

REUSED

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, Charlie Williams

Reporter's Name, Street, and Mailing Address

CertusHoldings, Inc

Name of the Holding Company Director and Official

Legal Title of Holding Company

Co-CEO

1170 Peachtree Street, NE Suite 2300

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.

Atlanta

GA

30309

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:

Janet Kahl

Business Unit CFO

Name

Title

704-973-3917

Area Code / Phone Number / Extension

Area Code / FAX Number

E-mail Address

JanetKahl@Certusbank.com

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

Signature of Holding Company Director and Official

Date of Signature

3/19/13

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

4228875

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.

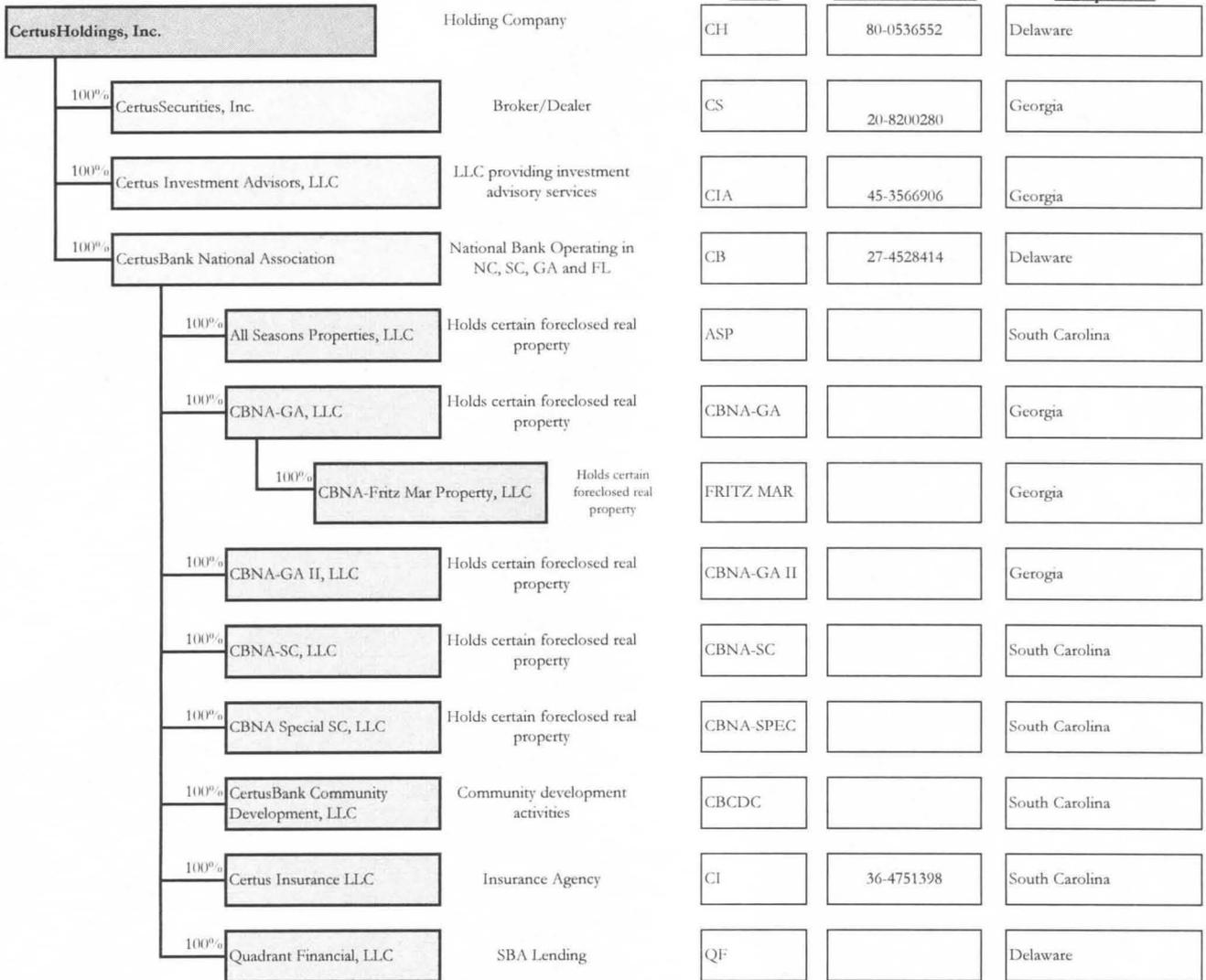
The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

