

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, Tim Singleton

Name of the Holding Company Director and Official

Director / CEO

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

Worthington Financial Holdings, Inc.

Legal Title of Holding Company

3301 Memorial Parkway SW

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

Huntsville

AL

35801

City

State

Zip Code

Same

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:

Jason Blount

Assistant CFO

Name

Title

256-428-1826

Area Code / Phone Number / Extension

256-428-1826

Area Code / FAX Number

jblount@worthingtonfederalbank.com

E-mail Address

www.worthingtonfederalbank.com

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

[Signature]  
 Signature of Holding Company Director and Official

04/25/2013

Date of Signature

For holding companies not registered with the SEC—

Indicate status of Annual Report to Shareholders:

- is included with the FR Y-6 report
- will be sent under separate cover
- is not prepared

For Federal Reserve Bank Use Only

RSSD ID  
 C.I.

3814703

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

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

\* all changes per Jason Blount 4/30/13 pub

**FORM FR Y-6**

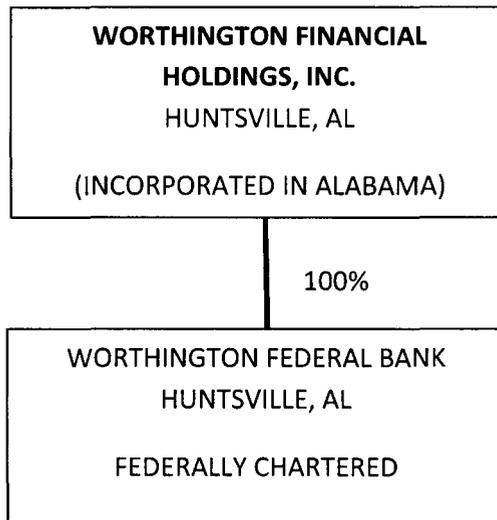
**Worthington Financial Holdings, Inc.**

**Huntsville, AL 35801**

**Fiscal Year Ending December 31, 2012**

Report Item

- 1: The savings and loan holding company prepares an annual report for its securities holders and is not registered with the SEC. As specified by the responsible Reserve Bank, 1 copy is enclosed (See Attached).
- 2a: Organizational Chart



- 2b: Domestic branch listing provided to the Federal Reserve Bank (See Attached).
- 3: Securities Holders listing provided to the Federal Reserve Bank (See Attached).
- 4: Insiders listing provided to the Federal Reserve Bank (See Attached).

**Results:** A list of branches for your depository institution: WORTHINGTON FEDERAL BANK (ID\_RSSD: 626370). This depository institution is held by WORTHINGTON FINANCIAL HOLDINGS, INC. (3814703) of HUNTSVILLE, AL. The data are as of 03/31/2013. Data reflects information that was received and processed through 04/10/2013.

**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	Head Office ID_RSSD*	Comments
OK	3/31/2013	Full Service (Head Office)	626370	WORTHINGTON FEDERAL BANK	3301 MEMORIAL PARKWAY SOUTHWEST	HUNTSVILLE	AL	35801	MADISON	UNITED STATES	45483	0	WORTHINGTON FEDERAL BANK	626370	

0/0 = Ownership

Report ITEM #3

WEDNESDAY APRIL 3, 2013		201304031756197887064IRISD98A		PAGE: 1	
REPORT OLSWL02		WORTHINGTON FINANCIAL HOLDINGS INC.			
6985		COMMON			
04/02/2013					
SHAREHOLDER LISTING ORDERED BY DESCENDING SHARE VALUE					
ACCT NUMBER	SHARES	ACCT NUMBER	SHARES	ACCT NUMBER	SHARES
REGISTRATION		REGISTRATION		REGISTRATION	
[REDACTED]	239,871.0000				
MILL WORTHINGTON & JUDY WORTHINGTON JT TEN	12.96%				
[REDACTED] OWENS CROSS ROADS AL 35753 USA					
[REDACTED]	150,000.0000				
JANICE F SMITH	8.10%				
[REDACTED] HUNTSVILLE AL 35801 USA					
[REDACTED]	120,097.0000				
SHAUL ZISLIN	6.5%				
[REDACTED] HOLLYWOOD FL 33021 USA					
[REDACTED]	107,547.0000				
ELIYAHU LEVY	5.81%				
[REDACTED] N MIAMI FL 33181 USA					

3.2 NA

**Form FR Y-6**  
**Worthington Financial Holdings, Inc.**  
**Fiscal Year Ending December 31, 2012**

(1) Name, City, State, Country	(2) Principal Occupation if other than with the Holding Company	(3)(a) Title and Position with Holding Company	(3)(b) Title and Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title and Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in 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)
Will Worthington Huntsville, AL USA	N/A	Director & Chairman	Director & Chairman	N/A	13%	None	N/A
Jan Smith Huntsville, AL USA	Defense Contracting	Director	Director	Owner/CEO S3, Inc.	8%	None	N/A
Shaul Zislin Hollywood, FL USA	Manufacturing/Distributing	Director	Director	Owner/COO Surf Style, Inc.	7%	None	N/A
David Karabinos Huntsville, AL USA	Healthcare Technology	Director	Director	CEO PointClear Solutions	4%	None	N/A
Mike Friday Madison, AL USA	Home Builder	Director	Director	CEO Woodland Homes	4%	None	N/A
Steve Denney Huntsville, AL USA	Surveying/Mapping	Director	Director	CEO The Atlantic Group	3%	None	N/A
Keith Jones Huntsville, AL USA	Lawyer	Director	Director	Partner, Attorney at Law Wolfe, Jones, Wolfe, Hancock and Daniel LLC	1%	None	N/A
Tim Singleton, Jr. Huntsville, AL USA	N/A	Director, President	Director, CEO, President	N/A	<1%	None	N/A
Sandra Stephens Huntsville, AL USA	N/A	CFO, Corporate Secretary	CFO, EVP	N/A	<1%	None	N/A

% Differences Between # 3+4 Holding Company Shares of ownership Due to rounding