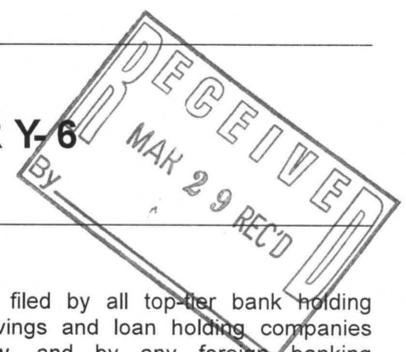


Board of Governors of the Federal Reserve System



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, T. Brad McMurtrey

Reporter's Name, Street, and Mailing Address

USAmeriBancorp, Inc.

Name of the Holding Company Director and Official

Legal Title of Holding Company

President & Secretary

4790 140th Avenue N.

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.

Clearwater

FL

33762

City

State

Zip Code

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.

Physical location (if different from mailing address)

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

Signature of Holding Company Director and Official

www.usameribank.com

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

Date of Signature

3/28/13

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 is not prepared

For Federal Reserve Bank Use Only RSSD ID 3536386 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

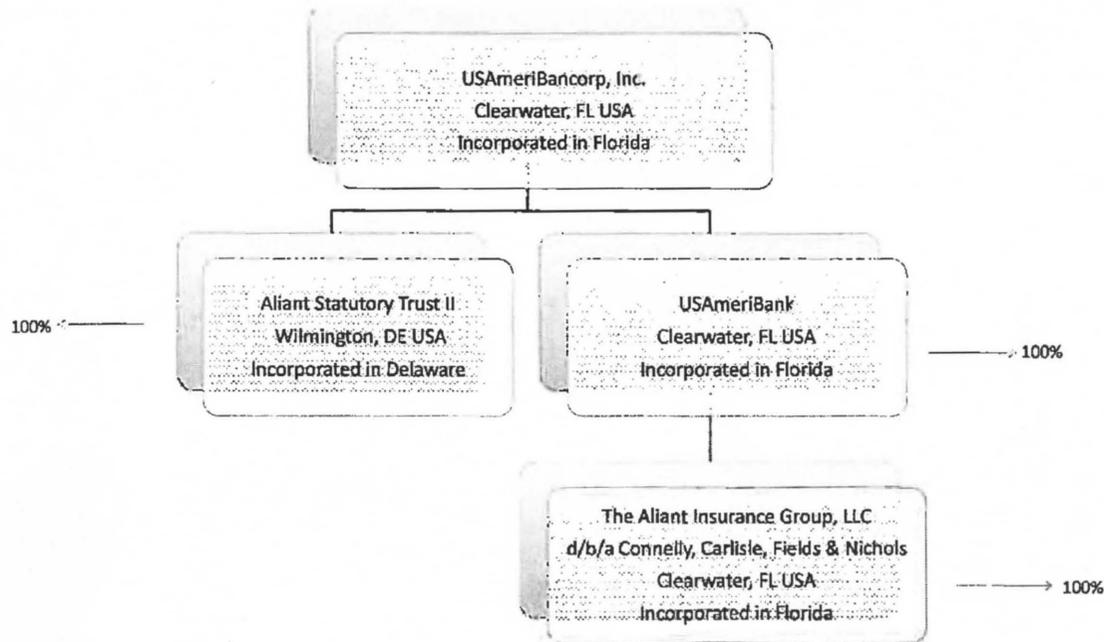
REVISED

Form FR Y-6
USAmeriBancorp, Inc.
Clearwater, Florida
Fiscal Year Ending December 31, 2012

