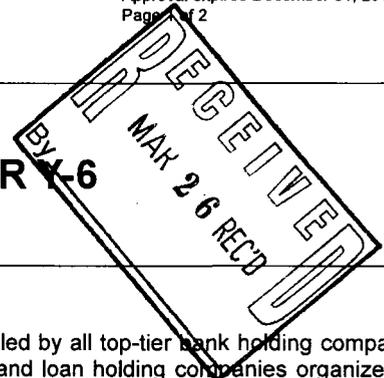


Board of Governors of the Federal Reserve System



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, **Lawrence R. Tate**

Name of the Holding Company Director and Official

President/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

Alamerica BancCorp, Inc.

Legal Title of Holding Company

2170 Highland Avenue Suite 150

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

Birmingham

AL

35205

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:

Kent McGriff

Secretary/Treasurer

Name

Title

205 558-4645

Area Code / Phone Number / Extension

205558-4616

Area Code / FAX Number

kmcgriff@alamericabank.com

E-mail Address

na

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

Signature of Holding Company Director and Official

03/26/2013

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 **3047583**

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."

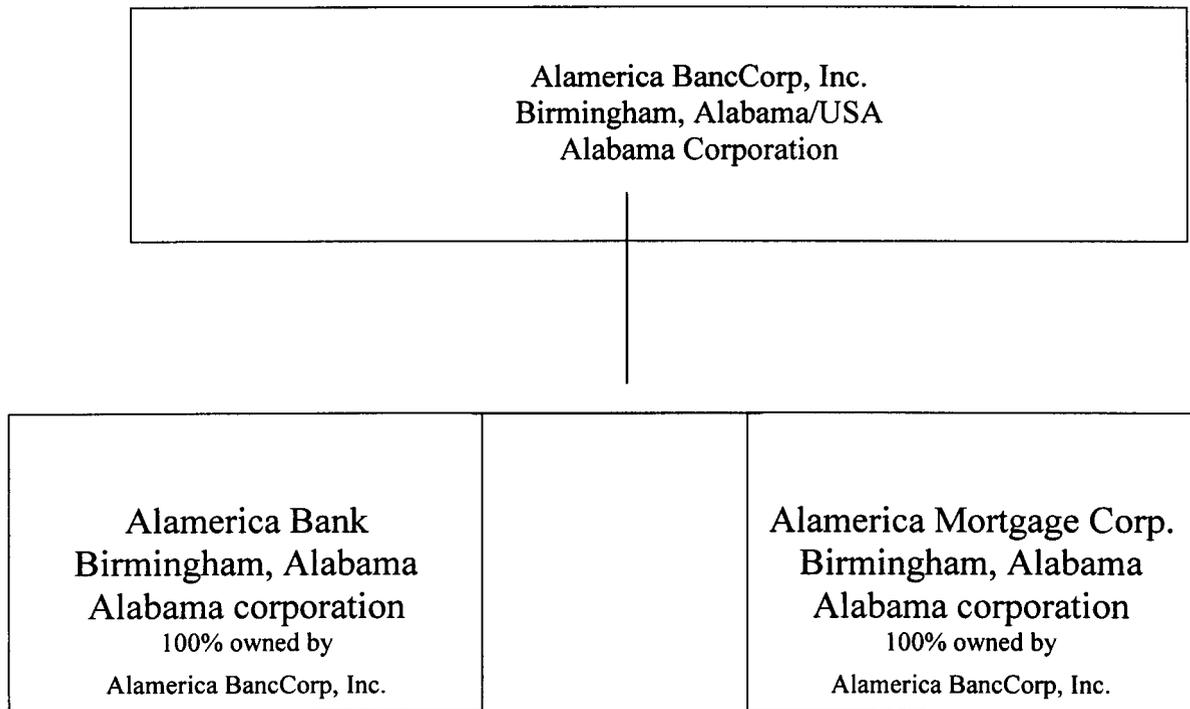
No

Form FR Y-6

**Alamerica BancCorp, Inc.
Birmingham, Alabama
Fiscal Year Ending 12/31/2012**

Report Item

1. The bank holding company does not create an annual report for shareholders.
- 2a. Organizational Chart



- 2b. Domestic Branch Listing submitted via e-mail on January 30, 2013.

3047583

Results: A list of branches for your depository institution: ALAMERICA BANK (ID_RSSD: 2877484).
 This depository institution is held by ALAMERICA BANCCORP, INC. (3047583) of BIRMINGHAM, AL.
 The data are as of 12/31/2012. Data reflects information that was received and processed through 01/06/2013.

