

Board of Governors of the Federal Reserve System

APR 17 REC'D



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, 2013**

Month / Day / Year

I, **David Karabinos**

Reporter's Name, Street, and Mailing Address

**Worthington Financial Holdings, Inc.**

Name of the Holding Company Director and Official

Legal Title of Holding Company

**Chairman of the Board**

**3301 Memorial Parkway SW**

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.

**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**

**SVP/Treasurer**

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 of Holding Company Director and Official

*David Karabinos*  
 4-15-14

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 **3814703**  
 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

**FORM FR Y-6**

**Worthington Financial Holdings, Inc.**

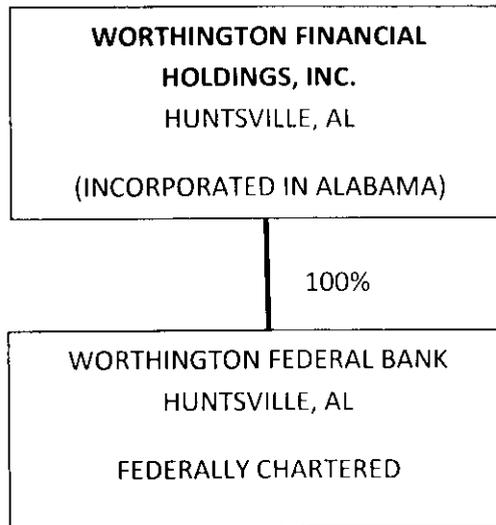
**Huntsville, AL 35801**

**Fiscal Year Ending December 31, 2013**

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 | D\_RSSD: 626370.  
 This depository institution is held by WORTHINGTON FINANCIAL HOLDINGS, INC. (3814723) of MOUNTSVILLE, AL.  
 The data are as of 12/31/2013. Data reflects information that was received and processed through 04/07/2014.

**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 UN\*NUM, Office Number, and D\_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 UN*NUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Lead Office)	626370	WORTHINGTON FEDERAL BANK	3301 MEMORIAL PARKWAY SOUTH-WEST	MOUNTSVILLE	AL	35801	MADISON	UNITED STATES	45483	Q	WORTHINGTON FEDERAL BANK	626370	

Form FR Y-6  
Securities Holders

3.1

<u>Shareholder</u>	<u>City/State/Country</u>	<u># Shares</u>	<u>Percentage Owned</u>
Janice F Smith	Huntsville, AL, United States	174,000	
Janice H Smith	Huntsville, AL, United States	8,500	
<b>Total</b>		<b>182,500</b>	<b>9.863%</b>
Spence LTD	Blakely, GA, United States	134,779	
Spence LTD, LP	Blakely, GA, United States	48,221	
<b>Total</b>		<b>183,000</b>	<b>9.890%</b>
Shaul Zislin	Hollywood, FL, United States	<b>120,097</b>	<b>6.491%</b>
Eliyahu Levy	Miami, FL, United States	<b>107,547</b>	<b>5.812%</b>

3.2

Will Worthington	Huntsville, AL, United States	239,871	<b>12.964%</b>
(Mr. Worthington sold 100% of his shares during fiscal year 2013)			

**Form FR Y-6**  
**Worthington Financial Holdings, Inc.**  
**Fiscal Year Ending December 31, 2013**

(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)
David Karabincos Huntsville, AL USA	Healthcare Technology	Director & Chairman	Director Worthington Federal Bank	CEO PointClear Solutions	4%	None	N/A
Jan Smith Huntsville, AL USA	Defense Contracting	Director	Director Worthington Federal Bank	Owner/CEO S3, Inc.	9%	None	100% of S3, Inc.
Shauf Zislin Holywood, FL USA	Manufacturing/Distributing	Director	Director Worthington Federal Bank	Owner/CDO Surf Style, Inc.	6%	None	100% of Surf Style, Inc.
Steve Denney Huntsville, AL USA	Surveying/Mapping	Director	Director & Chairman Worthington Federal Bank	CEO The Atlantic Group	3%	None	N/A
Joe Carden Madison, AL USA	Retired Bank Executive	Director	Director Worthington Federal Bank	Retired	2%	None	N/A
Keith Jones Huntsville, AL USA	Lawyer	Director	Director Worthington Federal Bank	Partner, Attorney at Law Wolfe, Jones, Wolfe, Hancock and Daniel LLC	1%	None	N/A
Charles Allen Huntsville, AL USA	Investment Management	Director	Director Worthington Federal Bank	President Charles E. Allen Co, Inc.	0%	None	N/A
Tim Singleton, Jr. Huntsville, AL USA	N/A	Director, President	Director, CEO, President Worthington Federal Bank	N/A	<1%	None	N/A
Sandra Stephens Huntsville, AL USA	N/A	CFO, Corporate Secretary	CFO, EVP Worthington Federal Bank	N/A	<1%	None	N/A

Revised