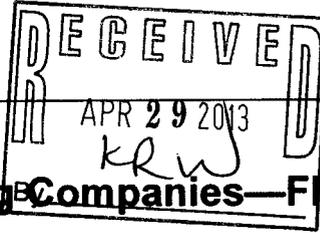


Board of Governors of the Federal Reserve System



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, Frank Hanna, Jr.

Name of the Holding Company Director and Official

Chairman and Director

Title of the Holding Company Director and Official

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.

Reporter's Name, Street, and Mailing Address

Urban Trust Holdings, Inc.

Legal Title of Holding Company

400 Colonial Center Parkway, #150

(Mailing Address of the Holding Company) Street / P.O. Box

Lake Mary

FL

32746

City

State

Zip Code

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:

Luis Castro

VP & Controller

Name

Title

407 732-5606

Area Code / Phone Number / Extension

Area Code / FAX Number

lcastro@urbantrustbank.com

E-mail Address

urbantrustbank.com

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

Signature of Holding Company Director and Official

Date of Signature

4-26-13

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 3037962  
 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

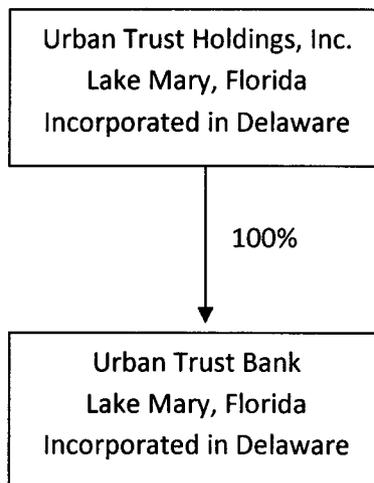
Form FR Y-6

Urban Trust Holding, Inc.  
Lake Mary, Florida  
Fiscal Year Ending December 31, 2012

Report Item

1. The savings and loan holding company does not prepare an annual report for its securities holders and is not registered with the SEC.

2a. Organizational Chart



- 2b. Domestic branch listing provided to the Federal Reserve Bank.

