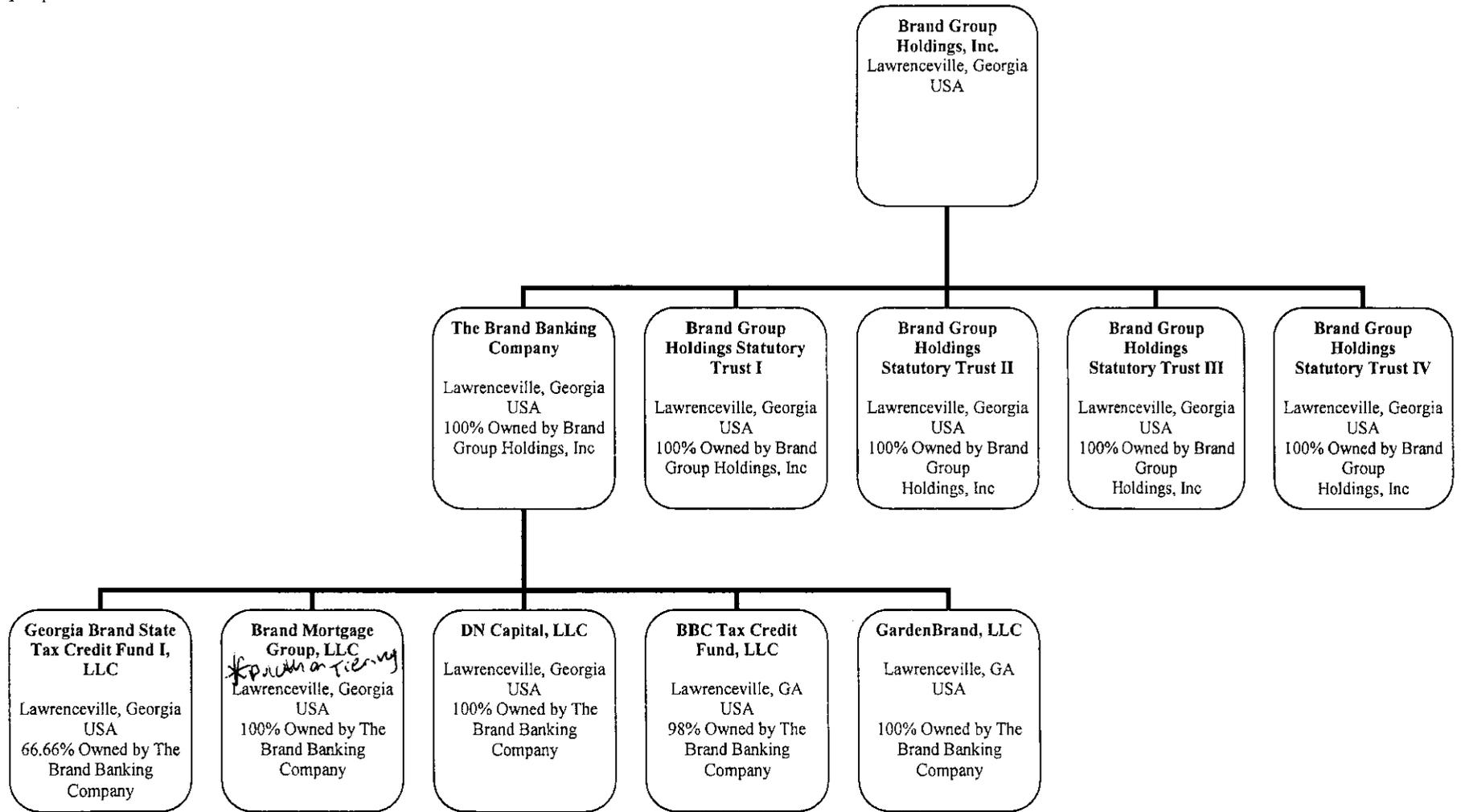
For Use By Tiered Bank Holding Companies

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

Legal Title of Subsidiary Bank Holding Company	Legal Title of Subsidiary Bank Holding Company
(Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical location (if different from mailing address)	Physical location (if different from mailing address)
Legal Title of Subsidiary Bank Holding Company	Legal Title of Subsidiary Bank Holding Company
(Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical location (if different from mailing address)	Physical location (if different from mailing address)
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Physical location (if different from mailing address)	Physical location (if different from mailing address)
Legal Title of Subsidiary Bank Holding Company	Legal Title of Subsidiary Bank Holding Company
(Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical location (if different from mailing address)	Physical location (if different from mailing address)

Report Item 2: Organizational Chart

**An annual report to the shareholders is not prepared



Results: A list of branches for your BHC: **BRAND GROUP HOLDINGS, INC. (3244113) of LAWRENCEVILLE, GA.**
The data are as of **06/30/2012**. Data reflects information that was received and processed through 07/05/2012.

