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PINNACLE FINANCIAL PARTNERS INC  
Form 13F-HR  
July 25, 2011

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Form 13F  
Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: 6/30/2011  
Check here if Amendment ; Amendment Number:

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This Amendment (Check only one.):  is a restatement.  
 adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Pinnacle Financial Partners, Inc.

Address: 150 Third Avenue South  
Suite 900  
Nashville, TN 37201

Form 13F File Number: 28-12761

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Persons Signing this Report on Behalf of Reporting Manager:

Name: Harold R. Carpenter  
Title: Chief Financial Officer  
Phone: 615-744-3742

Signature, Place, and Date of Signing:

|                         |                      |           |
|-------------------------|----------------------|-----------|
| /s/ Harold R. Carpenter | Nashville, Tennessee | 7/25/2011 |
| -----                   | -----                | -----     |
| [Signature]             | [City, State]        | [Date]    |

Report Type (Check only one):

- 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)
- 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)
- 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

List of Other Managers Reporting for this Manager:

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Form 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 0

Form 13F Information Table Entry Total: 248

Form 13F Information Table Value Total: \$ 162,671

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(In Thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

NONE

FORM 13F INFORMATION TABLE

| COLUMN 1               | COLUMN 2       | COLUMN 3  | COLUMN 4           | COLUMN 5           | COLUMN 6                | COLUMN 7                        |
|------------------------|----------------|-----------|--------------------|--------------------|-------------------------|---------------------------------|
| NAME OF ISSUER         | TITLE OF CLASS | CUSIP     | VALUE<br>(x\$1000) | SHRS OR<br>PRN AMT | SH/<br>PUT/<br>PRN CALL | INVESTMENT<br>DISCRETION<br>MAN |
| ABBOTT LABS            | COM            | 002824100 | 36                 | 680                | SH                      | OTHER                           |
| ABBOTT LABS            | COM            | 002824100 | 722                | 13,727             | SH                      | SOLE                            |
| AETNA INC NEW          | COM            | 00817Y108 | 9                  | 209                | SH                      | SOLE                            |
| AGCO CORPORATION       | COM            | 001084102 | 3                  | 61                 | SH                      | SOLE                            |
| AGL RES INC            | COM            | 001204106 | 16                 | 400                | SH                      | OTHER                           |
| AGL RES INC            | COM            | 001204106 | 583                | 14,325             | SH                      | SOLE                            |
| AIR PRODS & CHEMS INC  | COM            | 009158106 | 28                 | 290                | SH                      | OTHER                           |
| AIR PRODS & CHEMS INC  | COM            | 009158106 | 470                | 4,912              | SH                      | SOLE                            |
| ALLERGAN INC           | COM            | 018490102 | 1                  | 8                  | SH                      | OTHER                           |
| ALLERGAN INC           | COM            | 018490102 | 456                | 5,476              | SH                      | SOLE                            |
| ALLIED IRISH BKS P L C | SPON ADR ORD   | 019228808 | 1                  | 280                | SH                      | SOLE                            |
| ALTRIA GROUP INC       | COM            | 02209S103 | 36                 | 1,345              | SH                      | OTHER                           |
| ALTRIA GROUP INC       | COM            | 02209S103 | 579                | 21,931             | SH                      | SOLE                            |
| AMAZON COM INC         | COM            | 023135106 | 14                 | 70                 | SH                      | OTHER                           |
| AMAZON COM INC         | COM            | 023135106 | 2,868              | 14,025             | SH                      | SOLE                            |
| AMERICAN EXPRESS CO    | COM            | 025816109 | 14                 | 268                | SH                      | OTHER                           |
| AMERICAN EXPRESS CO    | COM            | 025816109 | 1,514              | 29,288             | SH                      | SOLE                            |
| AMERICAN TOWER CORP    | CL A           | 029912201 | 21                 | 400                | SH                      | OTHER                           |
| AMERICAN TOWER CORP    | CL A           | 029912201 | 1,751              | 33,452             | SH                      | SOLE                            |
| AMGEN INC              | COM            | 031162100 | 7                  | 125                | SH                      | OTHER                           |
| AMGEN INC              | COM            | 031162100 | 1,163              | 19,926             | SH                      | SOLE                            |
| APACHE CORP            | COM            | 037411105 | 48                 | 390                | SH                      | OTHER                           |
| APACHE CORP            | COM            | 037411105 | 2,183              | 17,697             | SH                      | SOLE                            |
| APPLE INC              | COM            | 037833100 | 13                 | 40                 | SH                      | OTHER                           |
| APPLE INC              | COM            | 037833100 | 2,365              | 7,045              | SH                      | SOLE                            |

