

MAY 06 REC'D

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.

I, Bartow Morgan, Jr.

Name of the Holding Company Director and Official

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  
03/07/2016  
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 3244113  
C.I. \_\_\_\_\_

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

December 31, 2015

Month / Day / Year

549300JLP03DPK8XJS68

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address

Brand Group Holdings, Inc.

Legal Title of Holding Company

PO Box 1110

(Mailing Address of the 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

Corporate Secretary

Name

Title

770-822-2353

Area Code / Phone Number / Extension

6785186415

Area Code / FAX Number

sdeep@thebrandbank.com

E-mail Address

N/A

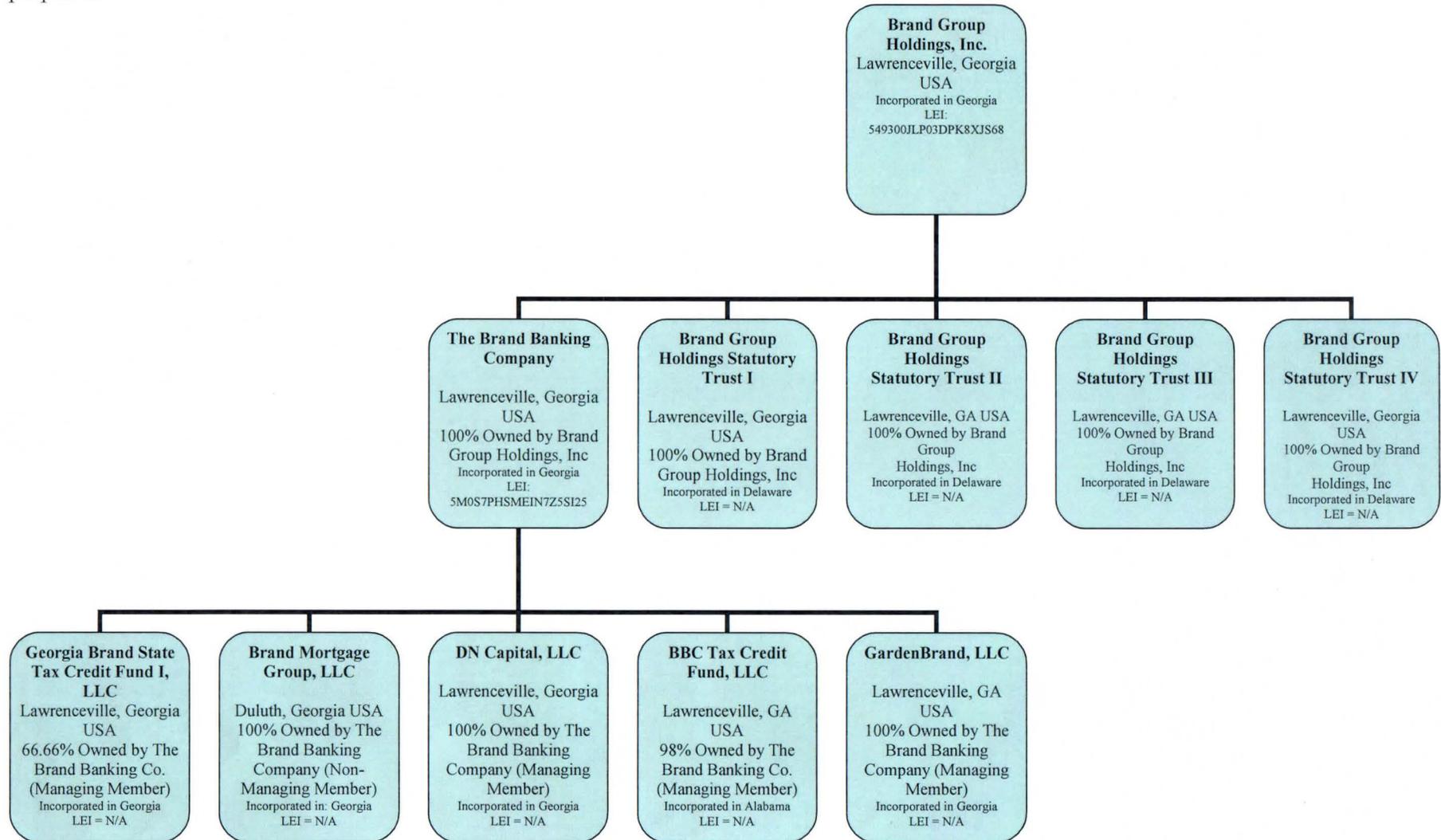
Address (URL) for the Holding Company's web page