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
		Full Service (Head Office)	701736	BRAND BANKING COMPANY, THE	106 CROGAN STREET	LAWRENCEVILLE	GA	30045	GWINNETT	UNITED STATES	560	0	BRAND BANKING COMPANY, THE	701736	
		Full Service	3717000	BUFORD BRANCH	2255 BUFORD HIGHWAY	BUFORD	GA	30518	GWINNETT	UNITED STATES	468928	7	BRAND BANKING COMPANY, THE	701736	
		Full Service	3675838	DULUTH BRANCH	6224 SUGARLOAF PARKWAY	DULUTH	GA	30097	GWINNETT	UNITED STATES	468927	6	BRAND BANKING COMPANY, THE	701736	
		Full Service	2998316	FLOWERY BRANCH OFFICE	5319 ATLANTA HIGHWAY	FLOWERY BRANCH	GA	30542	HALL	UNITED STATES	359583	5	BRAND BANKING COMPANY, THE	701736	
		Full Service	2837871	GRAYSON OFFICE	2100 GRAYSON HIGHWAY	GRAYSON	GA	30017	GWINNETT	UNITED STATES	357174	4	BRAND BANKING COMPANY, THE	701736	
		Full Service	1832507	HURRICANE SHOALS OFFICE	141 HURRICANE SHOALS	LAWRENCEVILLE	GA	30045	GWINNETT	UNITED STATES	186491	3	BRAND BANKING COMPANY, THE	701736	
		Full Service	766539	SNELLVILLE OFFICE	2488 E MAIN ST	SNELLVILLE	GA	30078	GWINNETT	UNITED STATES	186490	2	BRAND BANKING COMPANY, THE	701736	

Form FR Y-6
 Brand Group Holdings, Inc
 Fiscal Year Ending December 31, 2011

Report Item 3: Shareholders

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 holdings of 5% or more with power to vote during the fiscal year ending 12-31-2011

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(1)(a) Name (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number & Percentage of Each Class of Voting Securities	(2)(a) Name (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number & Percentage of Each Class of Voting Securities
Carlisle Financial Services Harbor, L.P. Washington, DC / USA	USA	857,173.9 - 24.412%	Bartow Morgan, Jr. Lawrenceville, GA / USA	USA	8,306.49 - 21.706%
SG-BBC, LLC Little Rock, AK / USA	USA	56,944.3 - 24.314%	Patricia MacLaurin Morgan Tampa, FL / USA	USA	8,297.39 - 21.682%
Nonami Investments Atlanta, GA / USA	USA	25,512.7 - 10.893%	Richard Brand Morgan Lawrenceville, GA / USA	USA	8,297.39 - 21.682%
			Paul Manqum Morgan Lawrenceville, GA / USA	USA	8,297.39 - 21.682%
			MFBS Trust Duluth, GA / USA	USA	2,941.17 - 7.686%

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Brand Group Holdings, Inc
Fiscal Year Ending December 31, 2011

Report Item 4: Insiders

(1) Name & Address (City, State, Country)	(2) Principal Occupation if other than with the 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 including partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Barrow Morgan Jr Lawrenceville, GA / USA	N/A	CEO	CEO The Brand Banking Company	General Partner Morgan Insurance Partnership Member Manager BO Capital LLC Member Manager Pointe Brand III Member Manager BBLP LLC	4.102%	N/A	Morgan Insurance Partnership - 25% BO Capital LLC - 100% BBLP LLC - 25% Pointe Brand III - 50%
Richard Brand Morgan Atlanta, GA / USA	Management Officer Brand Partners Management, LLC	Director	Director The Brand Banking Company	Management Officer Brand Partners Management, LLC Member Manager RD Capital LLC General Partner Morgan Insurance Partnership Member Manager Pointe Brand, III Member Manager BBP, LLC General Partner Barock Lenders	3.609%	N/A	Morgan Insurance Partnership - 25% Barock Lenders - 50% RD Capital LLC - 100% BBLP LLC - 25% Pointe Brand III - 50%
Christopher A Smith Decatur, GA / USA	N/A	President	Director & President The Brand Banking Company	N/A	None	N/A	N/A
J T King Atlanta, GA / USA	Chief Investment Officer Noram Enterprises	Director	N/A	Managing Partner Cape Investments, LLC Managing Partner Cape Fund LP Managing Partner Cape Fund III LP	None	None	Cape Investments, LLC - 100%
Robert Conington Little Rock, AR / USA	Managing Director Stephens Group, LLC	The Director	N/A	N/A	N/A	N/A	N/A

