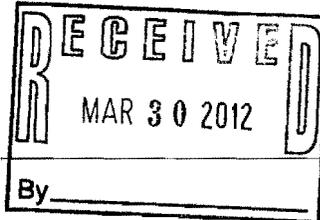


Board of Governors of the Federal Reserve System



FR Y-6
OMB Number 7100-0297
Approval expires December 31, 2014
Page 1 of 2



Annual Report of Bank Holding Companies—FR Y-6

3536386

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, **T. Brad McMurtrey**
Name of the Bank Holding Company Director and Official
President & Secretary
Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address
USAmeriBancorp, Inc.
Legal Title of Bank Holding Company
4790 140th Avenue N.
(Mailing Address of the Bank Holding Company) Street / P.O. Box
Clearwater **FL** **33762**
City State Zip Code

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.

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:
Linda Harris **VP/Controller**
Name Title
727-260-6427
Area Code / Phone Number / Extension
727-260-6611
Area Code / FAX Number
lharris@usameribank.com
E-mail Address
www.usameribank.com
Address (URL) for the Bank Holding Company's web page

Signature of Bank Holding Company Director and Official
[Signature]
3-29-12
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

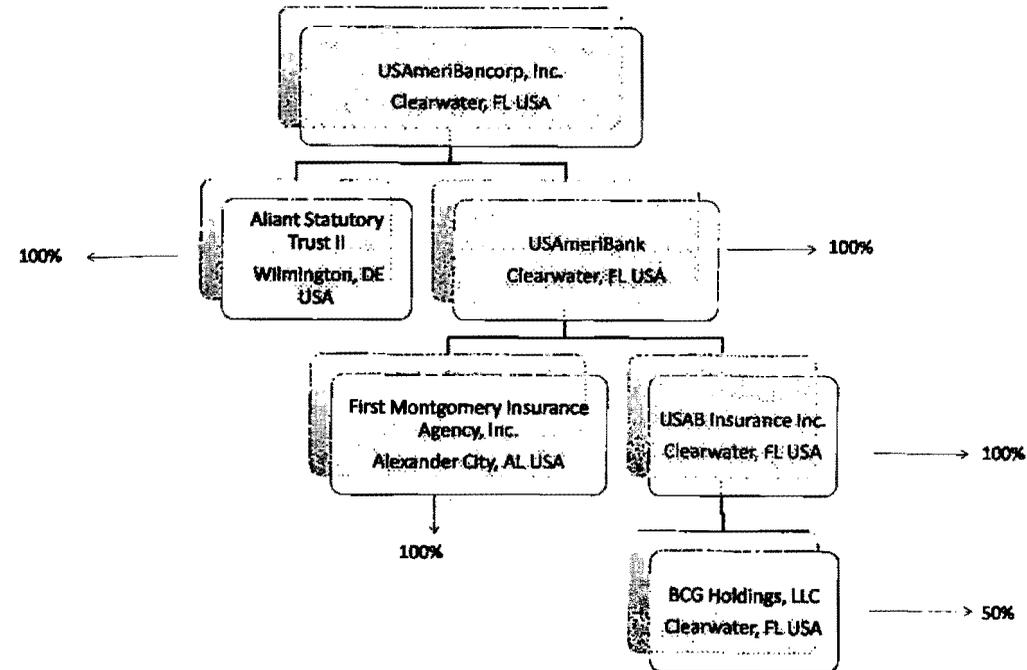
REVISION

Form FR Y-6
USAmeriBancorp, Inc.
Clearwater, Florida
Fiscal Year Ending December 31, 2011

Report Item

1: The bank holding company prepares an annual report for its securities holders. Two copies are enclosed.

2: Organizational Chart



Results: A list of branches for your depository institution: USAMERIBANK (ID_RSSD: 3536407).
 This depository institution is held by USAMERIBANCORP, INC. (3536386) of CLEARWATER, FL.
 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.

