

Revised

FR Y-6
OMB Number 7100-0297
Approval expires December 31, 2015
Page 1 of 2



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):

March 13, 2013

Month / Day / Year

I, L. Jackson McConnell, Jr.

Reporter's Name, Street, and Mailing Address

Pinnacle Financial Corporation

Name of the Holding Company Director and Official

Legal Title of Holding Company

Chief Executive Officer

P.O. Box 430

Title of the Holding Company Director and Official

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

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.

Elberton GA 30635
City State Zip Code

884 Elbert Street

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:

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

Signature of Holding Company Director and Official

05/20/2013

Date of Signature

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

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

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 6/7 Phone Call

For Federal Reserve Bank Use Only

RSSD ID 3145966
C.I.

CSF

For Use By Tiered Holding Companies

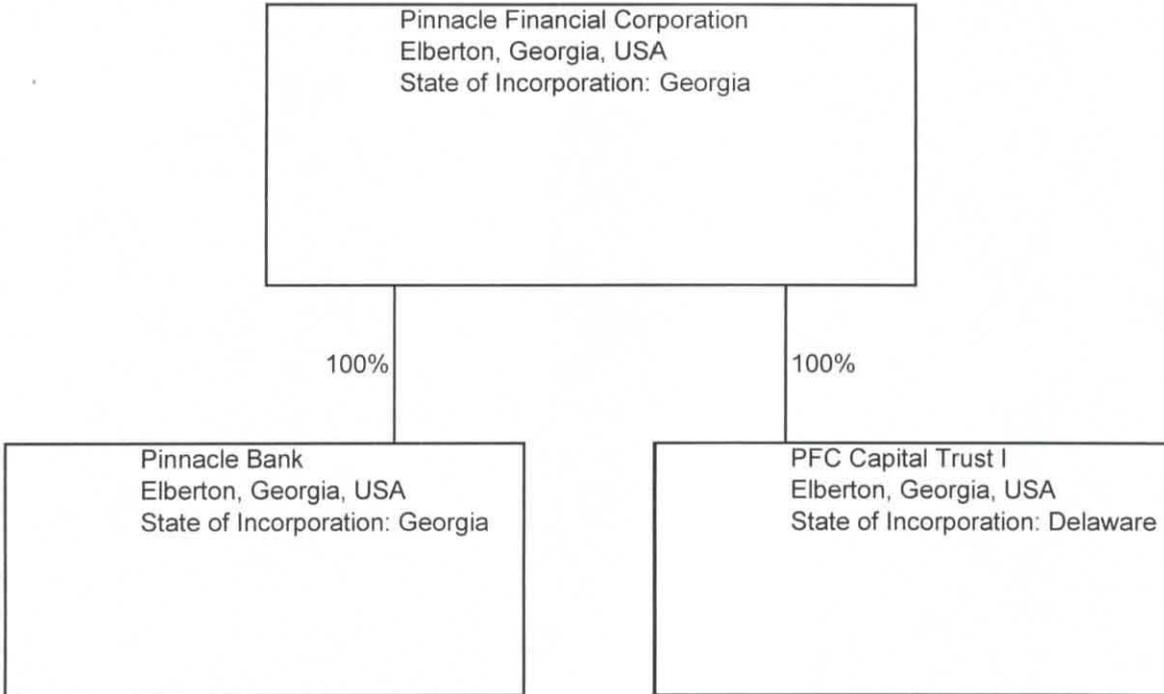
Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

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

Form FR Y-6
Pinnacle Financial Corporation
Elberton, Georgia
Fiscal Year Ending December 31, 2012

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 13, 2013



Revised

Results: A list of branches for your depository institution: PINNACLE BANK (ID: 8550, 366238).
 This depository institution is held by PINNACLE FINANCIAL CORPORATION (132994) of ELBERTON, GA.
 The data are as of 12/31/2015. Data reflects information that was received and processed through 01/24/2016.

Reconciliation and Verification Items

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 named 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
OK		Full Service (Head Office)	366238	PINNACLE BANK	884 ELBERT STREET	ELBERTON	GA	30635	ELBERT	UNITED STATES	8790		0	PINNACLE BANK	366238
OK		Full Service	3918740	EAST ATHENS BRANCH	3140 LEXINGTON ROAD	ATHENS	GA	30603	CLARKE	UNITED STATES	469642		15	PINNACLE BANK	366238
OK		Full Service	12731	BOWMAN BRANCH	1 NORTH BROAD STREET	BOWMAN	GA	30624	ELBERT	UNITED STATES	13457		2	PINNACLE BANK	366238
OK		Full Service	1958135	COMMERCE BRANCH	1871 NORTH ELM STREET	COMMERCE	GA	30529	JACKSON	UNITED STATES	40509		16	PINNACLE BANK	366238
OK		Full Service	3134148	COVINGTON BRANCH OFFICE	2131 WASHINGTON STREET	COVINGTON	GA	30014	NEWTON	UNITED STATES	365486		14	PINNACLE BANK	366238
OK		Full Service	11136	DOWNTOWN BRANCH	6 COLLEGE STREET	ELBERTON	GA	30635	ELBERT	UNITED STATES	230892		4	PINNACLE BANK	366238
OK		Full Service	276634	FRANKLIN SPRINGS BRANCH	102 W MAIN ST	FRANKLIN SPRINGS	GA	30639	FRANKLIN	UNITED STATES	215617		8	PINNACLE BANK	366238
OK		Full Service	2497378	HARTWELL BRANCH	135 EAST FRANKLIN STREET	HARTWELL	GA	30643	HART	UNITED STATES	230894		6	PINNACLE BANK	366238
OK		Full Service	2507240	LAVONIA OFFICE	12321 AUGUSTA ROAD	LAVONIA	GA	30553	FRANKLIN	UNITED STATES	235639		10	PINNACLE BANK	366238
OK		Full Service	896931	LEXINGTON OFFICE	114 GILMER STREET	LEXINGTON	GA	30648	OGLETHORPE	UNITED STATES	20885		11	PINNACLE BANK	366238
OK		Full Service	261333	MORRIS BRANCH	238 SOUTH BROAD STREET	MORRIS	GA	30655	WALTON	UNITED STATES	208911		13	PINNACLE BANK	366238
OK		Full Service	297136	ROYSTON BRANCH	861 CHURCH STREET	ROYSTON	GA	30662	FRANKLIN	UNITED STATES	10086		7	PINNACLE BANK	366238
OK		Full Service	438033	SOCIAL CIRCLE BRANCH	212 NORTH CHEROKEE	SOCIAL CIRCLE	GA	30025	WALTON	UNITED STATES	3890		12	PINNACLE BANK	366238

Form FR Y-6
Pinnacle Financial Corporation
Fiscal Year Ending December 31, 2012

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 12-31-2012			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 12-31-2012		
(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	(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
L Jackson McConnell Elberton, GA USA	USA	211,157 25.57%	N/A		
Alice M. Eberhardt Spartanburg, SC USA	USA	197,763 23.94%	N/A		

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Pinnacle Financial Corporation
Fiscal Year Ending December 31, 2012

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	25.57%	N/A	McConnell and Company 100% J-Pal, LLC 50%
Alice M. Eberhardt Spartanburg, SC, USA	Homemaker	Shareholder	N/A	N/A	23.94%	N/A	N/A
L. Jackson McConnell Elberton, GA, USA	President CEO	Chairman	Chairman Pinnacle Bank	None	1.33%	N/A	N/A
Don Fortson Elberton, GA, USA	Retired	Director	Director	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	Education	Director	Director	Financial Aid Counselor Athens Technical College	0.36%	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	0.30%	N/A	N/A