

COPY

Board of Governors of the Federal Reserve System

MAR 31 2014



Annual Report of Holding Companies—FRB RICHMOND

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, James A. Beck

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

TrustAtlantic Financial Corporation

Legal Title of Holding Company

4801 Glenwood Avenue, Suite 500

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

Raleigh

NC

27609

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:

Ryan Hutchins

VP & Corporate Controller

Name

Title

919-277-8713

Area Code / Phone Number / Extension

919-277-8789

Area Code / FAX Number

rhutchins@trustatlantic.com

E-mail Address

www.trustatlantic.com

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

Signature of Holding Company Director and Official

March 25, 2014

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 3481673

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

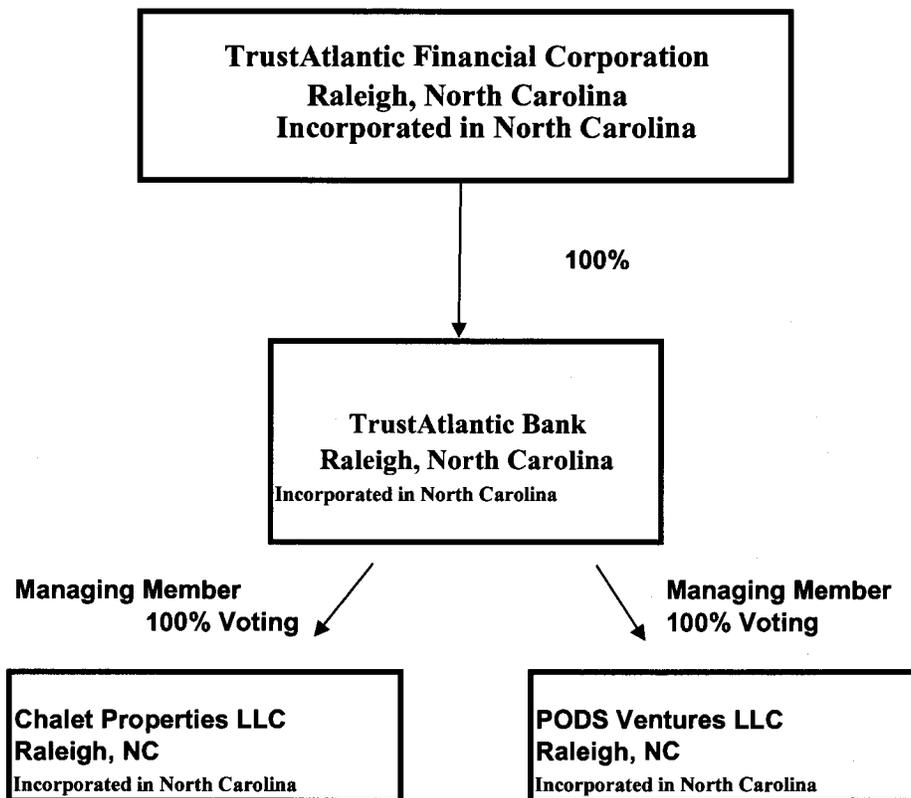
Form FR Y-6

**TrustAtlantic Financial Corporation
Raleigh, North Carolina
Fiscal Year Ending December 31, 2013**

Report Item

1: The bank holding company prepares an annual proxy and audited financial statements are made available to shareholders. The audited financial statements are still being reviewed and we will send 2 copies to the Federal Reserve Bank as soon as practicable.

2: Organizational Chart



Results: A list of branches for your depository institution: TRUSTATLANTIC BANK (ID_RSSD: 2913551).
 This depository institution is held by TRUSTATLANTIC FINANCIAL CORPORATION (3481673) of RALEIGH, NC.
 The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