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 |
|-------------|----------------|----------------------------|-----------------|------------------------------------|--------------------------------|------------------|-------|----------|--------------|---------------|--------------|----------------|-------------|----------------------|----------|
| OK | | Full Service (Head Office) | 3536407 | USAMERIBANK | 1125 EAST BAY DRIVE | LARGO | FL | 33770 | PINELLAS | UNITED STATES | 451437 | 0 | USAMERIBANK | 3536407 | |
| OK | | Full Service | 861434 | ALIJANT BRANCH | 200 ALIJANT PARKWAY | ALEXANDER CITY | AL | 35010 | TALLAPOOSA | UNITED STATES | Not Required | Not Required | USAMERIBANK | 3536407 | |
| OK | | Full Service | 653732 | MILL SQUARE SHOPPING CENTER BRANCH | 1154 LEE STREET | ALEXANDER CITY | AL | 35010 | TALLAPOOSA | UNITED STATES | Not Required | Not Required | USAMERIBANK | 3536407 | |
| OK | | Full Service | 3388437 | ALABASTER BRANCH | 50 JIMMY GOULD DRIVE | BIRMINGHAM | AL | 35214 | SHELBY | UNITED STATES | Not Required | Not Required | USAMERIBANK | 3536407 | |
| OK | | Full Service | 2491769 | CRESTLINE OFFICE | 92 EUCLID AVENUE | BIRMINGHAM | AL | 35213 | JEFFERSON | UNITED STATES | Not Required | Not Required | USAMERIBANK | 3536407 | |
| OK | | Full Service | 2636702 | MEADOWBROOK OFFICE | 1100 CORPORATE PARKWAY | BIRMINGHAM | AL | 35242 | SHELBY | UNITED STATES | Not Required | Not Required | USAMERIBANK | 3536407 | |
| OK | | Full Service | 2740104 | DADEVILLE BRANCH | 391 NORTH BROADNAX STREET | DADEVILLE | AL | 36853 | TALLAPOOSA | UNITED STATES | Not Required | Not Required | USAMERIBANK | 3536407 | |
| OK | | Full Service | 3925092 | GARDENDALE BRANCH | 210 FIELDSTOWN ROAD, SUITE 142 | GARDENDALE | AL | 35071 | JEFFERSON | UNITED STATES | Not Required | Not Required | USAMERIBANK | 3536407 | |
| OK | | Full Service | 1984086 | BIBB STREET OFFICE | 500 BIBB STREET | MONTGOMERY | AL | 36104 | MONTGOMERY | UNITED STATES | Not Required | Not Required | USAMERIBANK | 3536407 | |
| OK | | Full Service | 533533 | EASTMONT BRANCH | 5400 ATLANTA HIGHWAY | MONTGOMERY | AL | 36109 | MONTGOMERY | UNITED STATES | Not Required | Not Required | USAMERIBANK | 3536407 | |
| OK | | Full Service | 2429641 | FESTIVAL PLAZA OFFICE | 7911 VAUGHN ROAD | MONTGOMERY | AL | 36216 | MONTGOMERY | UNITED STATES | Not Required | Not Required | USAMERIBANK | 3536407 | |
| OK | | Full Service | 512231 | SOUTHEAST BRANCH | 2843 EAST SOUTH BOULEVARD | MONTGOMERY | AL | 36216 | MONTGOMERY | UNITED STATES | Not Required | Not Required | USAMERIBANK | 3536407 | |
| OK | | Full Service | 511739 | ZELDA ROAD OFFICE | 2740 ZELDA ROAD | MONTGOMERY | AL | 36106 | MONTGOMERY | UNITED STATES | Not Required | Not Required | USAMERIBANK | 3536407 | |
| OK | | Full Service | 3852152 | PELL CITY OFFICE | 1930 MARTIN STREET SOUTH | PELL CITY | AL | 35128 | ST. CLAIR | UNITED STATES | Not Required | Not Required | USAMERIBANK | 3536407 | |
| OK | | Full Service | 2552624 | MILLBROOK BRANCH | 3740 HIGHWAY 14 | WETUMPKA | AL | 36054 | ELMORE | UNITED STATES | Not Required | Not Required | USAMERIBANK | 3536407 | |
| OK | | Full Service | 359137 | WETUMPKA OFFICE | 5236 U.S. HIGHWAY 231 | WETUMPKA | AL | 36092 | ELMORE | UNITED STATES | Not Required | Not Required | USAMERIBANK | 3536407 | |
| OK | | Full Service | 4361192 | BELLEAIR BLUFFS BRANCH | 2781 WEST BAY DRIVE | BELLEAIR BLUFFS | FL | 33770 | PINELLAS | UNITED STATES | Not Required | Not Required | USAMERIBANK | 3536407 | |
| OK | | Full Service | 3837681 | BRANDON OFFICE | 668 OAKFIELD DRIVE | BRANDON | FL | 33511 | HILLSBOROUGH | UNITED STATES | 442453 | 5 | USAMERIBANK | 3536407 | |
| OK | | Full Service | 4365640 | 49TH STREET BRANCH | 4770 140TH AVENUE NORTH | CLEARWATER | FL | 33762 | PINELLAS | UNITED STATES | Not Required | Not Required | USAMERIBANK | 3536407 | |
| OK | | Full Service | 3329663 | CLEARWATER OFFICE | 1617 GULF-TO-BAY BOULEVARD | CLEARWATER | FL | 33755 | PINELLAS | UNITED STATES | 430464 | 4 | USAMERIBANK | 3536407 | |
| OK | | Full Service | 4256476 | 4TH STREET BRANCH | 1840 4TH STREET NORTH | SAINT PETERSBURG | FL | 33704 | PINELLAS | UNITED STATES | Not Required | Not Required | USAMERIBANK | 3536407 | |
| OK | | Full Service | 4175090 | CARROLLWOOD BRANCH | 3702 WEST BEARSS AVENUE | TAMPA | FL | 33618 | HILLSBOROUGH | UNITED STATES | Not Required | Not Required | USAMERIBANK | 3536407 | |
| OK | | Full Service | 3727595 | DOWNTOWN TAMPA OFFICE | 113 E. WHITING STREET | TAMPA | FL | 33602 | HILLSBOROUGH | UNITED STATES | 468338 | 2 | USAMERIBANK | 3536407 | |
| OK | | Full Service | 3742066 | SOUTH TAMPA OFFICE | 1921 SOUTH DALE MABRY HIGHWAY | TAMPA | FL | 33629 | HILLSBOROUGH | UNITED STATES | 478479 | 3 | USAMERIBANK | 3536407 | |