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|                              |      |           |       |         |    |       |
|------------------------------|------|-----------|-------|---------|----|-------|
| AT&T INC                     | COM  | 00206R102 | 9     | 300     | SH | OTHER |
| AT&T INC                     | COM  | 00206R102 | 1,135 | 36,140  | SH | SOLE  |
| AUTOMATIC DATA PROCESSING IN | COM  | 053015103 | 42    | 793     | SH | OTHER |
| AUTOMATIC DATA PROCESSING IN | COM  | 053015103 | 650   | 12,333  | SH | SOLE  |
| BANK OF AMERICA CORPORATION  | COM  | 060505104 | 21    | 1,880   | SH | OTHER |
| BANK OF AMERICA CORPORATION  | COM  | 060505104 | 1,153 | 105,214 | SH | SOLE  |
| BAXTER INTL INC              | COM  | 071813109 | -     | -       | SH | SOLE  |
| BOEING CO                    | COM  | 097023105 | 27    | 365     | SH | OTHER |
| BOEING CO                    | COM  | 097023105 | 552   | 7,473   | SH | SOLE  |
| BRISTOL MYERS SQUIBB CO      | COM  | 110122108 | 12    | 400     | SH | OTHER |
| BRISTOL MYERS SQUIBB CO      | COM  | 110122108 | 1,046 | 36,133  | SH | SOLE  |
| CAMECO CORP                  | COM  | 13321L108 | 8     | 308     | SH | SOLE  |
| CATERPILLAR INC DEL          | COM  | 149123101 | 61    | 575     | SH | OTHER |
| CATERPILLAR INC DEL          | COM  | 149123101 | 2,289 | 21,502  | SH | SOLE  |
| CENTURYLINK INC              | COM  | 156700106 | 10    | 250     | SH | OTHER |
| CENTURYLINK INC              | COM  | 156700106 | 259   | 6,400   | SH | SOLE  |
| CHESAPEAKE ENERGY CORP       | COM  | 165167107 | 6     | 200     | SH | OTHER |
| CHESAPEAKE ENERGY CORP       | COM  | 165167107 | 517   | 17,429  | SH | SOLE  |
| CHEVRON CORP NEW             | COM  | 166764100 | 100   | 976     | SH | OTHER |
| CHEVRON CORP NEW             | COM  | 166764100 | 1,659 | 16,135  | SH | SOLE  |
| CHUBB CORP                   | COM  | 171232101 | 31    | 495     | SH | OTHER |
| CHUBB CORP                   | COM  | 171232101 | 1,106 | 17,669  | SH | SOLE  |
| CISCO SYS INC                | COM  | 17275R102 | 28    | 1,787   | SH | OTHER |
| CISCO SYS INC                | COM  | 17275R102 | 1,279 | 81,897  | SH | SOLE  |
| COCA COLA CO                 | COM  | 191216100 | 28    | 410     | SH | OTHER |
| COCA COLA CO                 | COM  | 191216100 | 2,056 | 30,550  | SH | SOLE  |
| COLGATE PALMOLIVE CO         | COM  | 194162103 | 82    | 933     | SH | OTHER |
| COLGATE PALMOLIVE CO         | COM  | 194162103 | 726   | 8,300   | SH | SOLE  |
| COMCAST CORP NEW             | CL A | 20030N101 | 16    | 624     | SH | SOLE  |
| CONOCOPHILLIPS               | COM  | 20825C104 | 41    | 540     | SH | OTHER |
| CONOCOPHILLIPS               | COM  | 20825C104 | 1,008 | 13,400  | SH | SOLE  |
| COOPER INDUSTRIES PLC        | SHS  | G24140108 | 60    | 1,000   | SH | SOLE  |
| CORNING INC                  | COM  | 219350105 | 23    | 1,258   | SH | OTHER |
| CORNING INC                  | COM  | 219350105 | 1,625 | 89,554  | SH | SOLE  |
| COSTCO WHSL CORP NEW         | COM  | 22160K105 | 16    | 200     | SH | OTHER |