OPM

Revised

CertusHoldings, Inc. - Organization Chart



Results: A list of branches for your depository institution: CERTUSBANK, NATIONAL ASSOCIATION (ID_RSSD: 4232881).
 This depository institution is held by BLUE RIDGE HOLDINGS, INC. (4228875) of ATLANTA, GA.
 The data are as of 12/31/2011. Data reflects information that was received and processed through 12/31/2012.

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
Change	3/8/2012	Full Service (Head Office)	4232881		EASLEY BRANCH	6602 CALHOUN MEMORIAL HIGHWAY	EASLEY	SC	29640	PICKENS	UNITED STATES	Not Required	Not Required	CERTUSBANK, NATIONAL ASSOCIATION	4232881	
Change	3/8/2012	Full Service	3668214		JACKSONVILLE-SAN PABLO BRANCH	13474 ATLANTIC BOULEVARD, SUITE 109	JACKSONVILLE	FL	32225	DUVAL	UNITED STATES	Not Required	Not Required	CERTUSBANK, NATIONAL ASSOCIATION	4232881	
Change	3/8/2012	Full Service	3716423		ATHENS BRANCH	1252 VIRGIL LANGFORD ROAD	BOGART	GA	30622	OCONEE	UNITED STATES	Not Required	Not Required	CERTUSBANK, NATIONAL ASSOCIATION	4232881	
		Full Service	3639915		BONAIRE BRANCH	135 HIGHWAY 96	BONAIRE	GA	31005	HOUSTON	UNITED STATES	Not Required	Not Required	CERTUSBANK, NATIONAL ASSOCIATION	4232881	
Change	3/8/2012	Full Service	3219643		BREMEN BRANCH	102 STONE BRIDGE BOULEVARD	BREMEN	GA	30110	HARALSON	UNITED STATES	Not Required	Not Required	CERTUSBANK, NATIONAL ASSOCIATION	4232881	
Change	3/8/2012	Full Service	32038		CYPRESS MILL-BRUNSWICK BRANCH	3420 CYPRESS MILL ROAD	BRUNSWICK	GA	31520	GLYNN	UNITED STATES	Not Required	Not Required	CERTUSBANK, NATIONAL ASSOCIATION	4232881	
Close	10/7/2011	Full Service	3295919		PERRY LANE OFFICE	2449 PERRY LANE ROAD	BRUNSWICK	GA	31525	GLYNN	UNITED STATES	Not Required	Not Required	CERTUSBANK, NATIONAL ASSOCIATION	4232881	
		Full Service	3050659		BYRON BRANCH	202 WEST WHITE ROAD	BYRON	GA	31008	PEACH	UNITED STATES	Not Required	Not Required	CERTUSBANK, NATIONAL ASSOCIATION	4232881	
Change	3/8/2012	Full Service (Head Office)	3219652		CARROLLTON BRANCH	100 TOM REEVE DRIVE	CARROLLTON	GA	30117	CARROLL	UNITED STATES	Not Required	Not Required	CERTUSBANK, NATIONAL ASSOCIATION	4232881	
		Full Service	3413106		COLUMBUS BRANCH	7320 VETERANS PARKWAY	COLUMBUS	GA	31909	MUSCOGEE	UNITED STATES	Not Required	Not Required	CERTUSBANK, NATIONAL ASSOCIATION	4232881	
Close		Full Service	3482942		COMMERCE BRANCH	573 SOUTH ELM STREET	COMMERCE	GA	30529	JACKSON	UNITED STATES	Not Required	Not Required	CERTUSBANK, NATIONAL ASSOCIATION	4232881	
