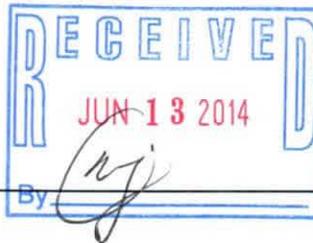


Revised



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.

I. L. Jackson McConnell, Jr.

Name of the Holding Company Director and Official

Chief Executive Officer

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.

*I. L. Jackson McConnell, Jr.*  
Signature of Holding Company Director and Official  
6/9/14

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 3145966

C.I. \_\_\_\_\_

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

December 31, 2013

Month / Day / Year

Reporter's Name, Street, and Mailing Address

Pinnacle Financial Corporation

Legal Title of Holding Company

P.O. Box 430

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

Elberton

GA

30635

City

State

Zip Code

884 Elbert Street

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Melanie M Dye

Asst. Corporate Secretary

Name

Title

706-283-2854 2110

Area Code / Phone Number / Extension

706-213-0365

Area Code / FAX Number

mdye@pinnaclebank.com

E-mail Address

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

## 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.

### Pinnacle Bank (100%)

Legal Title of Subsidiary Holding Company

### P.O. Box 430

(Mailing Address of the Subsidiary 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 Holding Company

### P.O. Box 430

(Mailing Address of the Subsidiary 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 Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

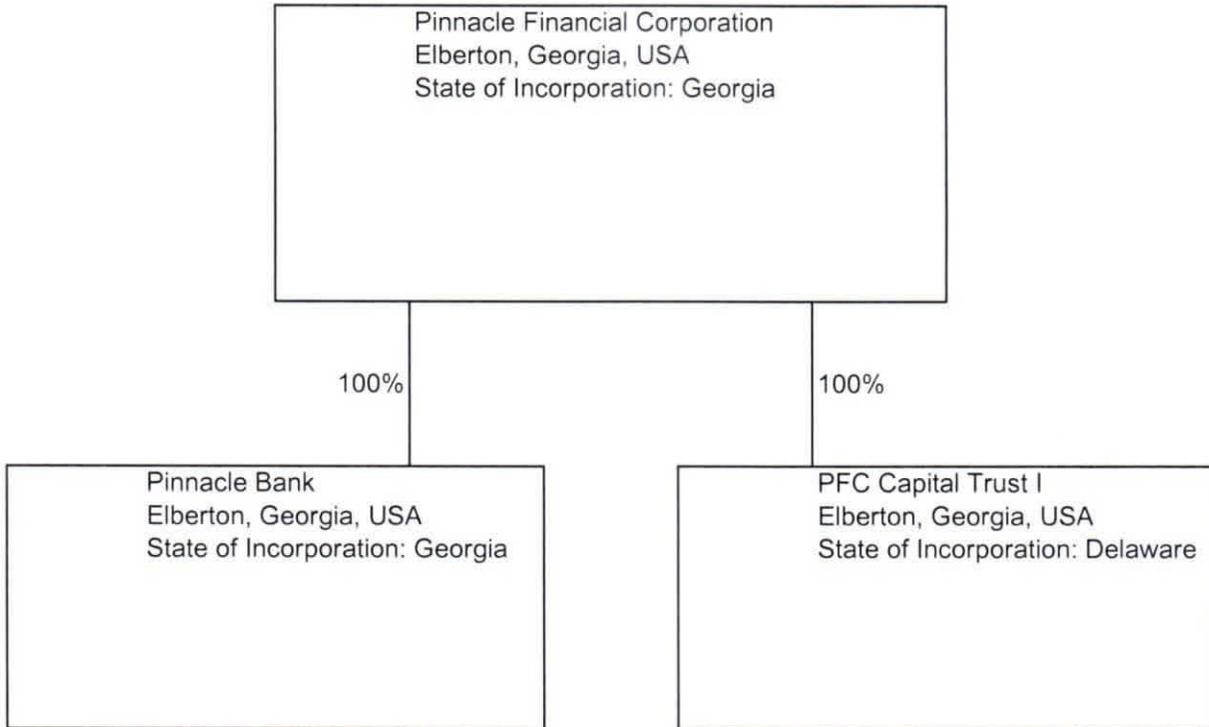
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

City State Zip Code

Physical location (if different from mailing address)

Form FR Y-6  
Pinnacle Financial Corporation  
Elberton, Georgia  
Fiscal Year Ending December 31, 2013

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 24, 2014



**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 12/31/2013. Data reflects information that was received and processed through 07/06/2014.

