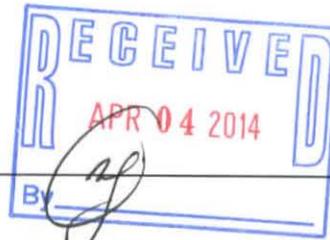


Board of Governors of the Federal Reserve System



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, 2013

Month / Day / Year

I, Wayne L. Sirmons

Reporter's Name, Street, and Mailing Address

Bainbridge Bancshares, Inc.

Name of the Holding Company Director and Official

Legal Title of Holding Company

President

819 E. Shotwell St./PO Box 10

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.

Bainbridge GA 39818
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:

Donna H. Kelley CFO
Name Title

229-246-3131

Area Code / Phone Number / Extension

229-246-7474

Area Code / FAX Number

dkelley@fnbdc.com

E-mail Address

Wayne L. Sirmons

Signature of Holding Company Director and Official

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

03/31/2014

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

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 Federal Reserve Bank Use Only

RSSD ID 3232361
 C.I. _____

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)

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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City State Zip Code

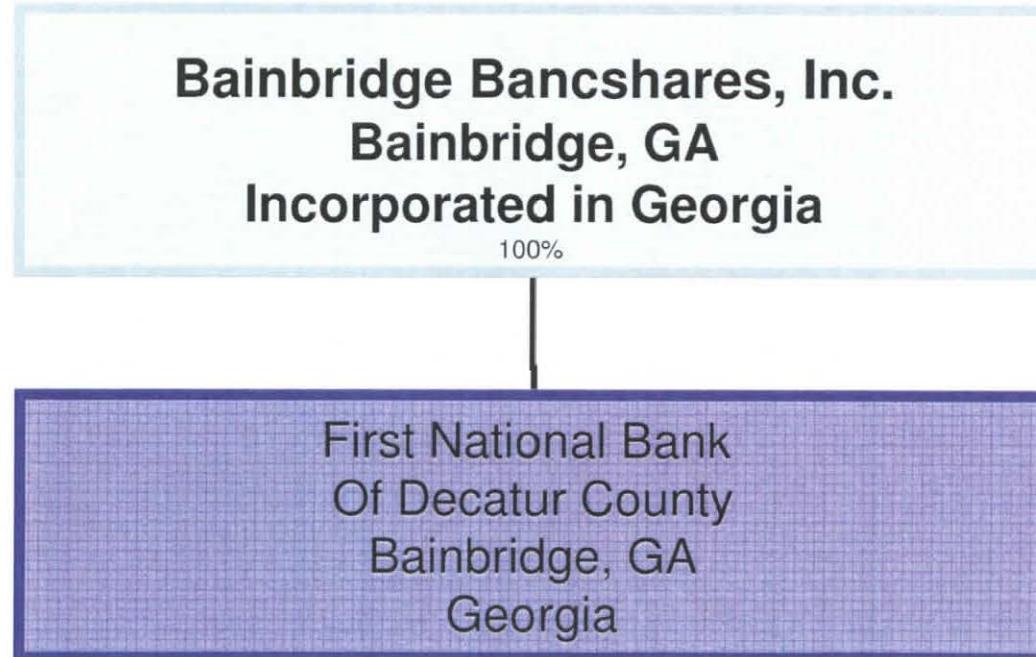
Physical location (if different from mailing address)

Form FR Y-6

Bainbridge Bancshares, Inc.
Bainbridge, Georgia
Fiscal Year Ending December 31, 2013

Report Item 2a

1. The bank holding company prepares an annual report for its shareholders.
Will be sent under separate cover once prepared.
2. Organizational Chart



Form FR Y-6 Report
Fiscal Year Ending December 31, 2013
Bainbridge Bancshares, Inc.

Report Item 2b: Submitted via email on 3/24/2014

Revised

Results: A list of branches for your holding company: BAINBRIDGE BANCSHARES, INC. (3232370) of BAINBRIDGE, GA.
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)	3232370	FIRST NATIONAL BANK OF DECATUR COUNTY	819 EAST SHOTWELL STREET	BAINBRIDGE	GA	39819	DECATUR	UNITED STATES	419971	0	FIRST NATIONAL BANK OF DECATUR COUNTY	3232370	