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Brand Group Holdings, Inc
Fiscal Year Ending December 31, 2011

Report Item 4: Insiders

(1) Name & Address (City, State, Country)	(2) Principal Occupation if other than with the 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)
R. Lee Tucker, Jr. <i>* Missing location</i>	Attorney Mahaffey Pickens Tucker, LLP	Director	N/A	Partner Mahaffey Pickens Tucker, LLP President Lee Tucker Attorney at Law, PC Manager MPT Office Building, LLC Member Coldwater Creek Farm, LLC Manager NS Fund Investment, LLC Manager JSLM Investment, LLC Member RL Spectrum Investment, LLC Manager LRJ Old Peachtree, LLC Manager Old Peachtree Road Investment, LLC Manager Mountainwater Holdings, LLC	0.553%	N/A	Mahaffey Pickens Tucker, LLP - 30% Lee Tucker Attorney at Law, PC - 100% MPT Office Building, LLC - 33% JSLM Investment, LLC - 30% RL Spectrum Investment, LLC - 30% LRJ Old Peachtree, LLC - 90% Old Peachtree Road Investment, LLC - 90% Mountainwater Holdings, LLC - 100%
Sunny Park Atlanta, GA / USA	CEO General Building Maintenance, Inc.	Director	N/A	CEO General Building Maintenance, Inc. President Global Sun Investments, Inc. Partner Grove Equity Group, LLC Member Ellis Services & Solutions Enterprises, LLC President Hepatech Cleanroom Services, Inc. President Fairway Golf Center	0.098%	N/A	General Building Maintenance, Inc. - 100% Global Sun Investments, Inc. - 100% Grove Equity Group, LLC - 90% Ellis Services & Solutions Enterprises, LLC - 39% Hepatech Cleanroom Services, Inc. - 100% Fairway Golf Center - 100%
Homer Stark Monroe, GA / USA	Retired Superior Court Judge	N/A	Director The Brand Banking Company	N/A	None	N/A	N/A
A. Harold Craig Monroe, GA / USA	Retired	N/A	Director The Brand Banking Company	N/A	None	N/A	N/A

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Report Item 4: Insiders

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Patricia Morgan Thomas Atlanta, GA / USA	Homemaker	N/A	Director The Brand Banking Company	Member Brand Partners Management, LLC	0.673%	N/A	N/A
Mack Meeks Athens, GA / USA	Retired Land Surveyor Engineer	N/A	Director The Brand Banking Company	President HMB Associates Inc President Forest East, Inc. Trustee Mack L. Meeks Revocable Living Trust Managing Partner Meeks Land Co., L.L.P.	None	N/A	HMB Associates Inc - 25% Meeks Land Co., L.L.P. - 35% Forest East, Inc - 33.3% Mack L. Meeks Revocable Living Trust - 100%
James Henderson Suwanee, GA / USA	Former Superior Court Judge	Director	Director The Brand Banking Company	N/A	0.012%	N/A	N/A
Jon D. Birt Sneville, GA / USA	Retired President of The Brand Banking Company	N/A	Director The Brand Banking Company	N/A	None	N/A	N/A
David R. Bowen Suwanee, GA / USA	Semi-retired Real Estate Developer	N/A	Director The Brand Banking Company	N/A	None	N/A	N/A
David Panton Atlanta, GA / USA	Partner Navigation Capital Partners	N/A	Director The Brand Banking Company	N/A	None	N/A	N/A
Linda Jameson Atlanta, GA / USA	Chief Credit Officer The Brand Banking Company	N/A	Chief Credit Officer The Brand Banking Company	N/A	None	N/A	N/A
Robert Cochran Johns Creek, GA / USA	N/A	CFO	CFO The Brand Banking Company	N/A	None	N/A	N/A
Mark Bet Atlanta, GA / USA	N/A	Chief Operating Officer	Chief Operating Officer The Brand Banking Company	Owner Aotearoa Asset Management, LLC Member RELL-BBC 1, LLC Partner RELL Partners	0.025%	N/A	RELL Partners - 50% Aotearoa Asset Management, LLC - 100% RELL-BBC 1, LLC - 35%
Patrick L. Finn Atlanta, GA / USA	Retired	Director	N/A	N/A	0.006%	N/A	N/A
Henry Dickerson Carrollton, GA / USA	Director of Commercial Lending The Brand Banking Company	N/A	Director of Commercial Lending The Brand Banking Company	N/A	0.555%	N/A	N/A

