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FR Y-6  
OMB Number 7100-0297  
Approval expires December 31, 2014  
Page 1 of 2

Board of Governors of the Federal Reserve System



Annual Report of Bank Holding Companies—FR Y-6

3145966

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.

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.

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.

Date of Report (top-tier bank holding company's fiscal year-end):  
**March 19, 2012**  
Month / Day / Year

I, D. Scott Wilson

Name of the Bank Holding Company Director and Official

Secretary

Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address  
Pinnacle Financial Corporation

Legal Title of Bank Holding Company

P.O. Box 430

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

Elberton GA 30635

City State Zip Code

884 Elbert Street

Physical location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

Melanie M. Dye Controller/Banking Officer

Name Title

706-283-2854 2110

Area Code / Phone Number / Extension

706-213-0365

Area Code / FAX Number

mdye@pinnaclebank.com

E-mail Address

pinnaclebank.com

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

*D. Scott Wilson* 03/19/12  
Signature of Bank Holding Company Director and Official

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. \_\_\_\_\_

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.

Pinnacle Bank (100%)  
Legal Title of Subsidiary Bank Holding Company

P.O. Box 430  
(Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box

Elberton	GA	30635
City	State	Zip Code

884 Elbert Street  
Physical location (if different from mailing address)

PFC Capital Trust I (100%)  
Legal Title of Subsidiary Bank Holding Company

P.O. Box 430  
(Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box

Elberton	GA	30635
City	State	Zip Code

884 Elbert Street  
Physical location (if different from mailing address)

Legal Title of Subsidiary Bank Holding Company

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

City	State	Zip Code
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Physical location (if different from mailing address)

Legal Title of Subsidiary Bank Holding Company

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

City	State	Zip Code
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(Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box

City	State	Zip Code
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Physical location (if different from mailing address)

**Form FR Y-6**  
**Pinnacle Financial Corporation**  
**Fiscal Year Ending December 31, 2011**

**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 12-31-2011

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 & Address (City, State, Country)	(1)( b ) Country of Citizenship of Each Class of Voting Securities	(1)( c ) Number and Percentage of Each Class of Voting Securities
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(2)( a ) Name & Address (City, State, Country)	(2)( b ) Country of Citizenship or Incorporation	(2)( c ) Number and Percentage of Each Class of Voting Securities
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L Jackson McConnell Elberton, GA USA	USA	210,285 25.62%
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N/A

Alice M. Eberhardt Royston, GA USA	USA	197,763 24.09%
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N/A

**Form FR Y-6**  
**Pinnacle Financial Corporation**  
**Fiscal Year Ending December 31, 2011**

**Report Item 4: Insiders**

(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Names & Address (City, State, Country)	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries (include names of subsidiaries)	Title & Position with Other Businesses (include names of other businesses)	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	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)
L. Jack McConnell Elberton, GA, USA	Retired	Shareholder	N/A	Owner Owner	25.62%	N/A	McConnell and Company 100% J-Pal, LLC 50%
Alice M. Eberhardt Royston, GA, USA	Homemaker	Shareholder	N/A	N/A	24.09%	N/A	N/A
L. Jackson McConnell Elberton, GA, USA	President CEO	Chairman	Chairman Pinnacle Bank	None	1.23%	N/A	N/A
Don Fortson Elberton, GA, USA	EVP	Director	Director Pinnacle Bank	President Soap Box Car Wash	0.26%	N/A	N/A
Fort Oglesby Hartwell, GA, USA	Real Estate	Director	Director	President Fort Realty	0.17%	N/A	N/A
Steve Williams Royston, GA, USA	Retail Owner	Director	Director	CEO Tri State Distributors	1.26%	N/A	N/A
J. Dan McAvoy Elberton, GA, USA	Medical Dr.	Director	Director	Partner The Medical Center	0.25%	N/A	N/A
Robert Hardy Elberton, GA, USA	Retail Owner	Director	Director	Financial Aid Counselor Athens Technical College	0.18%	N/A	N/A

