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APR 2 2012

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

2354369

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(e) of the International Banking Act (12 U.S.C. § 3108(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):

December 31, 2011

Month / Day / Year

I, Narasimhulu Neelagaru

Name of the Bank Holding Company Director and Official

Chairman

Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

Quantum Capital Corporation

Legal Title of Bank Holding Company

P.O. Box 729

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

Suwanee GA 30024

City State Zip Code

505 Peachtree Industrial Blvd

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:

Chelsea Colclough Controller

Name Title

770-831-2626

Area Code / Phone Number / Extension

678-889-4554

Area Code / FAX Number

ccolclough@quantumbank.com

E-mail Address

www.quantumbank.com

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

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.

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

| | | |
|--|-------|----------|
| Legal Title of Subsidiary Bank Holding Company | | |
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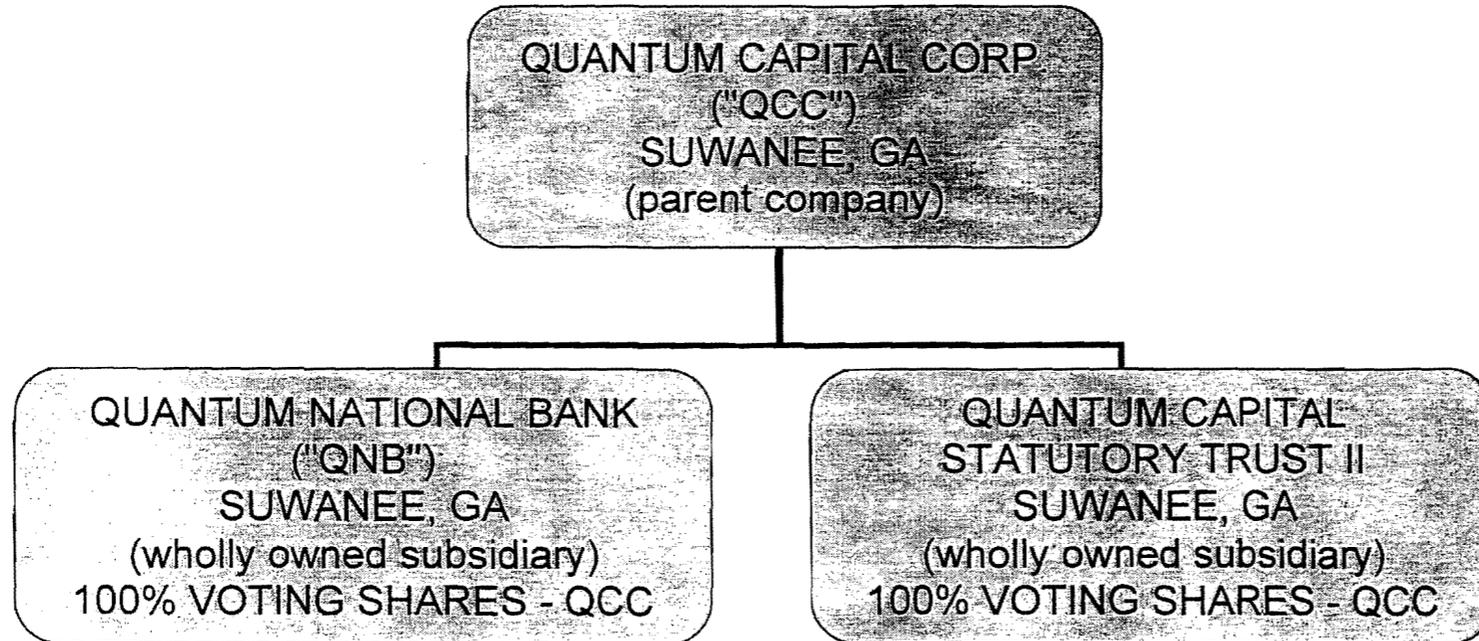
| | | |
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| City | State | Zip Code |
| Physical location (if different from mailing address) | | |

Form FR Y-6

QUANTUM CAPITAL CORP
SUWANEE, GA
FISCAL YEAR ENDING DECEMBER 31, 2011

REPORT ITEM 2: ORGANIZATIONAL CHART



Results: A list of branches for your BHC: QUANTUM CAPITAL CORP. (2354369) of SUWANEE, 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.