FORM 13F INFORMATION TABLE

| COLUMN 1                    | COLUMN 2       | COLUMN 3  | COLUMN 4           | COLUMN 5           | COLUMN 6            | COLUMN 7                 |
|-----------------------------|----------------|-----------|--------------------|--------------------|---------------------|--------------------------|
| NAME OF ISSUER              | TITLE OF CLASS | CUSIP     | VALUE<br>(x\$1000) | SHRS OR<br>PRN AMT | SH/<br>PUT/<br>CALL | INVESTMENT<br>DISCRETION |
| COSTCO WHSL CORP NEW        | COM            | 22160K105 | 1,783              | 21,952             | SH                  | SOLE                     |
| CVS CAREMARK CORPORATION    | COM            | 126650100 | 13                 | 350                | SH                  | OTHER                    |
| CVS CAREMARK CORPORATION    | COM            | 126650100 | 271                | 7,209              | SH                  | SOLE                     |
| DISNEY WALT CO              | COM DISNEY     | 254687106 | 17                 | 423                | SH                  | OTHER                    |
| DISNEY WALT CO              | COM DISNEY     | 254687106 | 1,480              | 37,895             | SH                  | SOLE                     |
| DOMINION RES INC VA NEW     | COM            | 25746U109 | 19                 | 400                | SH                  | OTHER                    |
| DOMINION RES INC VA NEW     | COM            | 25746U109 | 259                | 5,370              | SH                  | SOLE                     |
| DU PONT E I DE NEMOURS & CO | COM            | 263534109 | 23                 | 420                | SH                  | OTHER                    |
| DU PONT E I DE NEMOURS & CO | COM            | 263534109 | 668                | 12,351             | SH                  | SOLE                     |
| DUKE ENERGY CORP NEW        | COM            | 26441C105 | 54                 | 2,850              | SH                  | OTHER                    |
| DUKE ENERGY CORP NEW        | COM            | 26441C105 | 1,096              | 58,179             | SH                  | SOLE                     |
| E M C CORP MASS             | COM            | 268648102 | 34                 | 1,250              | SH                  | OTHER                    |
| E M C CORP MASS             | COM            | 268648102 | 2,953              | 107,198            | SH                  | SOLE                     |