REVISION

Form FR Y-6
 USAmeriBancorp, Inc.
 Fiscal Year Ending December 31, 2011

Report Item 3: Securities holders
 (1)(a)(b)(c) and (2)(a)(b)(c)

| Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/2011 | | | Shareholders not listed in 3(1)(a) through 3(1) (c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12/31/2011 | | |
|---|--|--|---|--|---|
| (1)(a) Name & Address (City,State,Country) | (1)(b) Country of Citizenship or Incorporation | (1) c Number and Percentage of Each Class of Voting Securities | (2)(a) Name & Address (City,State,Country) | (2)(b) Country of Citizenship or Incorporation | (2) c Number and Perc Each Class of Vol Securities |
| Harrison I. Steens Bannockburn, IL USA | USA | 750,307 - 8.13% Common Stock 6,500 - .07% Warrants on Common Stock | None | None | None |
| Jennifer W. Steens Evanston, IL USA | USA | 266,213 - 2.88% Common Stock 35,000 - .38% Options on Common Stock 2,000 - .02% Warrants on Common Stock | | | |
| James P. Kasterholz Evanston, IL USA | USA | 125,171 - 1.38% Common Stock | | | |
| Jennifer Steens, Custodian for Nicholas J. Kasterholz Evanston, IL USA | USA | 56,954 - .62% Common Stock | | | |
| Jennifer W. Steens 1999 Descendants Trust James P. Kasterholz, Trustee Chicago, IL USA | USA | 34,667 - .38% Common Stock | | | |
| Heather A. Steens Chicago, IL USA | USA | 158,671 - 1.72% Common Stock 2,000 - .02% Warrants on Common Stock | | | |
| Leo Smith Chicago, IL USA | USA | 3,966 - .04% Common Stock | | | |
| Heather Steens, Custodian for Ryan F. Smith Chicago, IL USA | USA | 37,971 - .41% Common Stock | | | |
| Heather Steens, Custodian for Samuel H. Smith Chicago, IL USA | USA | 37,971 - .41% Common Stock | | | |