		Full Service	3443448		CORNELIA BRANCH	920 LEVEL GROVE ROAD	CORNELIA	GA	30531	HABERSHAM	UNITED STATES	Not Required	Not Required	CERTUSBANK, NATIONAL ASSOCIATION	4232881	
		Full Service	3413067		DALTON BRANCH	1378 DUG GAP ROAD	DALTON	GA	30720	WHITFIELD	UNITED STATES	Not Required	Not Required	CERTUSBANK, NATIONAL ASSOCIATION	4232881	
Change	3/8/2012	Full Service	2559520		DARIEN BRANCH	1200 NORTH WAY	DARIEN	GA	31305	MCINTOSH	UNITED STATES	Not Required	Not Required	CERTUSBANK, NATIONAL ASSOCIATION	4232881	
		Full Service	4277529		FRANKLIN BRANCH	101 MAIN STREET	FRANKLIN	GA	30217	HEARD	UNITED STATES	Not Required	Not Required	CERTUSBANK, NATIONAL ASSOCIATION	4232881	
Change	3/8/2012	Full Service	3816088		LAKE OCONEE BRANCH	1011 PARK PLACE BOULEVARD	GREENSBORO	GA	30642	GREENE	UNITED STATES	Not Required	Not Required	CERTUSBANK, NATIONAL ASSOCIATION	4232881	
Change	3/8/2012	Full Service	3456505		HOMER-COMMERCE BRANCH	1989 HISTORIC HOMER HWY	COMMERCE	GA	30529	JACKSON	UNITED STATES	Not Required	Not Required	CERTUSBANK, NATIONAL ASSOCIATION	4232881	
		Full Service	3449619		JEFFERSON BRANCH	1465 OLD SWIMMING POOL ROAD	JEFFERSON	GA	30549	JACKSON	UNITED STATES	Not Required	Not Required	CERTUSBANK, NATIONAL ASSOCIATION	4232881	
		Full Service	2739872		LIZELLA BRANCH	8340 EISENHOWER PARKWAY	LIZELLA	GA	31052	BIBB	UNITED STATES	Not Required	Not Required	CERTUSBANK, NATIONAL ASSOCIATION	4232881	
Change	3/8/2012	Full Service (Head Office)	3635869		MACON-BASS ROAD BRANCH	1701 BASS ROAD	MACON	GA	31210	BIBB	UNITED STATES	Not Required	Not Required	CERTUSBANK, NATIONAL ASSOCIATION	4232881	
Change	3/8/2012	Full Service	4277565		MACON-FORSYTH BRANCH	4077 FORSYTH ROAD	MACON	GA	31210	BIBB	UNITED STATES	Not Required	Not Required	CERTUSBANK, NATIONAL ASSOCIATION	4232881	
Close	10/7/2011	Limited Service	3335383		MONROE STREET BRANCH	494 MONROE STREET	MACON	GA	31201	BIBB	UNITED STATES	Not Required	Not Required	CERTUSBANK, NATIONAL ASSOCIATION	4232881	
Close	10/7/2011	Full Service	3268931		MULBERRY STREET BRANCH	502 MULBERRY STREET	MACON	GA	31201	BIBB	UNITED STATES	Not Required	Not Required	CERTUSBANK, NATIONAL ASSOCIATION	4232881	
Add	10/7/2011	Full Service			WALNUT BRANCH	501 WALNUT STREET	MACON	GA	31201	BIBB	UNITED STATES	Not Required	Not Required	CERTUSBANK, NATIONAL ASSOCIATION	4232881	
		Full Service	3443505		RINCON BRANCH	557 SOUTH COLUMBIA AVENUE	RINCON	GA	31326	EFFINGHAM	UNITED STATES	Not Required	Not Required	CERTUSBANK, NATIONAL ASSOCIATION	4232881	
		Full Service	2704188		ROBERTA BRANCH	300 NORTH DUGGER AVENUE	ROBERTA	GA	31078	CRAWFORD	UNITED STATES	Not Required	Not Required	CERTUSBANK, NATIONAL ASSOCIATION	4232881	