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 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)	2913551	TRUSTATLANTIC BANK	4801 GLENWOOD AVE SUITE 500	RALEIGH	NC	27612	WAKE	UNITED STATES	75635	0	TRUSTATLANTIC BANK	2913551	
OK		Full Service	4151955	CARY PARKWAY BRANCH	3685 S.W. CARY PARKWAY	CARY	NC	27513	WAKE	UNITED STATES	493454	5	TRUSTATLANTIC BANK	2913551	
Ok		Full Service	3682180	GREENVILLE MAIN BRANCH	1310 WEST ARLINGTON BOULEVARD	GREENVILLE	NC	27834	PITT	UNITED STATES	470790	3	TRUSTATLANTIC BANK	2913551	
Ok		Full Service	3719705	FALLS RIVER BRANCH	1151 FALLS RIVER AVENUE	RALEIGH	NC	27614	WAKE	UNITED STATES	Not Required	Not Required	TRUSTATLANTIC BANK	2913551	
Ok		Full Service	3937796	NORTH RIDGE BRANCH	6511 FALLS OF NEUSE ROAD	RALEIGH	NC	27615	WAKE	UNITED STATES	473867	4	TRUSTATLANTIC BANK	2913551	

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TrustAtlantic Financial Corporation

Fiscal Year Ending December 31, 2013

Report Item 3 : Securities holders

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-13			Shareholders 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 12/31/2013		
(1)(a) Name & Address (City,State,Country)	(1)(b) Country of Citizenship or Incorporation	(1) c Number and Percentage of Each Class of Voting Securities	(2)(a) Name & Address (City,State,Country)	(2)(b) Country of Citizenship or Incorporation	(2) c Number and Percentage of Each Class of Voting Securities
Steve Stroud Raleigh, NC USA	USA	183,000 - 3.87% Common Stock 20,000 - .42% Options on Common Stock 75,000 - 1.56% Warrants on Common Stock			
North American Bank Fund London, UK	United Kingdom	400,000 - 8.46% Common Stock 150,000 - 3.08% Warrants on Common Stock			
Resource Financial Institution Group, Inc. New York, NY	USA	468,000 - 9.90% Common Stock			
Financial Stocks Capital Partners IV LP Cincinnati, OH	USA	425,000 - 8.99% Common Stock			

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TrustAtlantic Financial Corporation
Fiscal Year Ending December 31, 2013

Report Item 4: Insiders

(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 (include names of subsidiaries)	3 c Title & Position with Other Businesses (include names of other businesses)	4 'a Percentage of Voting Shares in Bank Holding Company	4 b Percentage of Voting Shares in Subsidiaries (includes 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)
James A. Beck Raleigh, NC USA	N/A	Director, CEO & President TrustAtlantic Financial Corporation	Director, TrustAtlantic Bank President & CEO, TrustAtlantic Bank	N/A	1.13%	N/A - None	N/A - None
Sepi Asefnia Raleigh, NC USA	Civil Engineer SEPI Engineering	Director, TrustAtlantic Financial Corporation	Director, TrustAtlantic Bank	President & Owner SEPI Engineering Manager	0.36%	N/A - None N/A - None	SEPI Engineering & Construction - 99% MATA Development Group, LLC - 100% Red Rock LLC - 59%
Shahn Chhabra 1908 Ridge Rd Raleigh NC 27607	Hotel Management CMC Corporation & Chhabra Construction Corporation	Director, TrustAtlantic Financial Corporation	Director, TrustAtlantic Bank	Owner & Principal CMC Corporation & Chhabra Construction Corporation	3.49%	N/A - None	Chhabra Construction Corporation - 100% CMC Corporation - 33% GSS Raleigh LLC - 25% JSS Wilmington LLC - 33% HHBrady LLC - 33% HIAustin LLC - 25% BRKarson LLC - 25% Chhabra Properties 18 LLC - 33% Mt. Moriah Construction Development LLC - 33% Chhabra Properties 19 LLC - 33% Chhabra Properties 20 LLC - 33% 305 Eastwood LLC - 33% TFS Management - 100%
Robert J. Greczyn, Jr. CEO Emeritus, BCBS of NC Cary, NC USA		Director, TrustAtlantic Financial Corporation	Director, TrustAtlantic Bank	CEO Emeritus, BCBS of NC Interim CEO, LipoScience	1.74%	N/A - None	RJG Restaurant Group LLC - 89% Emerald 1, LLC - 100% Capital Food Group, LLC - 46%
Ron Francis Raleigh, NC USA	Professional Sports Executive Carolina Hurricanes Hockey Team	Director, TrustAtlantic Financial Corporation	Director, TrustAtlantic Bank	Vice President Hockey Operations Carolina Hurricanes Hockey Team	0.63%	N/A - None	Michael F. Flinn, TTEE, Ronald M. Francis 2017 GRAT DTD 11/29/2002 - 100% Michael F. Flinn, TTEE, Ronald M. Francis 2017 GRAT DTD 11/03/2008 - 100% Playmakers Management, LLC - 100% Playmakers Management, LP - 100% Double F Partners - 40%
Horace Johnson Raleigh, NC USA	Retired CPA	Director, TrustAtlantic Financial Corporation	Director, TrustAtlantic Bank	Retired CPA	0.68%	N/A - None	
Scott McCallum Northfield, IL USA	Bank Consultant Cendrowski Corporate Advisors	Director, TrustAtlantic Financial Corporation	Director, TrustAtlantic Bank	Senior Manager Cendrowski Corporate Advisors	0.00%	N/A - None	