REVISION

FRY6 - USAmriBancorp, Inc - Fiscal Year ending 12/31/11

Report Item 3: Securities holders

(1)(a)(b)(c) and (2)(a)(b)(c)

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/2011

Shareholders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12/31/2011

| (1)(a) Name & Address (City,State,Country) | (1)(b) Country of Citizenship or Incorporation | (1) c Number and Percentage of Each Class of Voting Securities | (2)(a) Name & Address (City,State,Country) | (2)(b) Country of Citizenship or Incorporation | (2) c Number and Perc Each Class of Vol Securities |
|--|--|---|--|--|---|
| Heather Steans, Custodian for Abigail J. Smith Chicago, IL USA | USA | 37,971 - .41% Common Stock | None | None | None |
| Heather A. Steans 1999 Descendants Trust Leo Smith - Trustee Chicago, IL USA | USA | 34,667 - .38% Common Stock | | | |
| Robin M. Steans Chicago, IL USA | USA | 190,494 - 2.06% Common Stock 2,000 - .02% Warrants on Common Stock | | | |
| Leonard A. Gail Chicago, IL USA | USA | 99,437 - 1.08% Common Stock | | | |
| Robin Steans, Custodian for Jessica W. Steans-Gail Chicago, IL USA | USA | 34,918 - .38% Common Stock | | | |
| Robin Steans, Custodian for Leah E. Steans-Gail Chicago, IL USA | USA | 34,918 - .38% Common Stock | | | |
| Robin Steans, Custodian for Sydney E. Steans-Gail Chicago, IL USA | USA | 34,918 - .38% Common Stock | | | |
| Robin M. Steans 1999 Descendants Trust Leonard A. Gail - Trustee Chicago, IL USA | USA | 34,667 - .38% Common Stock | | | |
| Trilogy Investment Group, LLC Jennifer W. Steans, Heather A. Steans and Robin M. Steans as managing members Chicago, IL USA | USA | 66,667 - .72% Common Stock | | | |
| Steans 1998 Family Trust Jennifer W. Steans, Heather A. Steans and Robin M. Steans as co-trustees Chicago, IL USA | USA | 132,441 - 1.44% Common Stock 10,000 - .11% Warrants on Common Stock | | | |

REVISION

FRY6 - USAmeriBancorp, Inc - Fiscal Year ending 12/31/11

Report Item 3: Securities holders

(1)(a)(b)(c) and (2)(a)(b)(c)

| Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/2011 | | | Shareholders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12/31/2011 | | |
|---|--|--|--|--|--|
| (1)(a) Name & Address (City,State,Country) | (1)(b) Country of Citizenship or Incorporation | (1)(c) Number and Percentage of Each Class of Voting Securities | (2)(a) Name & Address (City,State,Country) | (2)(b) Country of Citizenship or Incorporation | (2)(c) Number and Perc Each Class of Vol Securities |
| Steans Family Foundation Harrison I. Steans, Jennifer W. Steans, James P. Kastenholz, Heather A. Steans, Leo Smith, Robin M. Steans, Leonard A. Gall as board members Chicago, IL USA | USA | 8,750 - .08% Warrants on Common Stock | None | None | None |
| Adeline S. Morrison Lake Forest, IL USA | USA | 72,939 - .79% Common Stock | | | |
| Harold M. Morrison Lake Forest, IL USA | USA | 37,443 - .41% Common Stock | | | |
| Helen H. Morrison Washington, DC USA | USA | 142,461 - 1.54% Common Stock | | | |
| Lois L. Morrison Chicago, IL USA | USA | 83,483 - .90% Common Stock | | | |
| Lois L. Morrison custodian, Josephine Helen Daab Chicago, IL USA | USA | 10,789 - .12% Common Stock | | | |
| Lois L. Morrison custodian, Adeline Mary Daab Chicago, IL USA | USA | 9,403 - .10% Common Stock | | | |
| Justin W. Daab Chicago, IL USA | USA | 16,148 - .17% Common Stock | | | |
| Margot M. Brinley Charlotte, NC USA | USA | 73,839 - .80% Common Stock | | | |
| Charles E. Brinley Charlotte, NC USA | USA | 21,968 - .24% Common Stock | | | |
| Margot M. Brinley, custodian for William Harrison Brinley Charlotte, NC USA | USA | 11,717 - .13% Common Stock | | | |

