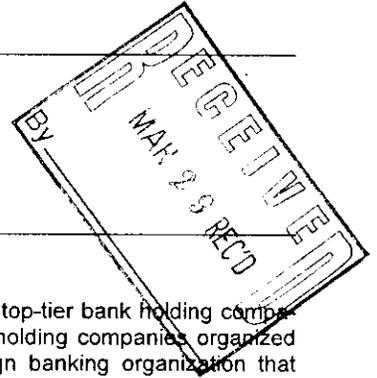


Board of Governors of the Federal Reserve System



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):

12-31-2012

Month / Day / Year

I, DERRELL GADDIS
Name of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

TRI-STATES BANKSHARES, INC

Legal Title of Holding Company

PRESIDENT
Title of the Holding Company Director and Official

P.O. BOX 9

(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.

TRENTON

City

GA

State

30752

Zip Code

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.

12634 N. MAIN ST, TRENTON, GA 30752

Physical location (if different from mailing address)

Derrell Gaddis
Signature of Holding Company Director and Official

Person to whom questions about this report should be directed:

JOAN HIXON

Name

AVP (BANK OF DADE)

Title

March 25, 2013
Date of Signature

706 657-6842 EXT 214

Area Code / Phone Number / Extension

705 657-2265

Area Code / FAX Number

jhixon@bankofdade.com

E-mail Address

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

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 1082898
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

Revised

ATTCHMENT TO FR Y-6

REPORT ITEM 2

TRI-STATES BANKSHARES, INC.

TRI-STATES BANKSHARES, INC.
TRENTON, GEORGIA
(State of incorporation: GEORGIA)

100%

BANK OF DADE
TRENTON, GEORGIA
(State of incorporation: GEORGIA)

Results: A list of branches for your depository institution: BANK OF DADE (ID_RSSD: 441630).
 This depository institution is held by TRI-STATES BANKSHARES, INC. (1082898) of TRENTON, GA.
 The data are as of 12/31/2012. Data reflects information that was received and processed through 02/24/2013.

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)	441630	BANK OF DADE	12634 NORTH MAIN STREET	TRENTON	GA	30752	DADE	UNITED STATES	11518		0 BANK OF DADE	441630	
OK		Limited Service	4445467	MAIN DRIVE-IN FACILITY	12660 NORTH MAIN STREET	TRENTON	GA	30752	DADE	UNITED STATES	Not Required	Not Required	BANK OF DADE	441630	
OK		Limited Service	3730317	TRENTON BRANCH	4995 HWY 136	TRENTON	GA	30752	DADE	UNITED STATES	242085		2 BANK OF DADE	441630	

TRI-STATE BANKSHARES, INC
 DECEMBER 31, 2012
 Form FR Y-6
 Shareholder
 Report Item 3 (1)

STOCKHOLDER ADDRESS	CITIZENSHIP	STOCK CLASS	STOCK OWNERSHIP # SHARES	%
Frank R.Crownover Trenton, GA	United States	Class B	3,889.686	18.847%
W.Clarence Durham Trenton, GA	United States	Class B	3,889.686	18.847%
Derrell W. Gaddis Trenton,GA	United States	Class B	3,889.686	18.847%
Charles D. Gross Trenton, GA	United States	Class B	3,889.686	18.847%
Jay T. Jones Trenton, GA	United States	Class B	3,889.686	18.847%
John E. Beck Fort Payne, AL	United States	Class B	1,190.000	5.765%

TRI-STATE BANKSHARES, INC
 DECEMBER 31, 2012
 Form FR Y-6
 Shareholder
 Report Item 3 (1)

STOCKHOLDER ADDRESS	CITIZENSHIP	STOCK CLASS	STOCK OWNERSHIP # SHARES	%
Frank R.Crownover Trenton, GA	United States	Class B	3,889.686	18.847%
W.Clarence Durham Trenton, GA	United States	Class B	3,889.686	18.847%
Derrell W. Gaddis Trenton,GA	United States	Class B	3,889.686	18.847%
Charles D. Gross Trenton, GA	United States	Class B	3,889.686	18.847%
Jay T. Jones Trenton, GA	United States	Class B	3,889.686	18.847%
John E. Beck Fort Payne, AL	United States	Class B	1,190.000	5.765%

Revised

TRI-STATE BANKSHARES, INC
DECEMBER 31, 2013
Form FR Y-6
Shareholders
Report Item 3 (2)

STOCKHOLDER ADDRESS	CITIZENSHIP	STOCK CLASS	STOCK OWNERSHIP # SHARES	%
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N/A

TRI-STATE BANKSHARES, INC
 December 31, 2012
 Form FR Y-6
 Report Item 4
 Directors and Officers

NAME/ADDRESS	TITLE/POSITION WITH BHC OR SUBSIDIARIES	OCCUPATION	STOCK CLASS	SHARES	%	OTHER BUSINESS
Frank Crownover Trenton, GA, US	Secretary/Director, Tri-State Bankshares, Inc Secretary/Director, Bank of Dade	Retired	Class B	3889.686	18.847%	None
W. Clarence Durham Trenton, GA, US	Director, Tri-State Bankshares, Inc Vice Chairman/Director, Bank of Dade	Retired	Class B	3889.686	18.847%	None
Derrell Gaddis Trenton, GA, US	President/Director, Tri-State Bankshares, Inc Director, Bank of Dade	Retired	Class B	3889.686	18.847%	None
Charles D. Gross Trenton, GA, US	Director, Tri-State Bankshares, Inc Chairman/Director, Bank of Dade	Self-employed	Class B	3889.686	18.847%	Gross Furniture, Center, 50%
Jay T. Jones Trenton, GA, US	Director, Tri-State Bankshares, Inc Director, Bank of Dade	Senior Vice Pres. Bank of Dade	Class B	3889.686	18.847%	None
John E Beck Fort Payne, AL	Director, Tri-States Bankshares, Inc Director, Bank of Dade	Self-employed	Class B	1190.000	5.765%	None

TRI-STATE BANKSHARES, INC OWNS 100% OF ITS SUBSIDIARY, BANK OF DADE