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Keith Taylor Washington, D.C. / USA	Principal The Carlyle Group	Director	N/A	N/A	None	N/A	N/A
Michael Coles Atlanta, GA / USA	Executive Chairman & President Global Onboard Partners	Director	N/A	Executive Chairman & President Global Onboard Partners Partner M.S.V. LLP CEO Boardwalk Investment Group	0.654%	N/A	Global Onboard Partners - 50% M.S.V. LLP - 50%
John McKinley Atlanta, GA / USA	N/A	Chairman	Chairman The Brand Banking Company	N/A	0.915%	N/A	N/A

Results: A list of branches for your depository institution: BRAND BANKING COMPANY, THE (ID_RSSD: 701736).
 This depository institution is held by BRAND GROUP HOLDINGS, INC. (3244113) of LAWRENCEVILLE, GA.
 The data are as of 12/31/2011. Data reflects information that was received and processed through 01/05/2012.

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,
 The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

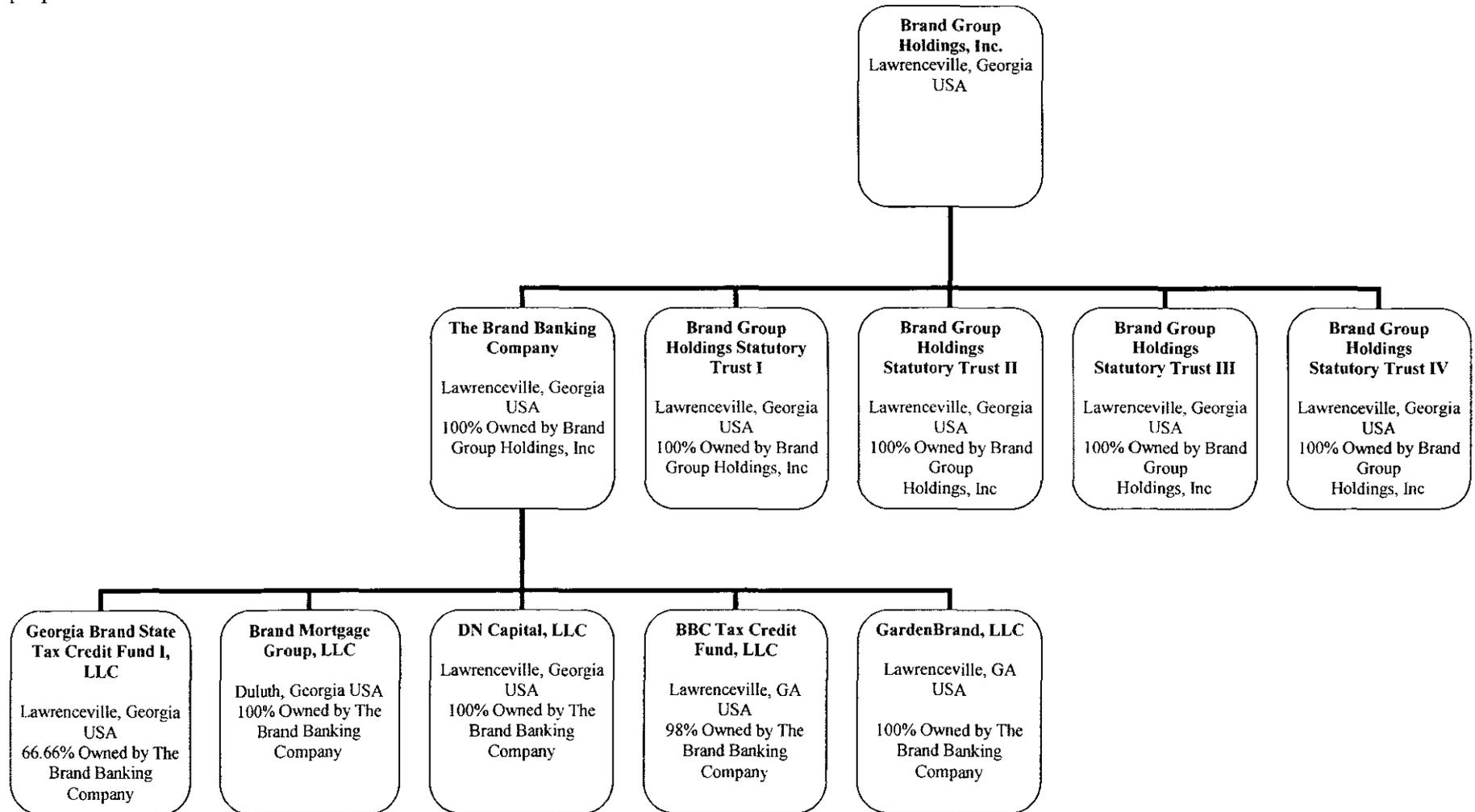
* FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	FDIC UNINUM*
ok		Full Service (Head Office)	701736	BRAND BANKING COMPANY, THE	106 CROGAN STREET	LAWRENCEVILLE	GA	30045	GWINNETT	560
ok		Full Service	3717000	BUFORD BRANCH	2255 BUFORD HIGHWAY	BUFORD	GA	30518	GWINNETT	468928
ok		Full Service	3675838	DULUTH BRANCH	6224 SUGARLOAF PARKWAY	DULUTH	GA	30097	GWINNETT	468927
ok		Full Service	2998316	FLOWERY BRANCH OFFICE	5319 ATLANTA HIGHWAY	FLOWERY BRANCH	GA	30542	HALL	359583
ok		Full Service	2837871	GRAYSON OFFICE	2100 GRAYSON HIGHWAY	GRAYSON	GA	30017	GWINNETT	357174
ok		Full Service	1832507	HURRICANE SHOALS OFFICE	141 HURRICANE SHOALS	LAWRENCEVILLE	GA	30045	GWINNETT	186491
ok		Full Service	766539	SNELLVILLE OFFICE	2488 E MAIN ST	SNELLVILLE	GA	30078	GWINNETT	186490