REVISION

FRY6 - USAmeriBancorp, Inc - Fiscal Year ending 12/31/11

Report Item 3: Securities holders

(1)(a)(b)(c) and (2)(a)(b)(c)

| Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/2011 | | | Shareholders not listed in 3(1)(a) through 3(1) (c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12/31/2011 | | |
|---|--|---|---|--|---|
| (1)(a) Name & Address (City,State,Country) | (1)(b) Country of Citizenship or Incorporation | (1) c Number and Percentage of Each Class of Voting Securities | (2)(a) Name & Address (City,State,Country) | (2)(b) Country of Citizenship or Incorporation | (2) c Number and Perc Each Class of Vol Securities |
| Margot M. Brinley, custodian, Reily Langdon Brinley Charlotte, NC USA | USA | 9,258 - .10% Common Stock | None | None | None |
| Margot M. Brinley, custodian, Catherine Wells Brinley Trust Charlotte, NC USA | USA | 7,437 - .08% Common Stock | | | |
| Amy M. Heinrich Grayslake, IL USA | USA | 78,076 - .85% Common Stock | | | |
| Robert K. Heinrich Grayslake, IL USA | USA | 3,806 - .04% Common Stock | | | |
| Amy M. Heinrich custodian, Maxwell Irwin Heinrich Grayslake, IL USA | USA | 13,345 - .14% Common Stock | | | |
| Amy M. Heinrich custodian, Ian Marshall Heinrich Grayslake, IL USA | USA | 13,345 - .14% Common Stock | | | |
| Amy M. Heinrich custodian, Emma A. Heinrich Grayslake, IL USA | USA | 12,443 - .13% Common Stock | | | |
| Foursquare Investments, LLC Helen H. Morrison, Lois L. Morrison, Margot M. Brinley and Amy M. Heinrich as managing members Chicago, IL USA | USA | 25,333 - .27% Common stock | | | |
| Harold M. and Adeline S. Morrison Family Foundation Harold M. and Adeline S. Morrison as co-trustees Chicago, IL USA | USA | 2,017 - .02% Common Stock 10,250 - .11% Warrants on Common Stock | | | |
| Thomas B. Hunter, III Lake Forest, IL USA | USA | 209,069 - 2.27% Common Stock 7,000 - .06% Warrants on Common Stock | | | |
| Exempt Descendants Trust c/u the Thomas B. Hunter, III 2004 Multigenerational Trust Thomas B. Hunter IV and Willard M. Hunter as co-trustees Chicago, IL USA | USA | 84,205 - .91% Common Stock | | | |

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FRY6 - USAmeriBancorp, Inc - Fiscal Year ending 12/31/11

Report Item 3: Securities holders

(1)(a)(b)(c) and (2)(a)(b)(c)

| Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/2011 | | | Shareholders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12/31/2011 | | |
|--|--|--|--|--|--|
| (1)(a) Name & Address (City,State,Country) | (1)(b) Country of Citizenship or Incorporation | (1)(c) Number and Percentage of Each Class of Voting Securities | (2)(a) Name & Address (City,State,Country) | (2)(b) Country of Citizenship or Incorporation | (2)(c) Number and Perc Each Class of Vot Securities |
| Thomas B. Hunter, IV Lake Forest, IL USA | USA | 105,383 - 1.14% Common Stock | None | None | None |
| Tacharner de Graffenried Hunter Lake Forest, IL USA | USA | 34,372 - .37% Common Stock | | | |
| Thomas Ruffin Hunter Lake Forest, IL USA | USA | 34,371 - .37% Common Stock | | | |
| Willard M. Hunter Lake Bluff, IL USA | USA | 57,404 - .82% Common Stock | | | |
| 501 N. Central Partnership Willard M. Hunter as general partner Chicago, IL USA | USA | 5,833 - .06% Common Stock | | | |
| Benjamin J Hunter Lake Bluff, IL USA | USA | 33,955 - .37% Common Stock | | | |
| Peter M Hunter Lake Bluff, IL USA | USA | 33,955 - .37% Common Stock | | | |
| Willard M Hunter, Custodian for Willard K Hunter Lake Bluff, IL USA | USA | 33,955 - .37% Common Stock | | | |
| Hunter Family Foundation Thomas B. Hunter III, Maxine M. Hunter, Thomas B. Hunter IV and Willard M. Hunter as co-trustees Chicago, IL USA | USA | 2,100 - .02% Common Stock 14,000 - .15% Warrants on Common Stock | | | |
| George P. Bauer Wilton, CT, USA | USA | 509,651 - 5.52% Common Stock 10,000 - .11% Warrants on Common Stock | | | |