**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 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 Procedures**

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)	366238	PINNACLE BANK	884 ELBERT STREET	ELBERTON	GA	30635	ELBERT	UNITED STATES	8700	0	PINNACLE BANK	366238	
		Full Service	3918740	EAST ATHENS BRANCH	3140 LEWINGTON ROAD	ATHENS	GA	30605	CLARKE	UNITED STATES	469642	15	PINNACLE BANK	366238	
		Full Service	12731	BONMAN BRANCH	1 NORTH BROAD STREET	BONMAN	GA	30624	ELBERT	UNITED STATES	13457	2	PINNACLE BANK	366238	
		Full Service	1958335	COMMERCE BRANCH	1871 NORTH ELM STREET	COMMERCE	GA	30529	JACKSON	UNITED STATES	40509	16	PINNACLE BANK	366238	
		Full Service	3134148	COVINGTON BRANCH OFFICE	2131 WASHINGTON STREET	COVINGTON	GA	30014	NEWTON	UNITED STATES	365486	14	PINNACLE BANK	366238	
		Full Service	11138	DOWNTOWN BRANCH	6 COLLEGE STREET	ELBERTON	GA	30635	ELBERT	UNITED STATES	230892	4	PINNACLE BANK	366238	
		Full Service	296634	FRANKLIN SPRINGS BRANCH	2311 WEST MAIN STREET	FRANKLIN SPRINGS	GA	30639	FRANKLIN	UNITED STATES	235637	8	PINNACLE BANK	366238	
		Full Service	2497378	HARTWELL BRANCH	135 EAST FRANKLIN STREET	HARTWELL	GA	30643	HART	UNITED STATES	230894	6	PINNACLE BANK	366238	
		Full Service	2507240	LAVONIA OFFICE	114 GILMER STREET	LEXINGTON	GA	30648	FRANKLIN	UNITED STATES	235639	11	PINNACLE BANK	366238	
		Full Service	896931	LEXINGTON OFFICE	12321 AUGUSTA ROAD	LAVONIA	GA	30553	FRANKLIN	UNITED STATES	10885	13	PINNACLE BANK	366238	
		Full Service	261333	MONROE BRANCH	238 SOUTH BROAD STREET	MONROE	GA	30655	WALTON	UNITED STATES	208051	7	PINNACLE BANK	366238	
		Full Service	297136	ROVSTON BRANCH	861 CHURCH STREET	ROVSTON	GA	30662	FRANKLIN	UNITED STATES	10086	7	PINNACLE BANK	366238	
		Full Service	428033	SOCIAL CIRCLE BRANCH	112 NORTH CHEROKEE	SOCIAL CIRCLE	GA	30025	WALTON	UNITED STATES	3880	12	PINNACLE BANK	366238	

**Form FR Y-6**  
**Pinnacle Financial Corporation**  
**Fiscal Year Ending December 31, 2013**

**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, Sr. Elberton, GA USA	USA	211,157 25.62%	N/A		
Alice M. Eberhardt Spartanburg, SC USA	USA	197,763 24.00%	N/A		

**Form FR Y-6**  
**Pinnacle Financial Corporation**  
**Fiscal Year Ending December 31, 2013**

**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. Jackson McConnell, Sr. Elberton, GA, USA	Retired	Shareholder	N/A	N/A	25.62%	N/A	N/A
Alice M. Eberhardt Spartanburg, SC, USA	Homemaker	Shareholder	N/A	N/A	24.00%	N/A	N/A
L. Jackson McConnell, Jr. Elberton, GA, USA	President CEO	Chairman	Chairman Pinnacle Bank	None	1.33%	N/A	N/A
Don Fortson Elberton, GA, USA	Retired	Director	Director	None	0.26%	N/A	Fortson and Sons, LLC 47%
Fort Oglesby Hartwell, GA, USA	Real Estate	Director	Director	President Fort Realty	0.17%	N/A	Coldwell Banker Fort Realty 100% University Family Insurance 33.3%
Steve Williams Royston, GA, USA	Retail Owner	Director	Director	CEO Tri State Distributors	1.26%	N/A	Tri State Distributors, Inc. 64%
J. Dan McAvoy Elberton, GA, USA	Medical Dr.	Director	Director	Partner The Medical Center	0.25%	N/A	The Chestnut Company, LLP 25%
Robert Hardy Elberton, GA, USA	Education	Director	Director	Financial Aid Counselor Athens Technical College	0.37%	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% Darnel Quick Recovery 50% Simplex Property Solutions, LLC 50% H&K Property, LLC 50%
Dr. Thomas McGarity Jersey, GA, USA	Dentist Owner	Director	Director	Owner Dr. Thomas E. McGarity Dental, LLC	0.84%	N/A	McGarity Rentals, LLC 100% McGarity Farm, LLC 100% McGarity Restaurant, LLC-Buckeye's I 100% McGarity Restaurant, LLC-Buckeye's II 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, LLP 100% Joe T. Cunningham Interiors 100%
Roy Malcom, Jr. Eatonton, GA, USA	Appraisal Order & Review	Director	Director	Managing Member Integrity Valuation Management, LLC	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% Elbert Insurance Associate, Inc. 33.3%
David K. Voyles Athens, GA, USA	EVP	Director	Director	None Pinnacle Bank	0.30%	N/A	N/A