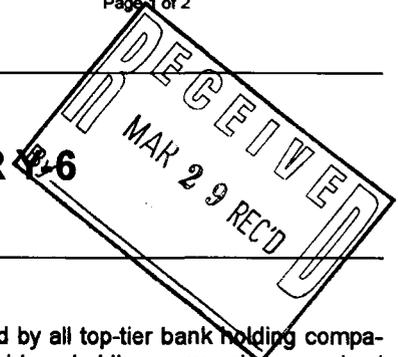


Board of Governors of the Federal Reserve System



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, William Y. Carroll, Jr.

Reporter's Name, Street, and Mailing Address

SmartFinancial, Inc.

Name of the Holding Company Director and Official  
President & CEO

Legal Title of Holding Company

PO Box 1910

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.

Pigeon Forge TN 37868-1910

City State Zip Code

2430 Teaster Lane Suite 205, Pigeon Forge, TN 37863

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:

Lindsay Bennett Compliance Officer

Name Title

865-453-5780

Area Code / Phone Number / Extension

865-868-2780

Area Code / FAX Number

lbennett@smartbank.net

E-mail Address

N/A

Signature of Holding Company Director and Official

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

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 4103842  
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:  
Report Items 3 & 4
- 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*

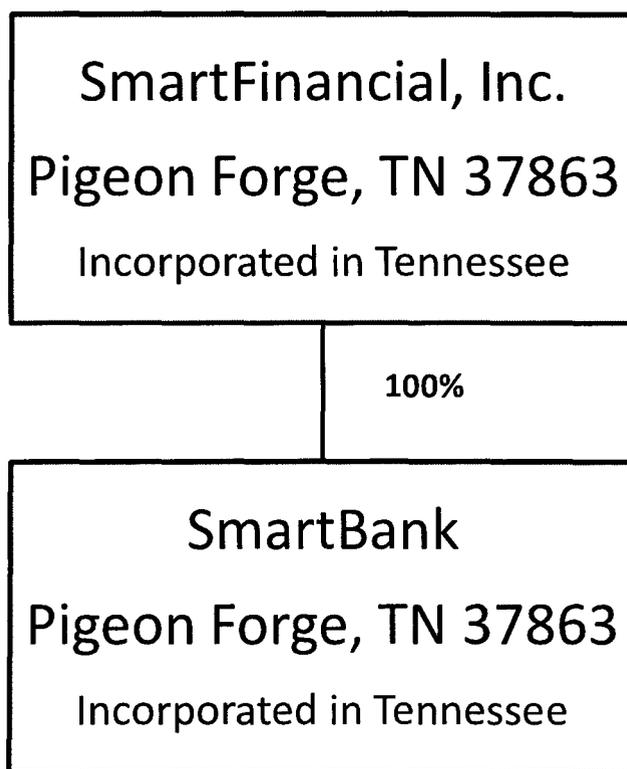
**Form FR Y-6**

**SmartFinancial, Inc.  
Pigeon Forge, TN  
Fiscal Year Ending December 31, 2012**

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 3/27/2012, to TDFI on 3/27/2012

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
- Item 4(4)(c) – Companies of which 25% or more of Voting Securities Held

**Results:** A list of branches for your depository institution: SMARTBANK (ID\_RSSD: 3532641).  
 This depository institution is held by SMARTFINANCIAL, INC. (4103842) of PIGEON FORGE, TN.  
 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
✓ CORRECTION		Full Service (Head Office)	3532641	SMARTBANK	2430 TEASTER LANE, SUITE 205	PIGEON FORGE	TN
✓ CORRECTION		Full Service	4444488	DESTIN BRANCH	4405 COMMONS DRIVE EAST	DESTIN	FL
OK		Full Service	3622908	FORT WALTON BEACH BRANCH	94 EGLIN PARKWAY NE	FORT WALTON BEACH	FL
OK		Full Service	4455952	PENSACOLA BRANCH	4300 BAYOU BOULEVARD, SUITE 31A	PENSACOLA	FL

CORRECTION		Full Service	3557345	SANTA ROSA BEACH BRANCH	2441 HIGHWAY 98 WEST, SUITE 101	SANTA ROSA BEACH	FL
OK		Full Service	3792623	GATLINBURG OFFICE	570 EAST PARKWAY	GATLINBURG	TN
OK		Full Service	3938403	KNOXVILLE BRANCH	7827 MONTVUE CENTER WAY	KNOXVILLE	TN
OK		Full Service	3603934	SEVIERVILLE BRANCH	1011 PARKWAY	SEVIERVILLE	TN

ie column.

Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
37863	SEVIER	UNITED STATES	452366	0	SMARTBANK	3532641	
32541	OKALOOSA	UNITED STATES	Not Required	Not Required	SMARTBANK	3532641	
32548	OKALOOSA	UNITED STATES	Not Required	Not Required	SMARTBANK	3532641	
32503	ESCAMBIA	UNITED STATES	Not Required	Not Required	SMARTBANK	3532641	

32459	WALTON	UNITED STATES	Not Required	Not Required	SMARTBANK	3532641	
37738	SEVIER	UNITED STATES	479010	2	SMARTBANK	3532641	
37919	KNOX	UNITED STATES	492924	3	SMARTBANK	3532641	
37862	SEVIER	UNITED STATES	479009	1	SMARTBANK	3532641	