

Board of Governors of the Federal Reserve System



Annual Report of Bank Holding Companies—FR Y-6

4603842

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)). 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, William Y. Carroll, Jr.
Name of the Bank Holding Company Director and Official
President & CEO
Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address
SmartFinancial, Inc.
Legal Title of Bank Holding Company
P.O. Box 1910
(Mailing Address of the Bank Holding Company) Street / P.O. Box
Pigeon Forge TN 37868
City State Zip Code
2430 Teaster Lane Suite 205, Pigeon Forge, TN 37863
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.

Person to whom questions about this report should be directed:
Lindsay Bennett Compliance Officer
Name Title
865-868-0631
Area Code / Phone Number / Extension
865-868-6631
Area Code / FAX Number
lbennett@smartbank.net
E-mail Address
N/A
Address (URL) for the Bank Holding Company's web page

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.

Willy Carroll
Signature of Bank Holding Company Director and Official
3/28/12
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

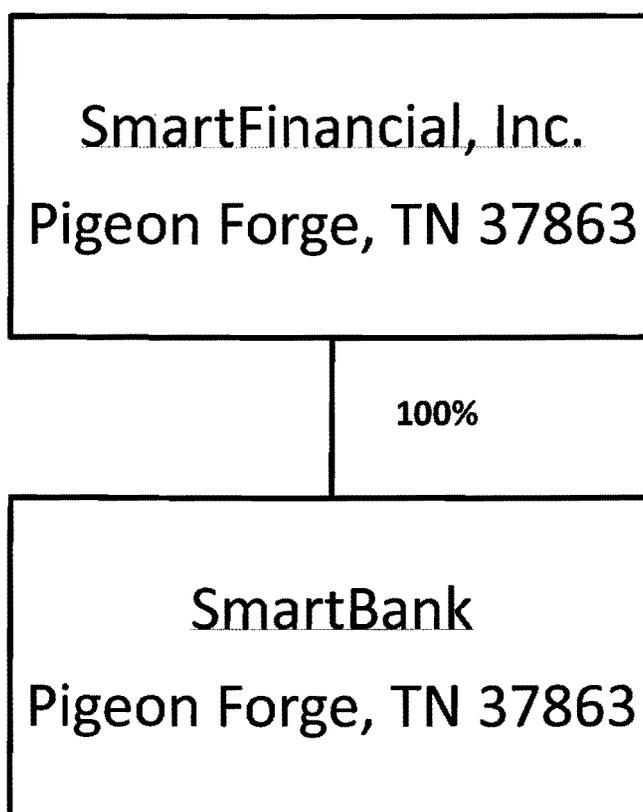
Form FR Y-6

SmartFinancial, Inc.
Pigeon Forge, TN
Fiscal Year Ending December 31, 2011

Report Item 1: The bank holding company prepares an annual report for its securities holders. See attached copy.

Report Item 2a:

1. Organization Chart:



Report Item 2b: Submitted via email to FRB on 3/29/2012, to TDFI on 3/29/2012

Report Item 3: See Confidential Exhibit A. Confidential treatment sought for the following:

- Report Item 3(1)(c) - Number and Percentage of Each Class of Voting Securities.

Report Item 4: See Confidential Exhibit B. Confidential treatment sought for the following:

- Item 4(1) – Insiders, but only with respect to the individual members and entities that compose the Carroll Family Group and the Ogle Family Group
- Item 4(3)(c) – Title & Position with Other Businesses
- Item 4(4)(a) – Percentage of Common Stock Held in Bank Holding Company (including options)
- Item 4(4)(c) – Companies of which 25% or more of Voting Securities Held

Results: A list of branches for your BHC: **SMARTFINANCIAL, INC. (4103842) of PIGEON FORGE, TN.**

The data are as of **06/30/2012**. Data reflects information that was received and processed through 07/05/2012.

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.

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
		Full Service (Head Office)	3532641	SMARTBANK	2430 TEASTER LANE	PIGEON FORGE	TN	37863	SEVIER	UNITED STATES	452366	0	SMARTBANK	3532641	
		Full Service	3792623	GATLINBURG OFFICE	570 EAST PARKWAY	GATLINBURG	TN	37738	SEVIER	UNITED STATES	479010	2	SMARTBANK	3532641	
		Full Service	3938403	KNOXVILLE BRANCH	7827 MONTVUE CENTER WAY	KNOXVILLE	TN	37919	KNOX	UNITED STATES	492924	3	SMARTBANK	3532641	
		Full Service	3603934	SEVIERVILLE BRANCH	1011 PARKWAY	SEVIERVILLE	TN	37862	SEVIER	UNITED STATES	479009	1	SMARTBANK	3532641	