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		Full Service (Head Office)	2877484	ALAMERICA BANK	2170 HIGHLAND AVENUE SOUTH	BIRMINGHAM	AL	35205	JEFFERSON	UNITED STATES	78220	0	ALAMERICA BANK	2877484	

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Alamerica BancCorp, Inc.
Fiscal Year Ending 12/31/12

*Report Item 3: Shareholders
(1)(a)(b)(c) and (2)(a)(b)(c)*

Current Shareholders with ownership, control or holding of 5% or more with power to vote as of fiscal year ending 12-31-2012.

(1)(a) Name & Address	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and % of Voting Securities
1. Donald V. Watkins Birmingham, AL	USA	473,089 - 47.31% common
2. Clarissa B. Harms Daryl E Harms Irrevocable Trust for Hannah K. Harms*	USA	90,735 - 9.07% common
Daryl E Harms Irrevocable Trust for Emma E. Harms*	USA	45,079 - 4.51% common
*Clarissa B. Harms - Trustee Birmingham AL	USA	45,079 - 4.51% common
3. Lawrence R. Tate Birmingham AL	USA	176,522 - 17.65% common
4. Kenneth L. Thomas Montgomery, AL	USA	120,596 - 12.06% common

2(a)-2(c)

There are no shareholders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with the power to vote during the fiscal year ending 12/31/12.

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Alamerica BancCorp, Inc.
Fiscal Year Ending 12/31/11

Report Item 4: Insiders (1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)							
(1) Names & Addresses (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	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) List of names of other companies if 25% or more of voting securities are held.
Donald V. Watkins Birmingham, Alabama USA	Entrepreneur	Chairman of the Board of Directors	Alamerica Bank Chairman of the Board of Directors	President Owner Owner Owner Manager Owner Owner Manager Manager Manager Manager President Owner Member Member Member Member Member	47.31%	N/A	Donald V. Watkins, PC - 100% First Highland Group - 90% Second Highland Group - 100% Pencor Orange Corp. - 100% Pencor Masada Oxynol, LLC - 50% Vulcan Resources, Inc. - 100% W.S. Aviation, LLC - 100% (inactive) The Snell Group, LLC - 50% (inactive) Masada Resources Group - 50% Masada Oxynol - 50% Controlled Environmental Systems Corp - 50% Watkins Aviation, LLC 75% Masada Clean Earth Solutions Asia, LLC -50% Masada Clean Earth Solutions South Africa, LLC -50% Masada Resource Group International, LLC - 50% Masada Resource Grp Oxynol Solutions-Azores, LLC - 50% Gibraltar Entertainment International, LLC - 60% (inactive) GDA Energy International, LLC - 30%
Lawrence R. Tate Birmingham, Alabama USA	N/A	Director & President/CEO	Alamerica Bank Director President/CEO Alamerica Mortgage Corp. Chairman of the Board of Directors	N/A	17.65%	N/A	N/A
Clarissa B. Harms Birmingham, Alabama USA	Entrepreneur	Director	Alamerica Bank Director	N/A	18.09%	N/A	N/A
Kenneth L. Thomas Montgomery, Alabama USA	Attorney AL State University	Director	Alamerica Bank Director	N/A	12.06%	N/A	N/A
Chay C. Watkins Birmingham, Alabama USA	Medical Sales	Director	Alamerica Bank Director	N/A	0.01%	N/A	N/A
Mike C. Weaver Montgomery, Alabama USA	Consultant	Director	Alamerica Bank Director	President	0.01%	N/A	Mike Weaver & Associates - 100%
Matt Rockett Birmingham, Alabama	N/A	Director	Alamerica Bank Director Executive Vice President/CLO	Member Managing Member	0.01%	N/A	Chartwell Partners, LLC - 51% Saxon Investments, LLC - 100%

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Alamerica BancCorp, Inc.
Fiscal Year Ending 12/31/11

Report Item 4: Insiders							
(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)							
(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Names & Addresses (City, State, Country)	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries	Title & Position with Other Businesses	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Subsidiaries	List of names of other companies if 25% or more of voting securities are held.
Kent McGriff Birmingham, Alabama USA	N/A	Secretary/Treasurer	Alamerica Bank Senior VP/CFO Alamerica Mortgage Corp. Director CFO	N/A	None	N/A	N/A