Form FR Y-6
Bainbridge Bancshares, Inc.
Fiscal Year Ending December 31, 2013

Report Item 3: Shareholders

Part 1

Roy Adams, Bainbridge, GA. .
United States of America
39,771 Shares
5.888%

Ronnie Cox, Bainbridge, GA.
United States of America
66,574 Shares
9.856%

E. Dewey Robinson, Bainbridge, GA
United States of America
58,833 Shares
8.710%

Winston Brock, Bainbridge, GA.
United States of America
48,800 Shares
7.225%

Part 2

None

Revised

Form FR Y-6
 Bainbridge Bancshares, Inc.
 Fiscal Year Ending December 31, 2013

Report Item 4: Insiders

Name & Address	Principal Occupation if other than with Bank Holding Co.	Title & Position with Bank Holding Company	Title & Position with Subsidiaries	Title & Position with other Businesses	Percentage of Voting shares in Bank Holding Co.	Percentage of Voting shares in Subsidiaries	List names of other companies if 25% or more of voting securities are held.
Charles Whittaker Bainbridge, GA	CPA Dowdy & Whittaker	Director, Chairman & Treasurer	Director & Chairman of First National Bank of Decatur County	Partner - Dowdy & Whittaker, CPA Chairman - Southern Fidelity Holding, LLC Chairman - Southern Fidelity Managing Agency, LLC. Chairman - SFPC Holding, LLC Chairman - Southern Fidelity Risk Managers, LLC Chairman- Southwind Pest & Termite, LLC	1.4777%	None	Dowdy & Whittaker CPA - 50% ATS Partners, LLC - 50% S&W Land Holdings 50%
Tracy Dixon Bainbridge, GA	N/A	Director	Director		<1%	None	N/A
Roger Mills Colquitt, GA	Orthodontist	Director & Secretary	Director of First National Bank of Decatur County	President Roger L. Mills DMD President Moultrie Orthodontics	1.728%	None	Roger L. Mills, DMD - 100% Moultrie Orthodontics - 50%

Name & Address	Principal Occupation if other than with Bank Holding Co.	Title & Position with Bank Holding Company	Title & Position with Subsidiaries	Title & Position with other Businesses	Percentage of Voting shares in Bank Holding Co.	Percentage of Voting shares in Subsidiaries	List names of other companies if 25% or more of voting securities are held.
Ralph Smith Bainbridge, GA	Chief Magistrate Judge	Director	Director of First National Bank of Decatur County	Magistrate Judge Decatur County, GA	<1%	None	N/A
Timmy Hiers Bainbridge, GA	Ag Pro Dealer	Director	Director of First National Bank of Decatur County	Co-Owner Ag-Pro, LLC, Vice-President Ag-Pro Real Estate Investment LLC, Owner Sapp&Hiers Farms.	<1%	None	Sapp & Hiers Farms 50% Ag-Pro Real Estate Investment LLC 30%
Joe Livingston Bainbridge, GA	Timber Management	Director	N/A	Owner Livingston Resource Management, Cyrene Turpentine Co	<1%	None	Livingston Resource Management 88%
Jack H. Mills Donalsonville, GA	Pharmacist	Director	N/A	Owner / Pharmacist Roberts Pharmacy	1.48%	None	Roberts Pharmacy 100%, Donalsonville Tri-State Home Medical 100%
Donald Barber Bainbridge, GA	Manager Fertilizer Plant	Director	Director of First National Bank of Decatur County	President Barber Fertilizer Co.	1.58%	None	R & D Farms 50%

Name & Address	Principal Occupation if other than with Bank Holding Co.	Title & Position with Bank Holding Company	Title & Position with Subsidiaries	Title & Position with other Businesses	Percentage of Voting shares in Bank Holding Co.	Percentage of Voting shares in Subsidiaries	List names of other companies if 25% or more of voting securities are held.
Tim Smith Bainbridge, GA	Insurance	Director	Director of First National Bank of Decatur County,	President/ CEO - Tim Smith & Associates, Inc. President/ CEO - Tim Smith Properties, Inc. President/ CEO - Southwind Plantation President/ CEO - TRC Automotive Group Director - Southern Fidelity Holding, LLC. Director - Southern Fidelity Managing Agency, LLC President- Triple T Oil Company Southwind Pest & Termite	3.061%	None	Tim Smith & Associates, Inc. - 100% Tim Smith Properties, Inc. - 100% Southwind Plantation -100% TRC Automotive Group 100% Triple T Oil Co - 100% Southwind Ford, Inc-100% Triple T Investments, LLC-100%