Urban Trust Holdings, Inc.  
2b. Domestic Branch List

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)	408875	URBAN TRUST BANK	400 COLONIAL CENTER PARKWAY, SUITE 150	LAKE MARY	FL	32746	SEMINOLE	UNITED STATES	44224	0	URBAN TRUST BANK	408875	
Ok		Full Service	4441320	BARTOW BRANCH	1050 EAST VAN FLEET DRIVE	BARTOW	FL	33830	POLK	UNITED STATES	Not Required	Not Required	URBAN TRUST BANK	408875	
Ok		Full Service	4441366	BRADENTON BRANCH	5315 CORTEZ ROAD WEST	BRADENTON	FL	34210	MANATEE	UNITED STATES	Not Required	Not Required	URBAN TRUST BANK	408875	
Ok		Full Service	4441302	BRANDON BRANCH	11110 CAUSEWAY BOULEVARD	BRANDON	FL	33511	HILLSBOROUGH	UNITED STATES	Not Required	Not Required	URBAN TRUST BANK	408875	
Ok		Full Service	4171467	GIBSONTON WAL-MART BRANCH	9205 GIBSONTON DRIVE	GIBSONTON	FL	33534	HILLSBOROUGH	UNITED STATES	483118	6	URBAN TRUST BANK	408875	
Ok		Full Service	4171403	JACKSONVILLE BEACH WAL-MART BRANCH	13490 BEACH BOULEVARD	JACKSONVILLE	FL	32224	DUVAL	UNITED STATES	Not Required	Not Required	URBAN TRUST BANK	408875	
Ok		Full Service	4171421	JACKSONVILLE MAIN WAL-MART BRANCH	8808 BEACH BOULEVARD	JACKSONVILLE	FL	32216	DUVAL	UNITED STATES	483122	10	URBAN TRUST BANK	408875	
Ok		Full Service	4171289	KISSIMMEE WAL-MART BRANCH	1471 EAST OSCEOLA PARKWAY	KISSIMMEE	FL	34744	OSCEOLA	UNITED STATES	517941	24	URBAN TRUST BANK	408875	
Ok		Full Service	4441311	LAKELAND BRANCH	3501 SOUTH FLORIDA AVENUE	LAKELAND	FL	33803	POLK	UNITED STATES	Not Required	Not Required	URBAN TRUST BANK	408875	
Ok		Full Service	4171319	LEESBURG WAL-MART BRANCH	2501 NORTH CITRUS BOULEVARD	LEESBURG	FL	34748	LAKE	UNITED STATES	483117	5	URBAN TRUST BANK	408875	
Ok		Full Service	4441393	OCALA BRANCH	2600 SOUTHWEST 19TH AVENUE	OCALA	FL	34471	MARION	UNITED STATES	Not Required	Not Required	URBAN TRUST BANK	408875	
Ok		Full Service	4171355	ORANGE PARK WAL-MART BRANCH	899 BLANDING BOULEVARD	ORANGE PARK	FL	32065	CLAY	UNITED STATES	483123	11	URBAN TRUST BANK	408875	
Ok		Full Service	4171476	GOLDENROD WAL-MART BRANCH	5991 SOUTH GOLDENROD ROAD	ORLANDO	FL	32822	ORANGE	UNITED STATES	483120	8	URBAN TRUST BANK	408875	
Ok		Full Service	3463008	GOLDWYN BRANCH	715 SOUTH GOLDWYN AVENUE	ORLANDO	FL	32805	ORANGE	UNITED STATES	Not Required	Not Required	URBAN TRUST BANK	408875	
Ok		Full Service	4171449	KIRKMAN WAL-MART BRANCH	2500 SOUTH KIRKMAN ROAD	ORLANDO	FL	32811	ORANGE	UNITED STATES	483114	2	URBAN TRUST BANK	408875	
Ok		Full Service	4441375	OSPREY BRANCH	13140 SOUTH TAMIAMI TRAIL	OSPREY	FL	34229	SARASOTA	UNITED STATES	Not Required	Not Required	URBAN TRUST BANK	408875	
Ok		Full Service	4171560	PALMETTO WAL-MART BRANCH	508 10TH STREET	PALMETTO	FL	34221	MANATEE	UNITED STATES	483119	7	URBAN TRUST BANK	408875	
Ok		Full Service	4171524	PORT ORANGE WAL-MART BRANCH	1590 DUNLAWTON AVENUE	PORT ORANGE	FL	32127	VOLUSIA	UNITED STATES	483124	12	URBAN TRUST BANK	408875	
Ok		Full Service	4171337	SAINT CLOUD WAL-MART BRANCH	4400 13TH STREET	SAINT CLOUD	FL	34769	OSCEOLA	UNITED STATES	483115	3	URBAN TRUST BANK	408875	
Ok		Full Service	4171373	SANFORD WAL-MART BRANCH	1601 RINEHART ROAD	SANFORD	FL	32771	SEMINOLE	UNITED STATES	483116	4	URBAN TRUST BANK	408875	
Ok		Full Service	4171542	WINTER HAVEN WAL-MART BRANCH	355 CYPRESS GARDEN BOULEVARD	WINTER HAVEN	FL	33880	POLK	UNITED STATES	483125	13	URBAN TRUST BANK	408875	

REVISED

Form FR Y-6  
Urban Trust Holdings, Inc.  
Fiscal Year Ending December 31, 2012

Report Item 3: Securities Holders

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending December 31, 2012			Securities holders 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 December 31, 2012		
Name City, State, Country	Country of Citizenship or Incorporation	Number and percentage of each Class of Voting Securities	Name City, State, Country	Country of Citizenship or Incorporation	Number and percentage of each Class of Voting Securities
Frank Hanna, Jr. Atlanta, GA USA	USA	1,800.163 - 90.0082% Common Stock	None		
SBAV LP New York, NY USA	USA	199.837 - 9.9919% Common Stock			

REVISED

Form FR Y-6  
Urban Trust Holdings, Inc.  
Fiscal Year Ending December 31, 2012

Report Item 4: Insiders

Name, City, State, Country	Principal Occupation, if other than with the Holding Company	Title and Position with the Holding Company	Title and Position with Subsidiaries	Title and Position with Other Businesses	Percentage of Voting Shares in the Holding Company	Percentage of Voting Shares in Subsidiaries	List names of other companies if 25% or more of voting securities are held
Frank Hanna, Jr. Atlanta, GA USA	Investor	Director & Chairman	N/A	N/A	90.0082%	None	N/A
George Hall *** New York, NY USA	General Partner, SBAV LP	Director	N/A	N/A	9.9918%	None	N/A

\*\*\* Mr. Hall is the General Partner of SBAV LP and has voting rights related to the 9.9918% investment in the Holding Company.