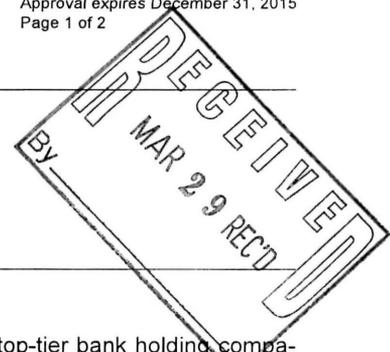


Board of Governors of the Federal Reserve System



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):

December 31, 2012

Month / Day / Year

I, Charles Crawford

Reporter's Name, Street, and Mailing Address

Private Bancshares, Inc.

Name of the Holding Company Director and Official

Legal Title of Holding Company

CEO

3565 Piedmont Road NE Suite 210

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.

Atlanta

GA

30305

City

State

Zip Code

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.

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Renee Hinkson

Controller

Name

Title

4042647986

Area Code / Phone Number / Extension

4049412385

Area Code / FAX Number

reneehinkson@privatebankfobuckhead.com

E-mail Address

www.privatebankfobuckhead.com

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

Signature of Holding Company Director and Official

3-27-2013

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

3433195

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

REVISED

Form FR Y-6

Private Bancshares, Inc.  
Atlanta, Georgia  
Fiscal Year Ending December 31, 2012

PRIVATE  
BANCSHARES, INC.  
Atlanta, GA  
Incorporated in Georgia



Private Bank of  
Buckhead  
Atlanta, GA  
Incorporated in Georgia

100%

**Results:** A list of branches for your depository institution: PRIVATE BANK OF BUCKHEAD (ID\_RSSD: 3433186).  
 This depository institution is held by PRIVATE BANCSHARES, INC. (3433195) of ATLANTA, GA.  
 The data are as of 12/31/2012. Data reflects information that was received and processed through 02/24/2013.

**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
OK		Full Service (Head Office)	3433186	PRIVATE BANK OF BUCKHEAD	3 PIEDMONT CENTER, SUITE 210, 3565 PIEDMONT ROAD	ATLANTA	GA	30305	FULTON	UNITED STATES	449789	0	PRIVATE BANK OF BUCKHEAD	3433186	
OK		Full Service	4464936	PRIVATE BANK OF DECATUR	150 EAST PONCE DE LEON AVENUE, SUITE 120	DECATUR	GA	30030	DEKALB	UNITED STATES	Not Required	Not Required	PRIVATE BANK OF BUCKHEAD	3433186	

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**Form FR Y-6**  
**Private Bancshares, Inc.**  
**Fiscal Year Ending December 31, 2012**

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 or Incorporation	(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
<b>Jill K. Jinks,</b> <b>John G. Jinks, Jr.</b> <b>John G. Jinks, III</b>  Atlanta, GA 30358	USA	104,412	5.44%	NONE	n/a	n/a
<b>Ronald Beerman</b>  Atlanta, GA 30339	USA	117,000	6.10%			

**Form FR Y-6**  
**Private Bancshares, Inc.**  
**Fiscal Year Ending December 31, 2012**

(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with 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 (includes 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)
Joel Arogeti Atlanta, GA USA	Attorney	Director	N/A	Managing Partner Kitchens Kelley Gaines PC	3.78%	N/A	RJJ&B Associates, LLP 25%
Marvin Banks, Jr. Atlanta, GA USA	Retired Executive	Director	N/A	Board Cortland Partners	1.07%	N/A	N/A
Ron Beerman Atlanta, GA USA	Marketing Executive	Director	N/A	Founder Profitmaster Displays	6.10%	N/A	N/A
John Lewis Atlanta, GA USA	Attorney	Director	N/A	Senior Managing Compliance Counsel Coca Cola Company	0.00%	N/A	N/A
Adolph Casal Atlanta, GA USA	Child Psychologist	Director	N/A	Medical Director of Psychiatry Children's Healthcare of Atlanta	3.31%	N/A	WTP Investments, LLC 100%
Charlie Crawford Atlanta, GA USA	N/A	Director, Chairman & President	President & CEO	N/A	3.17%	N/A	N/A
Bryan Freeman Atlanta, GA USA	President	Director	N/A	President, Habersham Funding	4.10%	N/A	Habersham Funding, LLC 100%
Jim Givan Gulf Breeze, FL USA	Retired Executive	Director	N/A	N/A	2.44%	N/A	N/A
Rick Huddleston Roswell, GA USA	Retired Executive	Director	N/A	N/A	2.61%	N/A	N/A
Donny Jackson Berkeley Lake, GA USA	Retired Executive	Director	N/A	N/A	1.63%	N/A	N/A
Jill Jinks Atlanta, GA USA	President, Insurance House	Director	N/A	President, Insurance House	5.44%	N/A	N/A
Jeff Lemming Atlanta, GA USA	Executive Recruiter	Director	N/A	Sector Leader, The Caldwell Partners	2.40%	N/A	N/A