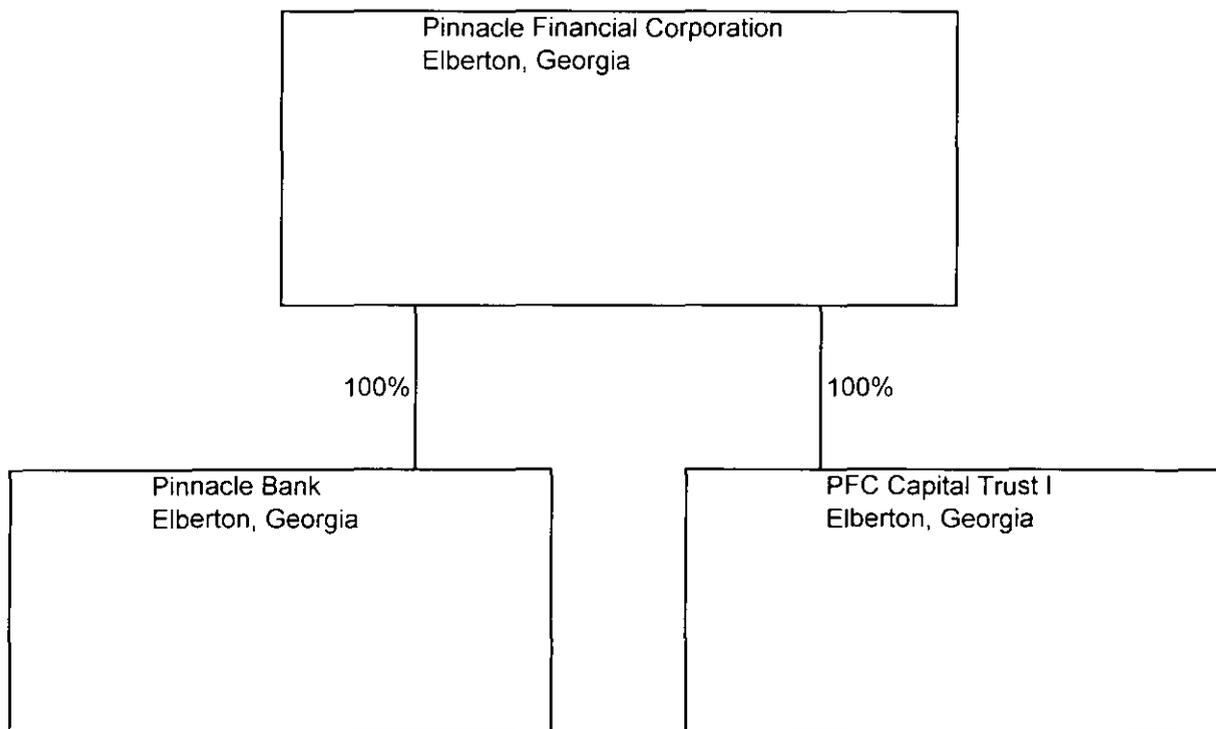
(1)	(2)	(3) ( a )	(3) ( b )	(3) ( c )	(4) ( a )	(4) ( b )	(4) ( c )
Names & Address (City, State, Country)	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries (include names of subsidiaries)	Title & Position with Other Businesses (include names of other businesses)	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	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)
Greg T. Herring Social Circle, GA, USA	Collections Owner	Director	Director	Owner Darnel Quick Recovery	0.22%	N/A	B&G Investments, LLC 50% Allied Property Management, LLC 100% Newton Diversified Investments, LLC 25% H&K Property, LLC 50%
Dr. Thomas McGarity Jersey, GA, USA	Dentist Owner	Director	Director	Owner Dr. Thomas E. McGarity Dental, LLC	0.83%	N/A	McGarity Rentals, LLC 100% McGarity Farm, LLC 100% McGarity Restaurant, LLC-Buckeye's 100% Buckeyes Plantation, LLC 100% McGarity Family Partnership 25%
Marjorie B. Moore Royston, GA, USA	Retail	Director	Director	President Joel T. Cunningham Interiors	0.30%	N/A	Bond Properties 100%
Roy Malcom, Jr. Eatonton, GA, USA	Appraisal Order & Review	Director	Director	Managing Member Evaluation Management Group	0.27%	N/A	N/A
Robert E. Lee, III Elberton, GA, USA	Insurance	Director	Director	Partner Elbert Insurance Associates	0.13%	N/A	Lee Insurance Agency 50%
David K. Voyles Athens, GA, USA	EVP	Director	Director Pinnacle Bank	None	0.26%	N/A	N/A

*all new*

*Confirmed. New shareholders elected to board in March 2011*

Form FR Y-6  
Pinnacle Financial Corporation  
Elberton, Georgia  
Fiscal Year Ending December 31, 2011

1. The bank holding company prepares an annual report for its shareholders. A copy is attached.
2. Organizational Chart
2. (b) Branch Listing submitted early via e-mail on March 19, 2012



**Results:** A list of branches for your depository institution: PINNACLE BANK (ID\_RSSD: 366238).  
 This depository institution is held by **PINNACLE FINANCIAL CORPORATION (3145966)** of ELBERTON, GA.  
 The data are as of 12/31/2011. Data reflects information that was received and processed through 01/05/2012.

**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.

\* 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
OK		Full Service (Head Office)	366238	PINNACLE BANK	884 ELBERT STREET	ELBERTON	GA	30635	ELBERT
OK		Full Service	3918740	EAST ATHENS BRANCH	3140 LEXINGTON ROAD	ATHENS	GA	30603	CLARKE
OK		Full Service	12731	BOWMAN BRANCH	1 NORTH BROAD STREET	BOWMAN	GA	30624	ELBERT
OK		Full Service	1958135	COMMERCE BRANCH	1871 NORTH ELM STREET	COMMERCE	GA	30529	JACKSON
OK		Full Service	3134148	COVINGTON BRANCH OFFICE	2131 WASHINGTON STREET	COVINGTON	GA	30014	NEWTON
OK		Full Service	11136	DOWNTOWN BRANCH	6 COLLEGE STREET	ELBERTON	GA	30635	ELBERT
OK		Full Service	296634	FRANKLIN SPRINGS BRANCH	302 W MAIN ST	FRANKLIN SPRINGS	GA	30639	FRANKLIN
OK		Full Service	2497378	HARTWELL BRANCH	135 EAST FRANKLIN STREET	HARTWELL	GA	30643	HART
OK		Full Service	2507240	LAVONIA OFFICE	12321 AUGUSTA ROAD	LAVONIA	GA	30553	FRANKLIN
OK		Full Service	896931	LEXINGTON OFFICE	114 GILMER STREET	LEXINGTON	GA	30648	OGLETHORPE
OK		Full Service	261333	MONROE BRANCH	238 SOUTH BROAD STREET	MONROE	GA	30655	WALTON
OK		Full Service	297136	ROYSTON BRANCH	861 CHURCH STREET	ROYSTON	GA	30662	FRANKLIN
OK		Full Service	428033	SOCIAL CIRCLE BRANCH	112 NORTH CHEROKEE	SOCIAL CIRCLE	GA	30279	WALTON