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 12/31/2012. 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	Zip Code	County	Country	FDIC UNINUM*	Office Number*	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	ALEXANDER CITY BRANCH	200 ALJANT PARKWAY	ALEXANDER CITY	AL	35010	TALLAPOOSA	UNITED STATES	1807	9	USAMERIBANK 3536407	
OK		Full Service	653732	MILL SQUARE SHOPPING CENTER BRANCH	1154 LEE STREET	ALEXANDER CITY	AL	35010	TALLAPOOSA	UNITED STATES	194201	10	USAMERIBANK 3536407	
OK		Full Service	4441188	AUBURN TEMPORARY BRANCH	472 NORTH DEAN STREET, SUITE 104	AUBURN	AL	36830	LEE	UNITED STATES	Not Required	Not Required	USAMERIBANK 3536407	
OK		Full Service	3388437	ALABASTER BRANCH	50 JIMMY GOULD DRIVE	BIRMINGHAM	AL	35214	SHELBY	UNITED STATES	453021	21	USAMERIBANK 3536407	
OK		Full Service	2491769	CRESTLINE OFFICE	92 EUCLID AVENUE	BIRMINGHAM	AL	35213	JEFFERSON	UNITED STATES	194202	11	USAMERIBANK 3536407	
OK		Full Service	2636702	MEADOWBROOK OFFICE	1100 CORPORATE PARKWAY	BIRMINGHAM	AL	35242	SHELBY	UNITED STATES	194204	19	USAMERIBANK 3536407	
OK		Full Service	2740104	DADEVILLE BRANCH	391 NORTH BROADNAX STREET	DADEVILLE	AL	36853	TALLAPOOSA	UNITED STATES	194205	20	USAMERIBANK 3536407	
OK		Full Service	3925092	GARDENDALE BRANCH	210 FIELDSTOWN ROAD, SUITE 142	GARDENDALE	AL	35071	JEFFERSON	UNITED STATES	492747	23	USAMERIBANK 3536407	
OK		Full Service	2552624	MILLBROOK BRANCH	3740 HIGHWAY 14	MILLBROOK	AL	36054	ELMORE	UNITED STATES	194203	18	USAMERIBANK 3536407	
OK		Full Service	1984086	BIBB STREET OFFICE	500 BIBB STREET	MONTGOMERY	AL	36104	MONTGOMERY	UNITED STATES	255540	16	USAMERIBANK 3536407	
OK		Full Service	553533	EASTMONT BRANCH	5400 ATLANTA HIGHWAY	MONTGOMERY	AL	36109	MONTGOMERY	UNITED STATES	255537	14	USAMERIBANK 3536407	
OK		Full Service	2429641	FESTIVAL PLAZA OFFICE	7911 VAUGHN ROAD	MONTGOMERY	AL	36116	MONTGOMERY	UNITED STATES	255541	17	USAMERIBANK 3536407	
OK		Full Service	512231	SOUTHEAST BRANCH	2843 EAST SOUTH BOULEVARD	MONTGOMERY	AL	36116	MONTGOMERY	UNITED STATES	255539	15	USAMERIBANK 3536407	
OK		Full Service	511739	ZELDA ROAD OFFICE	2740 ZELDA ROAD	MONTGOMERY	AL	36106	MONTGOMERY	UNITED STATES	15994	13	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	359137	WETUMPKA OFFICE	5236 U.S. HIGHWAY 231	WETUMPKA	AL	36092	ELMORE	UNITED STATES	17595	12	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	
OK		Full Service	4395973	YBOR CITY BRANCH	2028 E. 7TH AVENUE	TAMPA	FL	33605	HILLSBOROUGH	UNITED STATES	Not Required	Not Required	USAMERIBANK 3536407	

Form FR Y-6
 USAmeriBancorp, Inc.
 Fiscal Year Ending December 31, 2012

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 12/31/2012			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 12/31/2012		
(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 Percentage of Each Class of Voting Securities
Harrison I. Steans Bannockburn, IL USA	USA	750,307 - 7.83% Common Stock 6,500 - .07% Warrants on Common Stock	None	None	None
Jennifer W. Steans Evanston, IL USA	USA	243,023 - 2.54% Common Stock 52,500 - .55% Options on Common Stock 2,000 - .02% Warrants on Common Stock			
James P. Kastenholz Evanston, IL USA	USA	125,171 - 1.31% Common Stock			
Jennifer Steans, Custodian for Nicholas J. Kastenholz Evanston, IL USA	USA	56,954 - .59% Common Stock			
Jennifer W. Steans 1999 Descendants Trust James P. Kastenholz, Trustee Chicago, IL USA	USA	34,667 - .36% Common Stock			
Heather A. Steans Chicago, IL USA	USA	158,671 - 1.68% Common Stock 2,423.48 - .03% Warrants on Common Stock			
Leo Smith Chicago, IL USA	USA	3,966 - .04% Common Stock			
Heather Steans, Custodian for Ryan F. Smith Chicago, IL USA	USA	37,971 - .40% Common Stock			
Heather Steans, Custodian for Samuel H. Smith Chicago, IL USA	USA	37,970 - .40% Common Stock			