Form FR Y-6
 USAmeriBancorp, Inc.
 Fiscal Year Ending December 31, 2011

Report Item 4: Insiders
 (1),(2),(3)(a)(b)(c), and (4)(a)(b)(c)

| (1) Names & Address (City, State, Country) | (2) Principal Occupation if other than with Bank Holding Company | (3)(a) Title & Position with Bank Holding Company | (3)(b) Title & Position with Subsidiaries (Include names of 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) |
|--|--|--|---|---|--|---|--|
| George P. Bauer Wilton, CT USA | Investor | Director | Director (USAmeriBank) | GPB Group LTD President | 5.63% | N/A | GPB Group LTD - 99% Marco Island GP - 99% Wilton Land Co. - 99% Beauair II - 100% |
| John P. Connelly Clearwater, FL USA | Insurance | Director | Director (USAmeriBank) | Connelly, Carlisle, Fields & Nichols - Partner | 1.57% | N/A | Labor For Hire - 50% Connelly, Carlisle, Fields & Nichols - 41.7% Dynamic Solutions Group - 30% |
| Joseph V. Chillura Tampa, FL USA | Bank CEO | Director/CEO | Director & CEO (USAmeriBank) | N/A | 2.64% | N/A | N/A |
| Mark S. Klein Clearwater, FL USA | Realtor | Director | Director (USAmeriBank) | Klein & Heuchan Realtors President | 1.62% | N/A | Klein & Heuchan Inc - 100% Bay Area Real Estate Investors Corp - 100% BelCal Properties, LLC - 50% Zephyr Properties, LLC - 25% Pinellas Real Income Coalition - 30% |
| Thomas B. McMurtrey, III Belleair, FL USA | Bank President | Director/President & Secretary | Director & President (USAmeriBank) | Director & President (USAB Insurance Inc) | 2.22% | N/A | N/A |
| Harrison I. Steans Bannockburn, IL USA | Investor | Director | Director (USAmeriBank) | Financial Investments Corporation - Director | 8.20% | N/A | N/A |
| Jennifer W. Steans Evanston, IL USA | Investor | Director & Chairman | Director & Chairman (USAmeriBank) | Financial Investments Corporation - President | 3.28% | N/A | Financial Investments Corp - 33% |

Form FR Y-6
 USAmeriBancorp, Inc.
 Fiscal Year Ending December 31, 2011

Report Item 4: Insiders
 (1),(2),(3)(a)(b)(c), and (4)(a)(b)(c)