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

## Report Item 2: Organizational Chart

\*\*An annual report to the shareholders is not prepared



**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 12/31/2015. Data reflects information that was received and processed through 01/07/2016.

**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	30046	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	30046	GWINNETT	UNITED STATES	186491	3	BRAND BANKING COMPANY, THE	701736	
Add	12/7/2015	Full Service	4946281	SUWANNEE BRANCH	480 PEACHTREE INDUSTRIAL BOULEVARD	SUWANEE	GA	30024	GWINNETT	UNITED STATES		8	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	

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Fiscal Year Ending December 31, 2015

Report Item 3: Securities Holders

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2015

Securities holders 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 12-31-2015

(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	72,209.8 - 24.805%	N/A		
SG-BBC, LLC Little Rock, AK / USA	USA	68,298.8 - 23.462%			
Nonami Investments Atlanta, GA / USA	USA	32,222.2 - 11.069%			
Bartow Morgan, Jr. Lawrenceville, GA / USA	USA	15,054.9 - 5.172% + 3,100 Options & 438.4 unvested Restricted Stock - 6.048%			
Patricia MacLaurin Morgan Farrior Tampa, FL / USA	USA	12,078.5 - 4.149%			
Richard Brand Morgan Atlanta, GA / USA	USA	5,307.4 - 1.823%			
The Arden Trust Atlanta, GA / USA	USA	155 - 0.053%			
Paul Mangum Morgan Lawrenceville, GA / USA	USA	8,691.7 - 2.986%			
Patricia Morgan Thomas Atlanta, GA / USA	USA	2,491.5 - 0.856%			
The Morgan Family Trust Atlanta, GA / USA	USA	410.8 - 0.141%			

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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)
Barlow Morgan, Jr. Lawrenceville, GA / USA	N/A	CEO	CEO The Brand Banking Company	Management Officer Brand Partners Management, LLC  General Partner Morgan Insurance Partnership  Member Manager BQ Capital LLC  Member Manager Pointe Brand, III  Member Manager BIB Capital LLC  Member Manager BBLP, LLC	5.172% (6.048% including all options and restricted stock)	0	Morgan Insurance Partnership - 25% BQ Capital LLC - 100% BBLP, LLC - 25% Pointe Brand III - 50% BI Capital, LLC - 100% SBSB Flowery Branch LLC - 100% Chestnut Ridge Enterprises, LLLP - 100% Chestnut Ridge Holdings LLC - 100% BIB Capital, LLC - 50%
Christopher A. Smith Dacula, GA / USA	Director of Commercial Real Estate Lending The Brand Banking Company	N/A	Director of Commercial Real Estate Lending The Brand Banking Company	N/A	0.053%	0	N/A
J. T. King Atlanta, GA / USA	Chief Investment Officer Nonami Enterprises	Director	N/A	N/A	0	0	N/A
J. Littleton Glover, Jr. Atlanta, GA / USA	CEO/President Batson-Cook Development Company	Director	N/A	N/A	0.166%	0	N/A
R. Lee Tucker, Jr. Duluth, GA / USA	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  Manager XB Metro Holdings, LLC  Manager JSLM Investment, LLC  Member RL Spectrum Investment, LLC  Manager BWL Investments I, LLC	0.215% (.279% including options)	0	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% BWL Investments I, LLC - 100% XB Metro Holdings, LLC - 25%