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|                              |                 |           |       |         |    |       |
|------------------------------|-----------------|-----------|-------|---------|----|-------|
| EATON CORP                   | COM             | 278058102 | 278   | 5,400   | SH | SOLE  |
| ECOLAB INC                   | COM             | 278865100 | 1     | 15      | SH | SOLE  |
| EMERSON ELEC CO              | COM             | 291011104 | 11    | 198     | SH | SOLE  |
| EXPRESS SCRIPTS INC          | COM             | 302182100 | 26    | 486     | SH | OTHER |
| EXPRESS SCRIPTS INC          | COM             | 302182100 | 1,491 | 27,635  | SH | SOLE  |
| EXXON MOBIL CORP             | COM             | 30231G102 | 100   | 1,231   | SH | OTHER |
| EXXON MOBIL CORP             | COM             | 30231G102 | 6,929 | 85,142  | SH | SOLE  |
| 1ST SOURCE CORP              | COM             | 336901103 | 228   | 11,000  | SH | SOLE  |
| FLUOR CORP NEW               | COM             | 343412102 | 30    | 471     | SH | OTHER |
| FLUOR CORP NEW               | COM             | 343412102 | 2,181 | 33,739  | SH | SOLE  |
| FOREST LABS INC              | COM             | 345838106 | 6     | 146     | SH | SOLE  |
| GENERAL ELECTRIC CO          | COM             | 369604103 | 36    | 1,904   | SH | OTHER |
| GENERAL ELECTRIC CO          | COM             | 369604103 | 2,435 | 129,119 | SH | SOLE  |
| GILEAD SCIENCES INC          | COM             | 375558103 | 422   | 10,195  | SH | SOLE  |
| GOLDMAN SACHS GROUP INC      | COM             | 38141G104 | 45    | 335     | SH | OTHER |
| GOLDMAN SACHS GROUP INC      | COM             | 38141G104 | 2,009 | 15,092  | SH | SOLE  |
| GOODRICH CORP                | COM             | 382388106 | 19    | 200     | SH | OTHER |
| GOODRICH CORP                | COM             | 382388106 | 635   | 6,645   | SH | SOLE  |
| GOOGLE INC                   | CL A            | 38259P508 | 44    | 86      | SH | OTHER |
| GOOGLE INC                   | CL A            | 38259P508 | 1,427 | 2,818   | SH | SOLE  |
| HALLIBURTON CO               | COM             | 406216101 | 85    | 1,664   | SH | SOLE  |
| HEWLETT PACKARD CO           | COM             | 428236103 | 4     | 100     | SH | OTHER |
| HEWLETT PACKARD CO           | COM             | 428236103 | 220   | 6,050   | SH | SOLE  |
| HOME DEPOT INC               | COM             | 437076102 | 52    | 1,425   | SH | OTHER |
| HOME DEPOT INC               | COM             | 437076102 | 1,002 | 27,667  | SH | SOLE  |
| HONEYWELL INTL INC           | COM             | 438516106 | 58    | 965     | SH | OTHER |
| HONEYWELL INTL INC           | COM             | 438516106 | 2,796 | 46,916  | SH | SOLE  |
| HUMANA INC                   | COM             | 444859102 | 3     | 43      | SH | SOLE  |
| INTEL CORP                   | COM             | 458140100 | 74    | 3,360   | SH | OTHER |
| INTEL CORP                   | COM             | 458140100 | 2,726 | 123,018 | SH | SOLE  |
| INTERNATIONAL BUSINESS MACHS | COM             | 459200101 | 37    | 214     | SH | OTHER |
| INTERNATIONAL BUSINESS MACHS | COM             | 459200101 | 2,059 | 12,001  | SH | SOLE  |
| ISHARES INC                  | MSCI BRAZIL     | 464286400 | 46    | 628     | SH | SOLE  |
| ISHARES TR                   | BARCLYS TIPS BD | 464287176 | 42    | 380     | SH | SOLE  |
| ISHARES TR                   | DJ US REAL EST  | 464287739 | 489   | 8,124   | SH | SOLE  |
| ISHARES TR                   | MSCI EAFE INDEX | 464287465 | 133   | 2,217   | SH | OTHER |
| ISHARES TR                   | MSCI EAFE INDEX | 464287465 | 3,959 | 65,841  | SH | SOLE  |
| ISHARES TR                   | MSCI EMERG MKT  | 464287234 | 7     | 150     | SH | OTHER |
| ISHARES TR                   | MSCI EMERG MKT  | 464287234 | 2,097 | 44,038  | SH | SOLE  |
| ISHARES TR                   | RUSL 2000 GROW  | 464287648 | 305   | 3,220   | SH | SOLE  |
| ISHARES TR                   | RUSL 2000 VALU  | 464287630 | 679   | 9,255   | SH | SOLE  |
| ISHARES TR                   | S&P 500 VALUE   | 464287408 | 748   | 12,070  | SH | SOLE  |
| ISHARES TR                   | S&P MIDCAP 400  | 464287507 | 264   | 2,705   | SH | SOLE  |
| ISHARES TR                   | S&P MIDCP VALU  | 464287705 | 50    | 600     | SH | OTHER |
| ISHARES TR                   | S&P MIDCP VALU  | 464287705 | 1,317 | 15,680  | SH | SOLE  |
| ISHARES TR                   | S&P SMLCP GROW  | 464287887 | 16    | 200     | SH | OTHER |
| ISHARES TR                   | S&P SMLCP GROW  | 464287887 | 2,099 | 26,109  | SH | SOLE  |

FORM 13F INFORMATION TABLE

| COLUMN 1       | COLUMN 2       | COLUMN 3  | COLUMN 4           | COLUMN 5           | COLUMN 6            | COLUMN 7                        |
|----------------|----------------|-----------|--------------------|--------------------|---------------------|---------------------------------|
| NAME OF ISSUER | TITLE OF CLASS | CUSIP     | VALUE<br>(x\$1000) | SHRS OR<br>PRN AMT | SH/<br>PUT/<br>CALL | INVESTMENT<br>DISCRETION<br>MAN |
| ISHARES TR     | S&P SMLCP VALU | 464287879 | 48                 | 650                | SH                  | OTHER                           |