| (1) Names & Address (City, State, Country) | (2) Principal Occupation if other than with Bank Holding Company | (3)(a) Title & Position with Bank Holding Company | (3)(b) Title & Position with Subsidiaries (Include names of 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) |
|--|--|--|---|---|--|---|--|
| James P. Kastenholz Evanston, IL USA | Investor | N/A | N/A | Total Home LLC - Owner | 1.36% | N/A | Total Home LLC-100% |
| Jennifer Steans, Custodian for Nicholas J. Kastenholz Evanston, IL USA | Investor | N/A | N/A | N/A | 0.62% | N/A | N/A |
| Jennifer W. Steans 1999 Descendants Trust James P. Kastenholz, Trustee Chicago, IL USA | Investor | N/A | N/A | N/A | 0.38% | N/A | N/A |
| Heather A. Steans Chicago, IL USA | investor | N/A | N/A | State of Illinois - State Senator | 1.74% | N/A | Financial Investments Corp-33% |
| Leo Smith Chicago, IL USA | Investor | N/A | N/A | Perspectives Charter School Teacher | 0.04% | N/A | N/A |
| Heather Steans, Custodian for Ryan F. Smith Chicago, IL USA | Investor | N/A | N/A | N/A | 0.41% | N/A | N/A |
| Heather Steans, Custodian for Samuel H. Smith Chicago, IL USA | Investor | N/A | N/A | N/A | 0.41% | N/A | N/A |
| Heather Steans, Custodian for Abigail J. Smith Chicago, IL USA | Investor | N/A | N/A | N/A | 0.41% | N/A | N/A |
| Heather A. Steans 1999 Descendants Trust Leo Smith - Trustee Chicago, IL USA | Investor | N/A | N/A | N/A | 0.38% | N/A | N/A |
| Robin M. Steans Chicago, IL USA | Investor | N/A | N/A | Advance Illinois - Executive Director | 2.08% | N/A | Financial Investments Corp-33% |
| Leonard A. Gail Chicago, IL USA | Investor | N/A | N/A | Massey & Gail LLP - Attorney | 1.08% | N/A | Massey & Gail LLP - 50% |

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Report Item 4: Insiders
 (1),(2),(3)(a)(b)(c), and (4)(a)(b)(c)

| (1) Names & Address (City, State, Country) | (2) Principal Occupation if other than with Bank Holding Company | (3)(a) Title & Position with Bank Holding Company | (3)(b) Title & Position with Subsidiaries (Include names of 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) |
|--|--|--|---|--|--|---|--|
| Robin Steans, Custodian for Jessica W. Steans-Gail Chicago, IL USA | Investor | N/A | N/A | N/A | 0.38% | N/A | N/A |
| Robin Steans, Custodian for Leah E. Steans-Gail Chicago, IL USA | Investor | N/A | N/A | N/A | 0.38% | N/A | N/A |
| Robin Steans, Custodian for Sydney E. Steans-Gail Chicago, IL USA | Investor | N/A | N/A | N/A | 0.38% | N/A | N/A |
| Robin M. Steans 1999 Decendants Trust Leonard A. Gail - Trustee Chicago, IL USA | Investor | N/A | N/A | N/A | 0.38% | N/A | N/A |
| Trilogy Investment Group, LLC Jennifer W. Steans, Heather A. Steans and Robin M. Steans as managing members Chicago, IL USA | Investor | N/A | N/A | N/A | 0.72% | N/A | N/A |
| Steans 1996 Family Trust Jennifer W. Steans, Heather A. Steans and Robin M. Steans as co-trustees Chicago, IL USA | Investor | N/A | N/A | N/A | 1.55% | N/A | N/A |
| Steans Family Foundation Harrison I. Steans, Jennifer W. Steans, James P. Kastenholz, Heather A. Steans, Leo Smith, Robin M. Steans, Leonard A. Gail as board members Chicago, IL USA | Investor | N/A | N/A | N/A | 0.09% | N/A | N/A |
| Adeline S. Morrison Lake Forest, IL USA | Investor | N/A | N/A | N/A | 0.79% | N/A | N/A |
| Harold M. Morrison Lake Forest, IL USA | Investor | N/A | N/A | N/A | 0.41% | N/A | N/A |
| Helen H. Morrison Washington, DC USA | Investor | N/A | N/A | Department of Treasury - Deputy Benefits Tax Counsel | 1.54% | N/A | N/A |

