

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, Ted Williams

Reporter's Name, Street, and Mailing Address

TriStar Bancshares, Inc.

Name of the Holding Company Director and Official

President and CEO

Legal Title of Holding Company

719 E. College St.

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.

Dickson TN 37055

City State 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.

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Sharon Ferrell

EVP

Name

Title

615-326-0540

Area Code / Phone Number / Extension

615-326-0525

Area Code / FAX Number

sharon.ferrell@tristarbank.com

E-mail Address

www.tristarbank.com

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

Ted H. Williams, President & CEO

Signature of Holding Company Director and Official

02/03/2014

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 3442795 3442795
 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

For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

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Revised

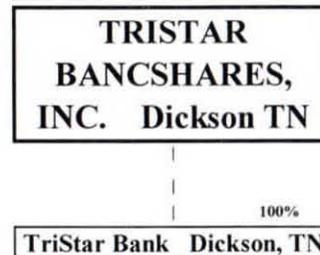
Form FR Y-6

TRISTAR BANCSHARES, INC.
719 EAST COLLEGE STREET
DICKSON, TENNESSEE 37055
RSSD# 3442795
Fiscal Year Ending December 31, 2013

REPORT ITEM

1: The bank holding company prepares an annual report for its shareholders.

2: Organizational chart -



* Both are incorporated in the State of Tenn.

Results: A list of branches for your holding company: TRISTAR BANCSHARES, INC. (3442795) of DICKSON, TN.
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)	2871099	TRISTAR BANK	719 EAST COLLEGE STREET	DICKSON	TN	37055	DICKSON	UNITED STATES	80012		TRISTAR BANK		2871099
ok		Full Service	3907061	CHARLOTTE BRANCH	3416 HIGHWAY 48 NORTH	CHARLOTTE	TN	37036	DICKSON	UNITED STATES	485227		3 TRISTAR BANK		2871099
ok		Full Service	2929785	COLUMBIA BRANCH	1909 SHADY BROOK STREET	COLUMBIA	TN	38401	MAURY	UNITED STATES	Not Required	Not Required	TRISTAR BANK		2871099
ok		Full Service	2110305	DICKSON BRANCH	143 HENSLEE DRIVE	DICKSON	TN	37055	DICKSON	UNITED STATES	259345		2 TRISTAR BANK		2871099
ok		Full Service	3453072	POMONA BRANCH	1901 HIGHWAY 46 SOUTH	DICKSON	TN	37055	DICKSON	UNITED STATES	527045		4 TRISTAR BANK		2871099
ok		Full Service	3294350	SPRING HILL BRANCH	4930 MAIN STREET	SPRING HILL	TN	37174	WILLIAMSON	UNITED STATES	Not Required	Not Required	TRISTAR BANK		2871099

Form FRY-6 TriStar Bancshares, Inc December 31, 2013

Report item 3: Shareholders

(1) (a) (b) (c) and (2) (a) (b) (c)

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/2013			Shareholders not listed in 3 (1) (a) through 3 (1) (c.) that had ownership 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 & Percentage of class if voting Securities	(2) (a) Name & Address City, State, Country	(2)(b) Country of Citizenship or incorporation	(2) (c.) Number & Percentage of class if voting Securities
Stuart Speyer Nashville TN	USA	128,500-14.07 % Common Stock	N/A	N/A	N/A
Ted Williams Dickson, TN	USA	87638-9.60% Common Stock			
Jerry Smith Dickson, TN	USA	56,231-6.16% Common Stock			
Linda Hayes Dickson, TN	USA	52,300- 5.73% Common Stock			
Melissa Street Dickson, TN	USA	44,930-4.92% Common Stock			

Revised

Form FRY-6
 TriStar Bancshares, Inc
 31-Dec-13

Report Item 4: Insiders
 (1), (2), (3) (a) (b) ©, and (4) (a) (b) ©

Names & Address	1 Principal Occupation (other than Bank Holding Company)	2 Title & Position with Bank Holding Company	3a Title & Position with Subsidiaries (include name of subsidiaries)	3b Title & Position Other Business (include name of other business)	3c	4a Percentage of Voting Shares in Bank Holding Company	4b Percentage of Voting Shares in Subsidiaries (include names of Subsidiaries)	4c 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)
Ted Williams Dickson, TN	N/A	Director President and CEO	Director & President & CEO (TriStar Bank)	N/A		9.60%	N/A	N/A
Melissa Street Dickson, TN	N/A	Director Executive Vice President	Director & Executive VP (TriStar Bank)	N/A		4.92%	N/A	N/A
Sharon Ferrell Cumb. Fce., TN	N/A	Executive Vice President	Executive Vice President (TriStar Bank)	N/A		1.06%	N/A	N/A
Stuart Speyer Nashville, TN	Manufacturing Company Tennsco	Director	Director (TriStar Bank)	See Attached		14.07%	N/A	N/A
Jerry Smith Dickson, TN	Attorney at Law	Director Chairman (non-employee)	Director (TriStar Bank)	Jerry Smith Attorney at Law Owner		6.16%	N/A	100%
Linda P Hayes	Retired Teacher	Director	Director (TriStar Bank)			5.73%	N/A	N/A
D. Wilson Overton	CPA	Director	Director (TriStar Bank)	D Wilson Overton CPA-owner Donegan and Overton-GP		2.29%	N/A	100% 50%
Kevin Smith Dickson, Tn	Benefits Consultant	Director	Director (TriStar Bank)	See attached list		0.82%		N/A
Brian Ragan	Attorney at Law	Director	Director (TriStar Bank)	See attached list		0.75%	N/A	N/A

Kevin Smith

Benefits Inc	President	50%
Morrison, Fuson, Smith, White, Benefits Inc	President	25%
Innovative Benefits Group LLC	Member	25%
Ivy Insurance Inc	President	37.50%
WOW Properties	Partner	50%
Morgan Properties	Partner	50%
Weiss, Smith and White GP	Partner	33.30%

Brian Ragan

Reynolds, Potter, Ragan & Vandivort	Member	33.33%
RPRV Real Estate Partnership	GP	25.00%
Ragan Brothers, a Tennessee GP	GP	33.33%
Merchants of East Hills, a Tennessee GP	GP	30.00%

Stuart Speyer

Tennsco Corp	President	28.30%
Direct Line	Director	25.00%
Tennessee Brew Holdings, LLC	Director	25.00%