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|                            |                |           |       |        |    |       |
|----------------------------|----------------|-----------|-------|--------|----|-------|
| ISHARES TR                 | S&P SMLCP VALU | 464287879 | 836   | 11,258 | SH | SOLE  |
| ISHARES TR                 | S&P500 GRW     | 464287309 | 903   | 13,001 | SH | SOLE  |
| ISHARES TR                 | US PFD STK IDX | 464288687 | 397   | 10,015 | SH | SOLE  |
| JOHNSON & JOHNSON          | COM            | 478160104 | 369   | 5,550  | SH | OTHER |
| JOHNSON & JOHNSON          | COM            | 478160104 | 3,538 | 53,189 | SH | SOLE  |
| JPMORGAN CHASE & CO        | COM            | 46625H100 | 52    | 1,277  | SH | OTHER |
| JPMORGAN CHASE & CO        | COM            | 46625H100 | 2,384 | 58,228 | SH | SOLE  |
| KIMBERLY CLARK CORP        | COM            | 494368103 | 57    | 857    | SH | OTHER |
| KIMBERLY CLARK CORP        | COM            | 494368103 | 1,854 | 27,852 | SH | SOLE  |
| KINROSS GOLD CORP          | COM NO PAR     | 496902404 | 11    | 715    | SH | SOLE  |
| KRAFT FOODS INC            | CL A           | 50075N104 | 48    | 1,359  | SH | OTHER |
| KRAFT FOODS INC            | CL A           | 50075N104 | 1,603 | 45,498 | SH | SOLE  |
| LAUDER ESTEE COS INC       | CL A           | 518439104 | 11    | 100    | SH | OTHER |
| LAUDER ESTEE COS INC       | CL A           | 518439104 | 226   | 2,150  | SH | SOLE  |
| LILLY ELI & CO             | COM            | 532457108 | 28    | 745    | SH | OTHER |
| LILLY ELI & CO             | COM            | 532457108 | 439   | 11,693 | SH | SOLE  |
| LINCOLN NATL CORP IND      | COM            | 534187109 | 655   | 23,000 | SH | SOLE  |
| LOEWS CORP                 | COM            | 540424108 | 5     | 114    | SH | SOLE  |
| MARATHON OIL CORP          | COM            | 565849106 | 6     | 123    | SH | OTHER |
| MARATHON OIL CORP          | COM            | 565849106 | 1,018 | 19,331 | SH | SOLE  |
| MARSH & MCLENNAN COS INC   | COM            | 571748102 | 8     | 261    | SH | SOLE  |
| MASTERCARD INC             | CL A           | 57636Q104 | 2     | 7      | SH | SOLE  |
| MCDONALDS CORP             | COM            | 580135101 | 41    | 485    | SH | OTHER |
| MCDONALDS CORP             | COM            | 580135101 | 2,362 | 28,012 | SH | SOLE  |
| MEDTRONIC INC              | COM            | 585055106 | 12    | 305    | SH | OTHER |
| MEDTRONIC INC              | COM            | 585055106 | 1,146 | 29,755 | SH | SOLE  |
| MERCK & CO INC NEW         | COM            | 58933Y105 | 45    | 1,261  | SH | OTHER |
| MERCK & CO INC NEW         | COM            | 58933Y105 | 1,052 | 29,820 | SH | SOLE  |
| MGM RESORTS INTERNATIONAL  | COM            | 552953101 | 3     | 200    | SH | SOLE  |
| MICROSOFT CORP             | COM            | 594918104 | 27    | 1,045  | SH | OTHER |
| MICROSOFT CORP             | COM            | 594918104 | 623   | 23,954 | SH | SOLE  |
| MORGAN STANLEY             | COM NEW        | 617446448 | 33    | 1,447  | SH | OTHER |
| MORGAN STANLEY             | COM NEW        | 617446448 | 1,623 | 70,528 | SH | SOLE  |
| MOTOROLA SOLUTIONS INC COM | COM NEW        | 620076307 | 7     | 142    | SH | SOLE  |
| MYLAN INC                  | COM            | 628530107 | 64    | 2,600  | SH | SOLE  |
| NATIONAL HEALTH INVS INC   | COM            | 63633D104 | 704   | 15,836 | SH | SOLE  |
| NATIONAL HEALTHCARE CORP   | COM            | 635906100 | 406   | 8,191  | SH | SOLE  |
| NATIONAL HEALTHCARE CORP   | PFD CONV SER A | 635906209 | 279   | 18,314 | SH | SOLE  |
| NATIONAL OILWELL VARCO INC | COM            | 637071101 | 47    | 600    | SH | OTHER |
| NATIONAL OILWELL VARCO INC | COM            | 637071101 | 3,124 | 39,947 | SH | SOLE  |
| NETAPP INC                 | COM            | 64110D104 | 1     | 21     | SH | SOLE  |
| NEW YORK CMNTY BANCORP INC | COM            | 649445103 | 22    | 1,450  | SH | OTHER |
| NEW YORK CMNTY BANCORP INC | COM            | 649445103 | 394   | 26,293 | SH | SOLE  |
| NIKE INC                   | CL B           | 654106103 | 68    | 754    | SH | OTHER |
| NIKE INC                   | CL B           | 654106103 | 3,288 | 36,547 | SH | SOLE  |
| NORFOLK SOUTHERN CORP      | COM            | 655844108 | 7     | 100    | SH | OTHER |
| NORFOLK SOUTHERN CORP      | COM            | 655844108 | 237   | 3,160  | SH | SOLE  |
| NORTHERN TR CORP           | COM            | 665859104 | 9     | 200    | SH | SOLE  |
| OCCIDENTAL PETE CORP DEL   | COM            | 674599105 | 1     | 8      | SH | SOLE  |
| OMNICARE INC               | COM            | 681904108 | 4     | 121    | SH | SOLE  |
| ORACLE CORP                | COM            | 68389X105 | 74    | 2,239  | SH | OTHER |
| ORACLE CORP                | COM            | 68389X105 | 3,154 | 95,839 | SH | SOLE  |
| PEABODY ENERGY CORP        | COM            | 704549104 | 9     | 150    | SH | OTHER |
| PEABODY ENERGY CORP        | COM            | 704549104 | 269   | 4,560  | SH | SOLE  |
| PEPSICO INC                | COM            | 713448108 | 327   | 4,638  | SH | OTHER |
| PEPSICO INC                | COM            | 713448108 | 4,445 | 63,100 | SH | SOLE  |
| PFIZER INC                 | COM            | 717081103 | 1,094 | 53,102 | SH | SOLE  |
| PHILIP MORRIS INTL INC     | COM            | 718172109 | 1     | 9      | SH | OTHER |
| PHILIP MORRIS INTL INC     | COM            | 718172109 | 1,150 | 17,224 | SH | SOLE  |