Revised
6-25-12

Report Item 2: Organizational Chart

**An annual report to the shareholders is not prepared



*Revised
6-25-12*

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Brand Group Holdings, Inc
Fiscal Year Ending December 31, 2011

Report Item 3: Shareholders

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 holdings of 5% or more with power to vote during the fiscal year ending 12-31-2011		
(1)(a) Name (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number & Percentage of Each Class of Voting Securities	(2)(a) Name (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number & Percentage of Each Class of Voting Securities
Carlyle Financial Services Harbor, L.P. Washington, DC / USA	USA	857,173.9 - 24.412%	MFBS Trust Duluth, GA / USA	USA	2,941.17 - 7.686%
SG-BBC, LLC Little Rock, AK / USA	USA	56,944.3 - 24.314%			
Nonami Investments Atlanta, GA / USA	USA	25,512.7 - 10.893%			
Bartow Morgan, Jr. Lawrenceville, GA / USA	USA	9,607.5 - 4.126%			
Patricia MacLaurin Morgan Farrior Tampa, FL / USA	USA	9,063.4 - 3.893%			
Richard Brand Morgan Lawrenceville, GA / USA	USA	8,452.4 - 3.630%			
Paul Mangum Morgan Lawrenceville, GA / USA	USA	9,074.4 - 3.897%			
Patricia Morgan Thomas Atlanta, GA / USA	USA	1,590.0 - 0.683%			

Revised
6-25-12

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Brand Group Holdings, Inc
Fiscal Year Ending December 31, 2011

Report Item 4: Insiders

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R. Lee Tucker, Jr Duluth, GA / USA	Attorney Mahaley Pickens Tucker, LLP	Director	N/A	N/A	0.653%	N/A	Mahaley Pickens Tucker, LLP - 30% Lee Tucker Attorney at Law, PC - 100% MPT Office Building, LLC - 33% JSLM Investment, LLC - 39% R.L. Spectrum Investment, LLC - 30% LRJ Old Peachtree, LLC - 90% Old Peachtree Road Investment, LLC - 90% Mountainwater Holdings, LLC - 100%
Sunny Park Atlanta, GA / USA	CEO General Building Maintenance, Inc	Director	N/A	N/A	0.085%	N/A	General Building Maintenance, Inc - 100% Global Sun Investments, Inc - 100% Grove Equity Group, LLC - 90% Ellis Services & Solutions Enterprises, LLC - 35% Hepatich Cleanroom Services, Inc - 100% Fairway Golf Center - 100%
Homeer Stark Macone, GA / USA	Retired Superior Court Judge	N/A	The Eland Banking Company	N/A	None	N/A	N/A
A. Harold Craig Macone, GA / USA	Retired	N/A	The Eland Banking Company	N/A	None	N/A	N/A