

Board of Governors of the Federal Reserve System

Revised



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. NARASIMHULU NEELAGARU

Reporter's Name, Street, and Mailing Address

QUANTUM CAPITAL CORP.

Name of the Holding Company Director and Official

Chairman / CEO

Legal Title of Holding Company

PO BOX 729

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.

SUWANEE	GA	30024
City	State	Zip Code

505 PEACHTREE INDUSTRIAL BLVD

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:

CHELSEA COLCLOUGH **CONTROLLER**

Name Title

770-831-2628

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 Holding Company's web page

2/20/2013
 Signature of Holding Company Director and Official

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 *-rec*
- 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

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

Quantum Capital Corporation
Suwannee, Georgia
Form FR Y-6
For the Fiscal Year Ended December 31, 2012

Report Item 1: Annual Report to Shareholders

Annual Report will be forwarded as soon as it is available (Target Date 4/15/2013)

Report Item 2: Organization Chart

See page 4.

Report Item 2b: Domestic Branch Listing

See page 5

Report Item 3: Securities Holders

See page 6

Report Item 4: Insiders

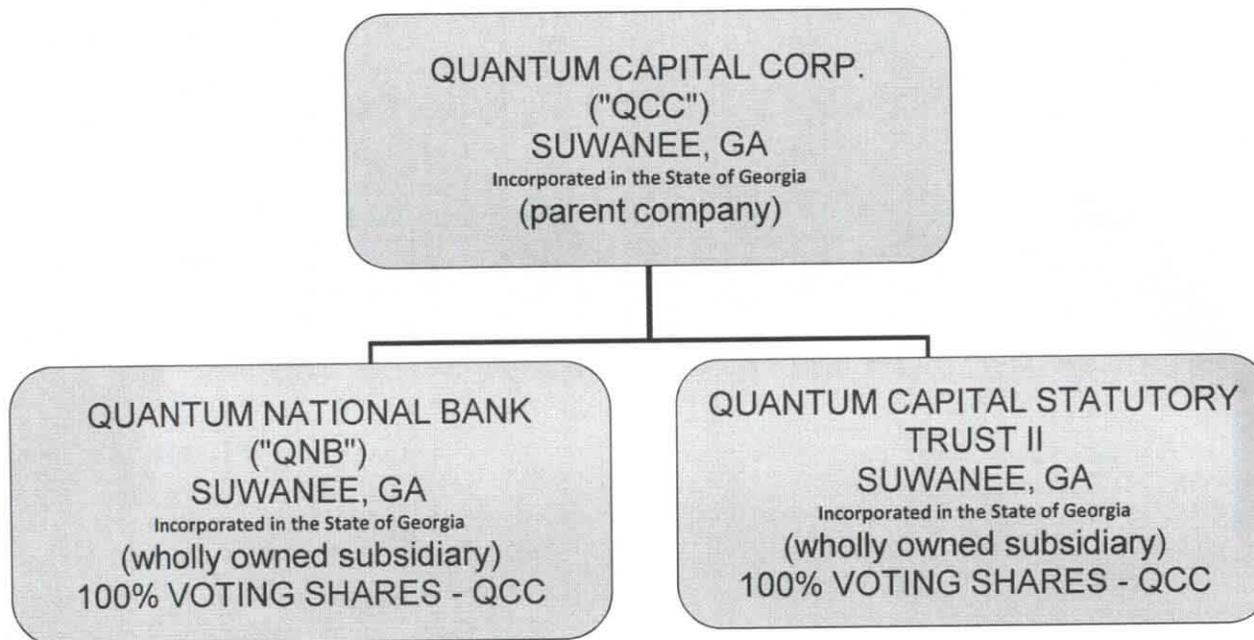
See page 7

Revised

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QUANTUM CAPITAL CORP
SUWANEE, GA
FISCAL YEAR ENDING DECEMBER 31, 2012

REPORT ITEM 2: ORGANIZATIONAL CHART



Results: A list of branches for your depository institution: QUANTUM NATIONAL BANK (ID: FSSD: 2354387).
 The depository institution is held by QUANTUM CAPITAL CORP. (2354389) of SUWANEE, GA.
 The data are as of 12/31/2012. Data reflects information that was received and processed through 01/09/2013.

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, verify 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 date of closure date in the Effective Date column.

Revoke: If a branch listed was never owned by this depository institution, enter 'Revoke' 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 emailing this to your FRB contact, put your institution name, city and state in the subject line of the email.

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/>.

* FIC UNINUM, Office Number, and ID_FSSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID	FSSD*	Proprietor Name	Street Address	City	State	Zip Code	County	Country	FIC UNINUM*	Office Number**	Head Office	Head Office ID	FSSD*	Comments
		Full Service (Head Office)	2354387		QUANTUM NATIONAL BANK	595 PEACHTREE INDUSTRIAL BOULEVARD	SUWANEE	GA	30024	WINNETT	UNITED STATES	56252		0	QUANTUM NATIONAL BANK	2354387	
		Full Service	3030363		QUANTUM NATIONAL BANK BRANCH	2909 BETHANY ROAD	ALPHARETTA	GA	30004	FULTON	UNITED STATES	44784		1	QUANTUM NATIONAL BANK	2354387	

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QUANTUM CAPITAL CORP
SUWANEE, GA
FISCAL YEAR ENDING DECEMBER 31, 2012

REPORT ITEM 3: SECURITIES HOLDERS

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

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 30529	USA	537,700 shares - 93.64% Common Stock
2. W. M. Gilbert, Jr. Lavonia, GA 30553	USA	36,140 shares - 6.29% Common Stock

2(a) NONE

2(b) NONE

2(c) NONE

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QUANTUM CAPITAL CORP
 SUWANEE, GA
 FISCAL YEAR ENDING DECEMBER 31, 2012

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	93.64%	0.00%	North Georgia Cardiology, PC 100% Neelaguru Family Corporation 100% Sandy Creek Ranch, LLC 100% Neelaguru 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%	
W.M. Gilbert, Jr. Lavonia, GA 30553	Sales	N/A	N/A	VP of Sales Edward E Smith Trading Company, LLC	6.29%	0.00%	Cannon Realty, Inc. 100%