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|------------------------------|------------------|-----------|--------------------|--------------------|---------------------|--------------------------|----------|
| NAME OF ISSUER               | TITLE OF CLASS   | CUSIP     | VALUE<br>(x\$1000) | SHRS OR<br>PRN AMT | SH/<br>PUT/<br>CALL | INVESTMENT<br>DISCRETION | OTHER    |
| PIEDMONT NAT GAS INC         | COM              | 720186105 | 427                | 14,112             | SH                  | SOLE                     |          |
| PINNACLE FINL PARTNERS INC   | COM              | 72346Q104 | 5,260              | 338,030            | SH                  | SOLE                     |          |
| POWERSHS DB MULTI SECT COMM  | DB PREC MTLs     | 73936B200 | 493                | 8,965              | SH                  | SOLE                     |          |
| PPL CORP                     | COM              | 69351T106 | 2                  | 75                 | SH                  | SOLE                     |          |
| PRAXAIR INC                  | COM              | 74005P104 | 2                  | 16                 | SH                  | SOLE                     |          |
| PROCTER & GAMBLE CO          | COM              | 742718109 | 46                 | 730                | SH                  | OTHER                    |          |
| PROCTER & GAMBLE CO          | COM              | 742718109 | 1,910              | 30,045             | SH                  | SOLE                     |          |
| PROGRESS ENERGY INC          | COM              | 743263105 | 25                 | 520                | SH                  | OTHER                    |          |
| PROGRESS ENERGY INC          | COM              | 743263105 | 522                | 10,882             | SH                  | SOLE                     |          |
| PROSHARES TR                 | PSHS ULTSH 20YRS | 74347R297 | 240                | 6,950              | SH                  | SOLE                     |          |
| PRUDENTIAL FINL INC          | COM              | 744320102 | 60                 | 942                | SH                  | OTHER                    |          |
| PRUDENTIAL FINL INC          | COM              | 744320102 | 2,292              | 36,053             | SH                  | SOLE                     |          |
| QUALCOMM INC                 | COM              | 747525103 | 65                 | 1,149              | SH                  | OTHER                    |          |
| QUALCOMM INC                 | COM              | 747525103 | 3,041              | 53,553             | SH                  | SOLE                     |          |
| QUANTA SVCS INC              | COM              | 74762E102 | 10                 | 489                | SH                  | OTHER                    |          |
| QUANTA SVCS INC              | COM              | 74762E102 | 1,089              | 53,926             | SH                  | SOLE                     |          |
| RANGE RES CORP               | COM              | 75281A109 | 4                  | 77                 | SH                  | SOLE                     |          |
| REGIONS FINANCIAL CORP NEW   | COM              | 7591EP100 | 20                 | 3,282              | SH                  | OTHER                    |          |
| REGIONS FINANCIAL CORP NEW   | COM              | 7591EP100 | 1,461              | 235,568            | SH                  | SOLE                     |          |
| ROYAL DUTCH SHELL PLC        | SPON ADR B       | 780259107 | 3                  | 42                 | SH                  | SOLE                     |          |
| SAIC INC                     | COM              | 78390X101 | 4                  | 264                | SH                  | SOLE                     |          |
| SCHLUMBERGER LTD             | COM              | 806857108 | 30                 | 349                | SH                  | OTHER                    |          |
| SCHLUMBERGER LTD             | COM              | 806857108 | 2,767              | 32,030             | SH                  | SOLE                     |          |
| SIGMA ALDRICH CORP           | COM              | 826552101 | 15                 | 198                | SH                  | OTHER                    |          |