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 12/31/2012

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 12/31/2012

(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 Percentage of Each Class of Voting Securities
Heather Steans, Custodian for Abigail J. Smith Chicago, IL USA	USA	37,970 - .40% Common Stock	None	None	None
Heather A. Steans 1999 Descendants Trust Leo Smith - Trustee Chicago, IL USA	USA	34,667 - .36% Common Stock			
Robin M. Steans Chicago, IL USA	USA	190,494 - 1.99% Common Stock 2,000 - .02% Warrants on Common Stock			
Leonard A. Gail Chicago, IL USA	USA	99,437 - 1.04% Common Stock			
Robin Steans, Custodian for Jessica W. Steans-Gail Chicago, IL USA	USA	34,918 - .36% Common Stock			
Robin Steans, Custodian for Leah E. Steans-Gail Chicago, IL USA	USA	34,918 - .36% Common Stock			
Robin Steans, Custodian for Sydney E. Steans-Gail Chicago, IL USA	USA	34,918 - .36% Common Stock			
Robin M. Steans 1999 Decendants Trust Leonard A. Gail - Trustee Chicago, IL USA	USA	34,667 - .36% 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 - .70% Common Stock			
Steans 1996 Family Trust Jennifer W. Steans, Heather A. Steans and Robin M. Steans as co-trustees Chicago, IL USA	USA	132,441 - 1.38% Common Stock 10,000 - .10% Warrants on Common Stock			

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 12/31/2012			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 12/31/2012		
(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 Percentage of Each Class of Voting Securities
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	USA	11,926.10 - .12% Warrants on Common Stock	None	None	None
Adeline S. Morrison Lake Forest, IL USA	USA	50,004 - .52% Common Stock			
Harold M. Morrison Lake Forest, IL USA	USA	37,443 - .39% Common Stock			
Helen H. Morrison Washington, DC USA	USA	143,990 - 1.50% Common Stock			
Lois L. Morrison Chicago, IL USA	USA	85,012 - .89% Common Stock			
Lois L. Morrison custodian, Josephine Helen Daab Chicago, IL USA	USA	12,298 - .13% Common Stock			
Lois L. Morrison custodian, Adeline Mary Daab Chicago, IL USA	USA	10,932 - .11% Common Stock			
Justin W. Daab Chicago, IL USA	USA	17,677 - .19% Common Stock			
Margot M. Brinley Charlotte, NC USA	USA	75,168 - .78% Common Stock			
Charles E. Brinley Charlotte, NC USA	USA	23,497 - .25% Common Stock			
Margot M. Brinley, custodian for William Harrison Brinley Charlotte, NC USA	USA	13,246 - .14% Common Stock			

FRY6 - USAmérica Bancorp, Inc - Fiscal Year ending 12/31/12

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 12/31/2012

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 12/31/2012

(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 Percentage of Each Class of Voting Securities
Margot M. Brinley, custodian, Reily Langdon Brinely Charlotte, NC USA	USA	10,787 - .11% Common Stock	None	None	None
Margot M. Brinley, custodian, Catherine Wells Brinley Trust Charlotte, NC USA	USA	8,966 - .09% Common Stock			
Amy M. Heinrich Grayslake, IL USA	USA	79,605 - .83% Common Stock 317.61 - .01% Warrants on Common Stock			
Robert K. Heinrich Grayslake, IL USA	USA	5,335 - .06% Common Stock			
Amy M. Heinrich custodian, Maxwell Irwin Heinrich Grayslake, IL USA	USA	14,874 - .16% Common Stock			
Amy M. Heinrich custodian, Ian Marshall Heinrich Grayslake, IL USA	USA	14,874 - .16% Common Stock			
Amy M. Heinrich custodian, Emma A. Heinrich Grayslake, IL USA	USA	13,972 - .15% 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 - .26% 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 12,367.40 - .13% Warrants on Common Stock			
Thomas B. Hunter, III Lake Forest, IL USA	USA	209,069 - 2.18% Common Stock 13,352.20 - .14% 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 - .88% Common Stock			