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TrustAtlantic Financial Corporation
Fiscal Year Ending December 31, 2013

Report Item 4: Insiders

(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 (include names of subsidiaries)	3 c Title & Position with Other Businesses (include names of other businesses)	4 'a' Percentage of Voting Shares in Bank 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)
Sanjay Mundra Cary, NC USA	Real Estate Company Soleil Group	Director, TrustAtlantic Financial Corporation	Director, TrustAtlantic Bank	Founder & Principal Soleil Group	5.01%	N/A - None	96 Partners of Lexington LLC - 50% DWPS Investments LLC - 33.3% DWPS II Investments LLC - 33.3% Europa Partners LLC - 31.25% First American Hotels LLC - 100% Geo-Tree Investments LLC - 33.3% Geo-Tree Office Development LLC - 33.3% MBV Management LLC - 50% Mundra Hotels of Henderson Inc. - 51% Mundra Hotels of Raleigh, LLC - 33.3% New Bern Riverfront Development LLC - 30% Soleil-Group, Inc. - 50% Trent-Neuse Hotels LLC - 30% Welcome Real Estate Company - 50% Woodlawn Group LLC - 33.3%
Steve Stroud Raleigh, NC USA	Commercial Real Estate NAI Carolantic Realty	Chairman, TrustAtlantic Financial Corporation	Chairman, TrustAtlantic Bank	Chairman NAI Carolantic Realty	3.87%	N/A - None	Stenda Aero Inc. - 100% Carolantic Realty Inc. - 100% Triassic LLC - 64% Drybridge Associates - 33.3% Arbor Properties - 25% Neuseoco LLC - 100% Bogue Sound Chopper, LLC - 50% Deep River AP LLC - 100% Carteret Dirt Co. - 50% Stroud Legacy Holdings LLC - 95%
Eddie Youngblood Raleigh, NC USA	Industrial Engineer National Power Corporation	Director, TrustAtlantic Financial Corporation	Director, TrustAtlantic Bank	Owner and President National Power Corporation	0.70%	N/A - None	National Power Corporation - 100% Air Free LLC - 50% 5100 Departure LLC - 50% Granville Investment Farms LLC - 50%
John Anthony Raleigh, NC USA	N/A	EVP & Chief Administrative Officer, TrustAtlantic Financial Corporation	EVP & Chief Administrative Officer, TrustAtlantic Bank	N/A	0.24%	N/A - None	N/A - None
Timothy Day Holly Springs, NC USA	N/A	EVP & Chief Credit Officer, TrustAtlantic Financial Corporation	EVP & Chief Credit Officer, TrustAtlantic Bank	N/A	0.15%	N/A - None	N/A - None
Richard Edwards Raleigh, NC USA	N/A	EVP & CFO, TrustAtlantic Financial Corporation	EVP & CFO, TrustAtlantic Bank	N/A	0.22%	N/A - None	N/A - None
Randy Powell Cary, NC USA	N/A	EVP & Chief Banking Officer, TrustAtlantic Financial Corporation	EVP & Chief Banking Officer, TrustAtlantic Bank	N/A	0.27%	N/A - None	N/A - None