| SIGMA ALDRICH CORP           | COM              | 826552101 | 2,205              | 30,060             | SH                  | SOLE                     |          |
| SOUTHERN CO                  | COM              | 842587107 | 32                 | 798                | SH                  | OTHER                    |          |
| SOUTHERN CO                  | COM              | 842587107 | 2,126              | 52,658             | SH                  | SOLE                     |          |
| SPDR SERIES TRUST            | S&P 600 SMCP GRW | 78464A201 | 970                | 8,028              | SH                  | SOLE                     |          |
| SPDR SERIES TRUST            | S&P 600 SMCP VAL | 78464A300 | 692                | 9,703              | SH                  | SOLE                     |          |
| SPDR S&P MIDCAP 400 ETF TR   | UTSER1 S&PDCRP   | 78467Y107 | 28                 | 156                | SH                  | SOLE                     |          |
| SPDR GOLD TRUST              | GOLD SHS         | 78463V107 | 289                | 1,980              | SH                  | SOLE                     |          |
| SPDR S&P 500 ETF TR          | TR UNIT          | 78462F103 | 844                | 6,396              | SH                  | SOLE                     |          |
| SPDR SERIES TRUST            | DJ REIT ETF      | 78464A607 | 235                | 3,525              | SH                  | SOLE                     |          |
| SPECTRA ENERGY CORP          | COM              | 847560109 | 19                 | 700                | SH                  | OTHER                    |          |
| SPECTRA ENERGY CORP          | COM              | 847560109 | 537                | 19,585             | SH                  | SOLE                     |          |
| ST JUDE MED INC              | COM              | 790849103 | 2                  | 38                 | SH                  | SOLE                     |          |
| STANLEY BLACK & DECKER INC   | COM              | 854502101 | 2                  | 31                 | SH                  | SOLE                     |          |
| STRYKER CORP                 | COM              | 863667101 | 5                  | 80                 | SH                  | SOLE                     |          |
| SUNTRUST BKS INC             | COM              | 867914103 | 486                | 18,853             | SH                  | SOLE                     |          |
| TELUS CORPORATION            | NON-VTG SHS      | 87971M202 | 7                  | 130                | SH                  | SOLE                     |          |
| TESORO CORPORATION           | COM              | 881609101 | 7                  | 292                | SH                  | SOLE                     |          |
| TEVA PHARMACEUTICAL INDS LTD | ADR              | 881624209 | 24                 | 493                | SH                  | OTHER                    |          |
| TEVA PHARMACEUTICAL INDS LTD | ADR              | 881624209 | 1,440              | 29,849             | SH                  | SOLE                     |          |
| TEXAS INSTRS INC             | COM              | 882508104 | 13                 | 409                | SH                  | SOLE                     |          |
| TEXTRON INC                  | COM              | 883203101 | 28                 | 1,200              | SH                  | SOLE                     |          |
| THERMO FISHER SCIENTIFIC INC | COM              | 883556102 | 27                 | 425                | SH                  | SOLE                     |          |
| TIDEWATER INC                | COM              | 886423102 | 35                 | 650                | SH                  | SOLE                     |          |
| 3M CO                        | COM              | 88579Y101 | 270                | 2,850              | SH                  | SOLE                     |          |
| TJX COS INC NEW              | COM              | 872540109 | 11                 | 212                | SH                  | SOLE                     |          |
| TRANSOCEAN LTD               | REG SHS          | H8817H100 | 16                 | 253                | SH                  | SOLE                     |          |
| UNION PAC CORP               | COM              | 907818108 | 26                 | 250                | SH                  | OTHER                    |          |