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 12/31/2012			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 12/31/2012		
(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 Percentage of Each Class of Voting Securities
Thomas B. Hunter, IV Lake Forest, IL USA	USA	105,383 - 1.10% Common Stock	None	None	None
Tscharner de Graffenried Hunter Lake Forest, IL USA	USA	34,372 - .36% Common Stock			
Thomas Ruffin Hunter Lake Forest, IL USA	USA	34,371 - .36% Common Stock			
Willard M.Hunter Lake Bluff, IL USA	USA	57,404 - .60% Common Stock			
501 N. Central Partnership Willard M. Hunter as general partner Chicago, IL USA	USA	5,633 - .06% Common Stock			
Benjamin J Hunter Lake Bluff, IL USA	USA	33,955 - .35% Common Stock			
Peter M Hunter Lake Bluff, IL USA	USA	33,955 - .35% Common Stock			
Willard M Hunter, Custodian for Willard K Hunter Lake Bluff, IL USA	USA	33,955 - .35% 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 15,058.70 - .16% Warrants on Common Stock			
George P. Bauer Wilton, CT, USA	USA	509,651 - 5.32% Common Stock 10,000 - .10% Warrants on Common Stock			
Financial Investments Corporation Chicago, IL USA	USA	17,645 - .18% Warrants on Common Stock			

Form FR Y-6
 USAmeriBancorp, Inc.
 Fiscal Year Ending December 31, 2012

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	5.42%	N/A	GPB Group LTD - 99% Marco Island GP - 99% Wilton Land Co. - 99% Bauair II - 100% Triad R/E Investors - 82%
John P. Connelly Clearwater, FL USA	Insurance	Director	Director (USAmeriBank)	Connelly, Carlisle, Fields & Nichols - CEO	1.61%	N/A	Labor For Hire - 50% Dynamic Solutions Group - 30%
Joseph V. Chillura Tampa, FL USA	Bank CEO	Director/CEO	Director & CEO (USAmeriBank)	N/A	2.81%	N/A	N/A
Mark S. Klein Clearwater, FL USA	Realtor	Director	Director (USAmeriBank)	Klein & Heuchan Realtors President	1.56%	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)	N/A	2.36%	N/A	N/A
Harrison I. Steans Bannockburn, IL USA	Investor	Director	Director (USAmeriBank)	Financial Investments Corporation - Director	7.90%	N/A	N/A
Jennifer W. Steans Evanston, IL USA	Investor	Director & Chairman	Director & Chairman (USAmeriBank)	Financial Investments Corporation - President	3.11%	N/A	Financial Investments Corp - 33%

Form FR Y-6
 USAmeriBancorp, Inc.
 Fiscal Year Ending December 31, 2012

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	1.31%	N/A	Total Home LLC-100%
Jennifer Steans, Custodian for Nicholas J. Kastenholz Evanston, IL USA	Investor	N/A	N/A	N/A	0.59%	N/A	N/A
Jennifer W. Steans 1999 Descendants Trust James P. Kastenholz, Trustee Chicago, IL USA	Investor	N/A	N/A	N/A	0.36%	N/A	N/A
Heather A. Steans Chicago, IL USA	Investor	N/A	N/A	State of Illinois - State Senator	1.71%	N/A	Financial Investments Corp-33%
Leo Smith Chicago, IL USA	Investor	N/A	N/A	N/A	0.04%	N/A	N/A
Heather Steans, Custodian for Ryan F. Smith Chicago, IL USA	Investor	N/A	N/A	N/A	0.40%	N/A	N/A
Heather Steans, Custodian for Samuel H. Smith Chicago, IL USA	Investor	N/A	N/A	N/A	0.40%	N/A	N/A
Heather Steans, Custodian for Abigail J. Smith Chicago, IL USA	Investor	N/A	N/A	N/A	0.40%	N/A	N/A
Heather A. Steans 1999 Descendants Trust Leo Smith - Trustee Chicago, IL USA	Investor	N/A	N/A	N/A	0.36%	N/A	N/A
Robin M. Steans Chicago, IL USA	Investor	N/A	N/A	Advance Illinois - Executive Director	2.01%	N/A	Financial Investments Corp-33%
Leonard A. Gail Chicago, IL USA	Investor	N/A	N/A	Massey & Gail LLP - Attorney	1.04%	N/A	Massey & Gail LLP - 50%