						7393 HODGSON MEMORIAL DRIVE SUITE 100	SAVANNAH	GA	31406	CHATHAM	UNITED STATES	Not Required	Not Required	CERTUSBANK, NATIONAL ASSOCIATION	4232881	
Change	3/8/2012	Full Service	3557907		SAVANNAH BRANCH	100	SAVANNAH	GA	31406	CHATHAM	UNITED STATES	Not Required	Not Required	CERTUSBANK, NATIONAL ASSOCIATION	4232881	
		Full Service	3729348		VALDOSTA BRANCH	460 NORMAN DRIVE	VALDOSTA	GA	31601	LOWNDES	UNITED STATES	Not Required	Not Required	CERTUSBANK, NATIONAL ASSOCIATION	4232881	
Close		Full Service	3482960		VILLA RICA BRANCH	941 SOUTH CARROLL ROAD, SUITE A	VILLA RICA	GA	30180	CARROLL	UNITED STATES	Not Required	Not Required	CERTUSBANK, NATIONAL ASSOCIATION	4232881	
Change	3/8/2012	Full Service	3351628		SOUTH HOUSTON LAKE BRANCH	464 SOUTH HOUSTON LAKE ROAD	WARNER ROBINS	GA	31088	HOUSTON	UNITED STATES	Not Required	Not Required	CERTUSBANK, NATIONAL ASSOCIATION	4232881	
		Full Service	3634086		ANDERSON BRANCH	1510 NORTH MAIN STREET	ANDERSON	SC	29621	ANDERSON	UNITED STATES	Not Required	Not Required	CERTUSBANK, NATIONAL ASSOCIATION	4232881	
		Full Service	3721409		GREENVILLE BRANCH	3721 LAURENS ROAD	GREENVILLE	SC	29607	GREENVILLE	UNITED STATES	Not Required	Not Required	CERTUSBANK, NATIONAL ASSOCIATION	4232881	
		Full Service	3634095		GREER BRANCH	530 WEST WADE HAMPTON BOULEVARD	GREER	SC	29650	GREENVILLE	UNITED STATES	Not Required	Not Required	CERTUSBANK, NATIONAL ASSOCIATION	4232881	
		Full Service	3634077		MAULDIN BRANCH	787 EAST BUTLER ROAD	MAULDIN	SC	29662	GREENVILLE	UNITED STATES	Not Required	Not Required	CERTUSBANK, NATIONAL ASSOCIATION	4232881	
		Full Service	3634068		SPARTANBURG BRANCH	531 EAST MAIN STREET	SPARTANBURG	SC	29302	SPARTANBURG	UNITED STATES	Not Required	Not Required	CERTUSBANK, NATIONAL ASSOCIATION	4232881	
		Full Service			GREENVILLE AUGUSTA ROAD BRANCH	1111 AUGUSTA STREET	GREENVILLE	SC	29605	GREENVILLE	UNITED STATES	Not Required	Not Required	CERTUSBANK, NATIONAL ASSOCIATION	4232881	Add in April 2013
Add	8/29/2012	Full Service			CHARLOTTE SHARON ROAD BRANCH	4519 SHARON ROAD	CHARLOTTE	NC	28211	MECKLENBURG	UNITED STATES	Not Required	Not Required	CERTUSBANK, NATIONAL ASSOCIATION	4232881	
Add	11/16/2012	Full Service			BRASELTON BRANCH	6700 HWY 55	BRASELTON	GA	30517	CALCUTTA	UNITED STATES	Not Required	Not Required	CERTUSBANK, NATIONAL ASSOCIATION	4232881	Close 3/23/13
Add	11/16/2012	Full Service			HOSCHTON BRANCH	55 FREEDOM PKWY SUIT 101	HOSCHTON	GA	30548	JACKSON	UNITED STATES	Not Required	Not Required	CERTUSBANK, NATIONAL ASSOCIATION	4232881	Close 3/23/13