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|                            |                |           |       |        |    |       |
|----------------------------|----------------|-----------|-------|--------|----|-------|
| UNION PAC CORP             | COM            | 907818108 | 2,303 | 22,059 | SH | SOLE  |
| UNITED TECHNOLOGIES CORP   | COM            | 913017109 | 27    | 310    | SH | OTHER |
| UNITED TECHNOLOGIES CORP   | COM            | 913017109 | 790   | 8,924  | SH | SOLE  |
| UNITEDHEALTH GROUP INC     | COM            | 91324P102 | 12    | 230    | SH | OTHER |
| UNITEDHEALTH GROUP INC     | COM            | 91324P102 | 1,061 | 20,574 | SH | SOLE  |
| VALERO ENERGY CORP NEW     | COM            | 91913Y100 | 3     | 135    | SH | SOLE  |
| VANGUARD BD INDEX FD INC   | SHORT TRM BOND | 921937827 | 705   | 8,700  | SH | SOLE  |
| VANGUARD INDEX FDS         | STK MRK ETF    | 922908769 | 385   | 5,632  | SH | SOLE  |
| VANGUARD INTL EQUITY INDEX | MSCI EMG MKTS  | 922042858 | 27    | 550    | SH | SOLE  |

FORM 13F INFORMATION TABLE

| COLUMN 1                   | COLUMN 2       | COLUMN 3  | COLUMN 4           | COLUMN 5           | COLUMN 6            | COLUMN 7                        |
|----------------------------|----------------|-----------|--------------------|--------------------|---------------------|---------------------------------|
| NAME OF ISSUER             | TITLE OF CLASS | CUSIP     | VALUE<br>(x\$1000) | SHRS OR<br>PRN AMT | SH/<br>PUT/<br>CALL | INVESTMENT<br>DISCRETION<br>MAN |
| VERIZON COMMUNICATIONS INC | COM            | 92343V104 | 63                 | 1,680              | SH                  | OTHER                           |
| VERIZON COMMUNICATIONS INC | COM            | 92343V104 | 1,613              | 43,325             | SH                  | SOLE                            |
| WAL MART STORES INC        | COM            | 931142103 | 624                | 11,736             | SH                  | SOLE                            |
| WELLS FARGO & CO NEW       | COM            | 949746101 | 52                 | 1,836              | SH                  | OTHER                           |
| WELLS FARGO & CO NEW       | COM            | 949746101 | 1,733              | 61,761             | SH                  | SOLE                            |
| YUM BRANDS INC             | COM            | 988498101 | 17                 | 308                | SH                  | OTHER                           |
| YUM BRANDS INC             | COM            | 988498101 | 1,462              | 26,461             | SH                  | SOLE                            |
| ZIMMER HLDGS INC           | COM            | 98956P102 | 8                  | 120                | SH                  | SOLE                            |