Form FR Y-6
 USAmeriBancorp, Inc.
 Fiscal Year Ending December 31, 2012

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	0.36%	N/A	N/A
Robin Steans, Custodian for Leah E. Steans-Gail Chicago, IL USA	Investor	N/A	N/A	N/A	0.36%	N/A	N/A
Robin Steans, Custodian for Sydney E. Steans-Gail Chicago, IL USA	Investor	N/A	N/A	N/A	0.36%	N/A	N/A
Robin M. Steans 1999 Decendants Trust Leonard A. Gail - Trustee Chicago, IL USA	Investor	N/A	N/A	N/A	0.36%	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	0.70%	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	1.48%	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	0.21%	N/A	N/A
Adeline S. Morrison Lake Forest, IL USA	Investor	N/A	N/A	N/A	0.52%	N/A	N/A
Harold M. Morrison Lake Forest, IL USA	Investor	N/A	N/A	N/A	0.39%	N/A	N/A
Helen H. Morrison Washington, DC USA	Investor	N/A	N/A	Ernst & Young Partner	1.50%	N/A	N/A

Form FR Y-6
 USAmeriBancorp, Inc.
 Fiscal Year Ending December 31, 2012

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)
Lois L. Morrison Chicago, IL USA	Investor	N/A	N/A	Harold M. and Adeline S. Morrison Family Foundation- Executive Director	0.89%	N/A	N/A
Lois L. Morrison custodian, Josephine Helen Daab Chicago, IL USA	Investor	N/A	N/A	N/A	0.13%	N/A	N/A
Lois L. Morrison custodian, Adeline Mary Daab Chicago, IL USA	Investor	N/A	N/A	N/A	0.11%	N/A	N/A
Justin W. Daab Chicago, IL USA	Investor	N/A	N/A	Magnani & Associates - President	0.19%	N/A	Magnani & Associates - 33%
Margot M. Brinley Charlotte, NC USA	Investor	N/A	N/A	N/A	0.78%	N/A	N/A
Charles E. Brinley Charlotte, NC USA	Investor	N/A	N/A	Bank of America - Director	0.25%	N/A	N/A
Margot M. Brinley, custodian for William Harrison Brinley Charlotte, NC USA	Investor	N/A	N/A	N/A	0.14%	N/A	N/A
Margot M. Brinley, custodian, Reily Langdon Brinely Charlotte, NC USA	Investor	N/A	N/A	N/A	0.11%	N/A	N/A
Margot M. Brinley, custodian, Catherine Wells Brinley Trust Charlotte, NC USA	Investor	N/A	N/A	N/A	0.09%	N/A	N/A
Amy M. Heinrich Grayslake, IL USA	Investor	N/A	N/A	First Presbyterian Church - Minister	0.83%	N/A	N/A
Robert K. Heinrich Grayslake, IL USA	Investor	N/A	N/A	Self-employed - Psychologist	0.06%	N/A	N/A
Amy M. Heinrich custodian, Maxwell Irwin Heinrich Grayslake, IL USA	Investor	N/A	N/A	N/A	0.16%	N/A	N/A

Form FR Y-6
 USAmeriBancorp, Inc.
 Fiscal Year Ending December 31, 2012

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)
Amy M. Heinrich custodian, Ian Marshall Heinrich Grayslake, IL USA	Investor	N/A	N/A	N/A	0.16%	N/A	N/A
Amy M. Heinrich custodian, Emma A. Heinrich Grayslake, IL USA	Investor	N/A	N/A	N/A	0.15%	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	0.26%	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	0.15%	N/A	N/A
Thomas B. Hunter, III Lake Forest, IL USA	Investor	N/A	N/A	N/A	2.32%	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	0.88%	N/A	N/A
Thomas B. Hunter, IV Lake Forest, IL USA	Investor	N/A	N/A	Hunter Family Foundation- Executive Director	1.10%	N/A	N/A
Tscharner de Graffenried Hunter Lake Forest, IL USA	Investor	N/A	N/A	Ogilvy & Mather Assistant	0.36%	N/A	N/A
Thomas Ruffin Hunter Lake Forest, IL USA	Investor	N/A	N/A	Flying Dog Brewery - District Market Manager	0.36%	N/A	N/A
Willard M. Hunter Lake Bluff, IL USA	Investor	N/A	N/A	Signature Cards, LP - President	0.60%	N/A	Signature Cards, LP - 100%

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)
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	0.35%	N/A	N/A
Peter M Hunter Lake Bluff, IL USA	Investor	N/A	N/A	Wells Fargo Advisors Financial Advisor	0.35%	N/A	N/A
Willard M Hunter, Custodian for Willard K Hunter Lake Bluff, IL USA	Investor	N/A	N/A	N/A	0.35%	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	0.18%	N/A	N/A
Financial Investments Corporation Chicago, IL USA	Investor	N/A	N/A	N/A	0.18%	N/A	N/A