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|--|--|--|---|--|--|---|--|
| Lois L. Morrison Chicago, IL USA | Investor | N/A | N/A | Harold M. and Adeline S. Morrison Family Foundation- Executive Director | 0.90% | N/A | N/A |
| Lois L. Morrison custodian, Josephine Helen Daab Chicago, IL USA | Investor | N/A | N/A | N/A | 0.12% | N/A | N/A |
| Lois L. Morrison custodian, Adeline Mary Daab Chicago, IL USA | Investor | N/A | N/A | N/A | 0.10% | N/A | N/A |
| Justin W. Daab Chicago, IL USA | Investor | N/A | N/A | Magnani & Associates - President | 0.17% | N/A | Magnani & Associates - 33% |
| Margot M. Brinley Charlotte, NC USA | Investor | N/A | N/A | Alexander Children's Center - Social Worker | 0.80% | N/A | N/A |
| Charles E. Brinley Charlotte, NC USA | Investor | N/A | N/A | Bank of America - Director | 0.24% | N/A | N/A |
| Margot M. Brinley, custodian for William Harrison Brinley Charlotte, NC USA | Investor | N/A | N/A | N/A | 0.13% | N/A | N/A |
| Margot M. Brinley, custodian, Reily Langdon Brinley Charlotte, NC USA | Investor | N/A | N/A | N/A | 0.10% | N/A | N/A |
| Margot M. Brinley, custodian, Catherine Wells Brinley Trust Charlotte, NC USA | Investor | N/A | N/A | N/A | 0.08% | N/A | N/A |
| Amy M. Heinrich Grayslake, IL USA | Investor | N/A | N/A | First Presbyterian Church - Minister | 0.85% | N/A | N/A |
| Robert K. Heinrich Grayslake, IL USA | Investor | N/A | N/A | Self-employed - Psychologist | 0.04% | N/A | N/A |
| Amy M. Heinrich custodian, Maxwell Irwin Heinrich Grayslake, IL USA | Investor | N/A | N/A | N/A | 0.14% | N/A | N/A |

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|---|--|--|---|--|--|---|--|
| Amy M. Heinrich custodian, Ian Marshall Heinrich Grayslake, IL USA | Investor | N/A | N/A | N/A | 0.14% | N/A | N/A |
| Amy M. Heinrich custodian, Emma A. Heinrich Grayslake, IL USA | Investor | N/A | N/A | N/A | 0.13% | N/A | N/A |
| Foursquare Investments, LLC Helen H. Morrison, Lois L. Morrison, Margot M. Brinley and Amy M. Heinrich as managing members Chicago, IL USA | Investor | N/A | N/A | N/A | 0.27% | N/A | N/A |
| Harold M. and Adeline S. Morrison Family Foundation Harold M. and Adeline S. Morrison as co-trustees Chicago, IL USA | Investor | N/A | N/A | N/A | 0.13% | N/A | N/A |
| Thomas B. Hunter, III Lake Forest, IL USA | Investor | N/A | N/A | N/A | 2.35% | N/A | N/A |
| Exempt Descendants Trust c/u the Thomas B. Hunter, III 2004 Multigenerational Trust Thomas B. Hunter IV and Willard M. Hunter as co-trustees Chicago, IL USA | Investor | N/A | N/A | N/A | 0.91% | N/A | N/A |
| Thomas B. Hunter, IV Lake Forest, IL USA | Investor | N/A | N/A | Hunter Family Foundation- Executive Director | 1.14% | N/A | N/A |
| Tscharner de Graffenried Hunter Lake Forest, IL USA | Investor | N/A | N/A | Museum of Arts and Design in NYC - Assistant to the Director | 0.37% | N/A | N/A |
| Thomas Ruffin Hunter Lake Forest, IL USA | Investor | N/A | N/A | Flying Dog Brewery - District Market Manager | 0.37% | N/A | N/A |
| Willard M. Hunter Lake Bluff, IL USA | Investor | N/A | N/A | Signature Cards, LP - President | 0.62% | N/A | Signature Cards, LP - 100% |

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|--|--|--|---|--|--|---|--|
| 501 N. Central Partnership Willard M. Hunter as general partner Chicago, IL USA | Investor | N/A | N/A | N/A | 0.06% | N/A | N/A |
| Benjamin J Hunter Lake Bluff, IL USA | Investor | N/A | N/A | N/A | 0.37% | N/A | N/A |
| Peter M Hunter Lake Bluff, IL USA | Investor | N/A | N/A | HSBC - FX Operations Specialist | 0.37% | N/A | N/A |
| Willard M Hunter, Custodian for Willard K Hunter Lake Bluff, IL USA | Investor | N/A | N/A | N/A | 0.37% | N/A | N/A |
| Hunter Family Foundation Thomas B. Hunter III, Maxine M. Hunter, Thomas B. Hunter IV and Willard M. Hunter as co-trustees Chicago, IL USA | Investor | N/A | N/A | N/A | 0.17% | N/A | N/A |