Revised

Form FR Y-6
CertusHoldings, 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 12-31-2012			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 12-31-2012		
(1)(a) Name, City, State, County	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name, City, State, County	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
King Street New York, NY 10022	USA	541,327 - 9.05% Class A 827,992 - 15.23% Class B	None		
Paulson New York, NY 10286	USA	541,327 - 9.05% Class A 827,992 - 15.23% Class B			
Tricadia New York, NY 10017	USA	541,327 - 9.05% Class A 827,992 - 15.23% Class B			
Blue Mountain New York, NY 10017	USA	541,327 - 9.05% Class A 827,992 - 15.23% Class B			

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CertusHoldings, Inc.
 Fiscal Year Ending December 31, 2012

Report Item 4: Insiders

Name, City, State, Country	Principal Occupation If other than with Bank Holding Co	Title & Position with Bank Holding Co	Title & Position with Other Subs	Title & Position with other Businesses	Percentage of Voting Shares in Bank Holding Co	Percentage of Voting Shares in Subs	List Names of other Companies if 25% or more of voting shares are held
Milton Jones Atlanta, GA	N/A	Executive Chairman		N/A	2.0% ¹	N/A	
Walter Davis Charlotte, NC	N/A	Co-CEO		N/A	2.0% ²	N/A	Integrated Capital Strategies, LLC (32%)
Charles Williams Charlotte, NC	N/A	Co-CEO		N/A	2.0% ³	N/A	Integrated Capital Strategies, LLC (32%)
Angela Webb Charlotte, NC	N/A	President		N/A	1.4% ⁴	N/A	
German Soto Greenville, SC	N/A	Chief Financial Officer		N/A	0.3% ⁵	N/A	
J. Veronica Biggins Atlanta, GA	Managing Director Hodge Partners Atlanta, GA	Director		Managing Director Hodge Partners Atlanta, GA	0% ⁶	N/A	
Robert J. Brown High Point, NC	Chairman & CEO B&C Associates, Inc. High Point, NC	Director		Chairman & CEO B&C Associates, Inc. High Point, NC	0% ⁷	N/A	
Douglas W. Johnson Atlanta, GA	Retired Audit Partner Ernst & Young	Director		Retired Audit Partner Ernst & Young	0% ⁸	N/A	
Hildy J. Teegan Columbia, SC	Dean, Moore School of Business Univ. of S. Carolina Columbia, SC	Director		Dean of Moore School of Business Univ. of South Carolina Columbia, SC	0% ⁹	N/A	
Robert L. Wright Columbus, GA	Chairman & CEO FE Holdings, Inc. Columbus, GA	Director		Chairman & CEO FE Holdings, Inc. Columbus, GA	0% ¹⁰	N/A	Workers Compensation Technology (40%) SE Holdings (100%)

¹ The percentage shown as owned by Mr. Jones includes (i) 7,518 shares held directly by Mr. Jones, and (ii) 118,135 shares held by Mr. Jones pursuant to restricted stock awards that are subject to forfeiture unless certain vesting requirements are met.

² The percentage shown as owned by Mr. Davis includes (i) 2,176 shares held directly by Mr. Davis, and (ii) 118,135 shares held by Mr. Davis pursuant to restricted stock awards that are subject to forfeiture unless certain vesting requirements are met.

³ The percentage shown as owned by Mr. Williams includes (i) 2,176 shares held directly by Mr. Williams, and (ii) 118,135 shares held by Mr. Williams pursuant to restricted stock awards that are subject to forfeiture unless certain vesting requirements are met.

⁴ The percentage shown as owned by Ms. Webb includes (i) 2,176 shares held directly by Ms. Webb, and (ii) 80,631 shares held by Ms. Webb pursuant to restricted stock awards that are subject to forfeiture unless certain vesting requirements are met.

⁵ The percentage shown as owned by Mr. Soto includes 16,200 shares held by Mr. Soto pursuant to restricted stock awards that are subject to forfeiture unless certain vesting requirements are met.

⁶ The percentage shown as owned by Ms. Biggins includes 1,088 shares held directly by Ms. Biggins.

⁷ The percentage shown as owned by Mr. Brown includes 50 shares held directly by Mr. Brown.

⁸ The percentage shown as owned by Mr. Johnson includes 2,176 shares held directly by Mr. Johnson.

⁹ The percentage shown as owned by Ms. Teegen includes 50 shares held directly by Ms. Teegen.

¹⁰ The percentage shown as owned by Dr. Wright includes 2,176 shares held directly by Dr. Wright.