Action

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://fy10online.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) | 2354367 | QUANTUM NATIONAL BANK | 505 PEACHTREE INDUSTRIAL BOULEVARD | SUWANEE | GA | 30024 | GWINNETT | UNITED STATES | 56252 | 0 | QUANTUM NATIONAL BANK | 2354367 | |
| OK | | Full Service | 3403406 | QUANTUM NATIONAL BANK BRANCH | 2905 BETHANY ROAD | ALPHARETTA | GA | 30004 | FULTON | UNITED STATES | 447284 | 1 | QUANTUM NATIONAL BANK | 2354367 | |

Form FR Y-6
QUANTUM CAPITAL CORP
SUWANEE, GA
FISCAL YEAR ENDING DECEMBER 31, 2011

REPORT ITEM 3: SECURITIES HOLDERS

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12/31/11

| 1(a) Name City, State, Country | 1(b) Country of citizenship or Incorporation | 1(c) Number and Percentage of each class of Voting Securities |
|---|--|--|
| 1. Narasimhulu Neelaguru, M.D. Commerce, GA [REDACTED] | USA | 531,917 shares - 93.58% Common Stock |
| 2. W. M. Gilbert, Jr. [REDACTED] Lavonia, GA [REDACTED] | USA | 36,140 shares - 6.36% Common Stock |

2(a) NONE

2(b) NONE

2(c) NONE

Form FR Y-6

QUANTUM CAPITAL CORP
 SUWANEE, GA
 FISCAL YEAR ENDING DECEMBER 31, 2011

REPORT ITEM 4:

| (1) Name, City, and State, County | (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 other 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) |
|---|---|---|---|---|--|--|--|
| Narasimhulu Neelaguru Commerce, GA 30529 | Cardiologist | Chairman & CEO | Chairman Quantum National Bank | Owner Commerce Cardiology | 93.58% | 0.00% | North Georgia Cardiology, PC 100% Neelagaru Family Corporation 100% Sandy Creek Ranch, LLC 100% Neelagaru Family Partnership, LLP 99% SOHO Office, Inc. 61% 335 Lake Vista Lane, LLC 50% 335 Lake Vista Lane Number Two, LLC 100% |
| Bryan Cohen Atlanta, GA 31107 | N/A | President | President & CEO Quantum National Bank | | 0.01% | 0.00% | J. Scott Properties, LLC 50% A.Z.C., LLC 50% Cohen and Cohen Properties, LLC 50% Cohen Gwinnett Properties, LLC 50% Cohen Fulton Properties, LLC 50% Cohen Dekalb Properties, LLC 50% Rivertown Townhomes, LLC 65% Atlanta SMA Investments, LLC 50% |

[REDACTED]

RSSD Tiering for:
QUANTUM CAPITAL CORP.
 Structure as of 20111216 and going downward

| Seq Num | ID RSSD | Legal Name | AddL | City | State/ Country | Dist FR | Ent Type | Actv Code | Basis of Relatnshp | PCT |
|---------|---------|--|------|---------|-------------------|------------|-------------|--------------|-----------------------|-------------|
| 0001 | 2354369 | QUANTUM CAPITAL CORP. | | SUWANEE | GEORGIA | 6 | BHC | 551111 | | |
| 0002 | 3591741 | QUANTUM CAPITAL STATUTORY TRUST II | | SUWANEE | GEORGIA | 6 | DEO | 52599 | Vtg Eqty | 100 |
| 0003 | 2354387 | QUANTUM NATIONAL BANK | | SUWANEE | GEORGIA | 6 | NAT | 52211 | Vtg Eqty | 100 |
| 0004 | 3938935 | SOUTHEASTERN MORTGAGE AND FINANCIAL SERVICES, INC. | | SUWANEE | GEORGIA | 6 | DEO | 52231 | Vtg Eqty | 80- <100 |

Total Number of Entities in the tree 4

Total Number of Unique Entities in the tree 4

Tier Selection Criteria

| | |
|----------------------------------|-------------------------------|
| RSSD Tiering for | 2354369 QUANTUM CAPITAL CORP. |
| As of Date | 20111216 |
| Direction | Down |
| Selection Rule | All Entities |
| Branches - Domestic Institutions | No Branches |
| Branches - Foreign Institutions | No Branches |

Explanatory Notes

| Entity Type | Description |
|-------------|-----------------------|
| BHC | BANK HOLDING COMPANY |
| DEO | DOMESTIC ENTITY OTHER |
| NAT | NATIONAL BANK |

| Primary Activity Code | Description |
|-----------------------|---------------------------------------|
| 52211 | COMMERCIAL BANKING |
| 52231 | MORTGAGE AND NONMORTGAGE LOAN BROKERS |
| 52599 | OTHER FINANCIAL VEHICLES |
| 551111 | OFFICES OF BANK HOLDING COMPANIES |

| Basis of Relationship | Description |
|-----------------------|---------------|
| Vtg Eqty | Voting Equity |

Two asterisks (**) next to the Seq Num indicates that confidentiality is pending or granted.
 An asterisk (*) next to the Addl Line Num denotes the Seq Num at which the offspring of this entity are listed.
 A dot dot dot notation (...) next to Legal Name denotes a circular relationship.