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Sunny Park Atlanta, GA / USA	CEO General Building Maintenance, Inc.	Director	N/A	CEO General Building Maintenance, Inc.  President Global Sun Investments, Inc.  President Grove Equity Group, LLC  EVP Ellis Services & Solutions Enterprises, LLC  EVP Vetconnexx, LLC  President Good Neighboring Foundation	0.1% (.17% including options)	0	General Building Maintenance, Inc. - 100% Global Sun Investments, Inc. - 100% Grove Equity Group, LLC - 90% Ellis Services & Solutions Enterprises, LLC - 49% Good Neighboring Foundation - 100% Vetconnexx, LLC - 49%	
Homer Stark Monroe, GA / USA	Retired Superior Court Judge	N/A	Director The Brand Banking Company	N/A	0.00%	0	N/A	
A. Harold Craig Monroe, GA / USA	Retired	N/A	Director The Brand Banking Company	N/A	0.00%	0	N/A	
Patricia Morgan Thomas Atlanta, GA / USA	Homemaker	N/A	Director The Brand Banking Company	Member Brand Partners Management, LLC	0.856%	0	N/A	
Mack Meeks Athens, GA / USA	Retired Land Surveyor Engineer	N/A	Director The Brand Banking Company	Trustee Mack L. Meeks Revocable Trust  Partner Meeks Land Co., LLLP	0	0	Meeks Land Co., LLLP - 31% Mack L. & Charlotte C. Meeks Revocable Living Trust - 50%	
James Henderson Suwanee, GA / USA	Former Superior Court Judge	Director	Director The Brand Banking Company	N/A	0.02% including options)	(.095%)	0	N/A
Jon D. Birts Snelville, GA / USA	Retired President of The Brand Banking Company	N/A	Director The Brand Banking Company	N/A	0	0	N/A	
David R. Bowen Suwanee, GA / USA	Retired Real Estate Developer	N/A	Director The Brand Banking Company	N/A	0	0	N/A	
David Panton Atlanta, GA / USA	Chairman Panton Capital Holdings	N/A	Director The Brand Banking Company	N/A	0	0	N/A	

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Richard Fairry Atlanta, GA / USA	N/A	President	President The Brand Banking Company	N/A	0.013% (.769% including options)	0	N/A
Robert Cochran Johns Creek, GA / USA	N/A	CFO	CFO The Brand Banking Company	N/A	0.008% (.764% including options)	0	N/A
Ray K. Williams Columbus, GA / USA	N/A	Chief Credit Officer	Chief Credit Officer The Brand Banking Company	N/A	0.004%	0	N/A
Keith Taylor Washington, D.C. / USA	Principal The Carlyle Group	Director	N/A	N/A	0	0	N/A
Michael Coles Atlanta, GA / USA	Executive Chairman & President Global Onboard Partners	Chairman	Chairman The Brand Banking Company	Executive Chairman & President Global Onboard Partners	0.664% (.705% including options)	0	Global Onboard Partners - 50%
John McKinley Atlanta, GA / USA	Retired Executive Chairman The Brand Banking Company	Director	N/A	N/A	0.368%	0	N/A
Jim Lientz Atlanta, GA / USA	Partner Safe Harbor Consulting, LLC	Director	N/A	N/A	0.000%	0	N/A
Kent Sorrells Rock, AK / USA	Little	Managing Director The Stephens Group, LLC	N/A	N/A	0.000%	0	N/A
Carlyle Financial Services Harbor, L.P. Washington, D.C. / USA	N/A	Principal Shareholder	N/A	N/A	24.805%	0	Redwood Acquisition Holdings, LLC - >25%
SG-BBC, LLC Little Rock, AK / USA	N/A	Principal Shareholder	N/A	N/A	23.462%	0	Armor Defense Inc. - 60.32% Distribution Realty, LLC - 65.69% Jefferson National Financial Corp. - 30.93% Kodiak Gas Services, LLC - 73.93% Pinnergy, Ltd. - 40% Summit Industrial Services, LLC - 76.56% VXchnge Holdings, LLC - 98.96%
Nonami Investments Atlanta, GA / USA	N/A	Principal Shareholder	N/A	N/A	11.069%	0	N/A