RSSD Tiering for:
SMARTFINANCIAL, INC.
 Structure as of 20111231 and going downward

Seq Num	ID RSSD	Legal Name	AddL	City	State/ Country	Dist FR	Ent Type	Actv Code	Basis of Relatnshp	PCT
0001	4103842	SMARTFINANCIAL, INC. ✓								
0002	3532641	SMARTBANK ✓		PIGEON FORGE	TENNESSEE	6	BHC	551111		
				PIGEON FORGE	TENNESSEE	6	SMB	52211	Vtg Eqty Other	100

Total Number of Entities in the tree 2
Total Number of Unique Entities in the tree 2

Tier Selection Criteria

RSSD Tiering for	4103842 SMARTFINANCIAL, INC.
As of Date	20111231
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
SMB	STATE MEMBER BANK
Primary Activity Code	Description
52211	COMMERCIAL BANKING
551111	OFFICES OF BANK HOLDING COMPANIES
Basis of Relationship	Description
Other	Other Basis of Relationship
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.



Enter email address

SIGN UP

Wednesday, June 20, 2012

ABOUT US PERSONAL SERVICES BUSINESS SERVICES

Home > About Us > Locations

Locations



"By following The SmartBank Way, I've become a better person both at work and away from work"

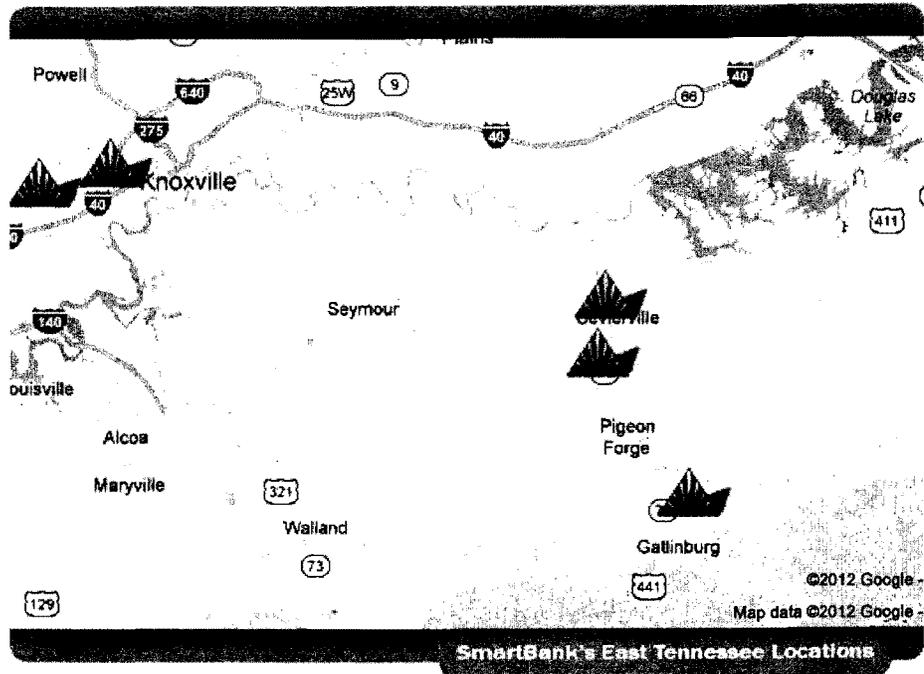
- Anita Givens Financial Service Representative, Sevierville Team

Pigeon Forge (Corporate Office) Teaster Crossing 2430 Teaster Lane 865.453.2650 Map this location

Sevierville 1011 Parkway (located at stoplight #14.1) 865.453.2650 Map this location

Gatlinburg 570 East Parkway 865.453.2650 Map this location

Knoxville 7827 Montvue Center Way 865.453.2650 *Hours: Monday - Friday 8:00 a.m. - 5:00 p.m. Map this location



Hours of Operation

View all locations on map

Monday - Friday Drive thru: 7:30am - 6:00pm Lobby: 8:00am - 6:00pm

Saturday Drive thru and lobby: 8:00am - 12pm

SMARTBANK LOCATIONS Sevierville | Pigeon Forge | Gatlinburg | Knoxville ABOUT US Vision, Mission | The SmartBank Way | What's so Smart? | Leadership Team | Milestones | Privacy & Security | Employment | SmartNews | Testimonials | Video PERSONAL FINANCIAL SERVICES Checking Accounts | Savings Accounts | Loan Accounts | Home Mortgage | ATM Cards/Check Cards | TeleBanking | Online Banking | Mobile Banking | Helpful Forms BUSINESS FINANCIAL SERVICES Checking Accounts | Loan Accounts | SmartCapture | Cash Management | Courier Services