Name & Address	Principal Occupation if other than with Bank Holding Co.	Title & Position with Bank Holding Company	Title & Position with Subsidiaries	Title & Position with other Businesses	Percentage of Voting shares in Bank Holding Co.	Percentage of Voting shares in Subsidiaries	List names of other companies if 25% or more of voting securities are held.
Carroll Middleton Colquitt, GA	General Contactor	Director	N/A	President Construction CGM	2.043%	None	Construction CGM, Inc 94.4%
Terril Scott Brinson, GA	Farmer	Director	N/A	Partner L&W Farms, Shareholder SOWEGA Cotton, Shareholder SF Farms, Shareholder T&L Farms, Partner Scott Farms, Owner Spring Creek Cooler, Owner Spring Creek Produce, Shareholder APGG	4.441%	None	SF Farms 51%, T&L Farms 50%, Spring Creek Cooler 100%, Spring Creek Produce 100% Terril Scott Properties 100% T&S Equipment Leasing, LLC 100%, L&W Farms, LP 51.3698%
Wayne Sirmons Bainbridge, GA	N/A	President & Director	Director & President of First National Bank of Decatur County	N/A	<1%	None	N/A
Donna H. Kelley Bainbridge, GA	N/A	CFO & Asst. Secretary	CFO, Secretary & Vice President of First National Bank of Decatur County	N/A	<1%	None	N/A

Name & Address	Principal Occupation if other than with Bank Holding Co.	Title & Position with Bank Holding Company	Title & Position with Subsidiaries	Title & Position with other Businesses	Percentage of Voting shares in Bank Holding Co.	Percentage of Voting shares in Subsidiaries	List names of other companies if 25% or more of voting securities are held.
Ronnie Cox Bainbridge, GA	Retired	Director & Asst. Secretary	Director of First National Bank of Decatur County	Director – Southern Fidelity Holding LLC. Director – Southern Fidelity Managing Agency, LLC. President – WRC Enterprises, LLC. President- Richmond Hill Funeral Home Inc. President- Jake A Futch Funeral Home Inc. Vice President- Vining Ivy Hill Chapel, Inc.	9.856%	None	Richmond Hill Funeral Home – 99% Jake A. Futch Funeral Home Inc. – 100% Vining Ivy Hill Chapel, Inc. – 46%
Roy Adams Bainbridge, GA	Construction / Farmer	Director & Asst. Secretary	Director of First National Bank of Decatur County	President – Adams Const., Partner – Adams Bros Farm	5.888%	None	Adams Bros Const – 50% Adams Bros Farms – 50%
William H. Allen Bainbridge, GA	President of Printing Co	Director	N/A	President of Seaborn Printing Co	1.703%	None	Seaborn Printing Company 100%
Butch Yarbrough Bainbridge, GA	Farmer	Director	N/A	President Yarbrough Farms	1.480%	None	Yarbrough Farms 50%

Name & Address	Principal Occupation if other than with Bank Holding Co.	Title & Position with Bank Holding Company	Title & Position with Subsidiaries	Title & Position with other Businesses	Percentage of Voting shares in Bank Holding Co.	Percentage of Voting shares in Subsidiaries	List names of other companies if 25% or more of voting securities are held.
Mark H. Burkett Donalsonville GA	Owner/Manager	Director	N/A	Partner - Killarney Farms Partnership, Chairman – American Peanut Growers Group, LLC, Director – Southern States, Inc. Director – Cloverleaf Gin and Warehouse	1.480%	None	Killarney Farms Partnership 25%, Killarney Cattle Inc 100%, Killarney Farms Inc 100%, Killarney Aviation Inc 100%, Burkett Farms Inc. 50%, Howard's Mill LP 100%, KFS Realty Group 100%, Killarney Farm Supply 100% Broome and Burkett Farms, Inc 100%
Greg Calhoun Colquitt, GA	Farmer	Director	N/A	President – Circle C Farms, GC Sprayer Ser. Inc., GC Housing, Inc., GC Peanut Co. LLC	4.516%	None	Circle C Farms, Inc 90%, GC Sprayer Ser Inc 100%, GC Housing, Inc 100% GC Peanut Co. LLC 100%
Don Kirksey Bainbridge, GA	Retired Auto Dealer	Director	Director of First National Bank of Decatur County		<1%	None	N/A

Name & Address	Principal Occupation if other than with Bank Holding Co.	Title & Position with Bank Holding Company	Title & Position with Subsidiaries	Title & Position with other Businesses	Percentage of Voting shares in Bank Holding Co.	Percentage of Voting shares in Subsidiaries	List names of other companies if 25% or more of voting securities are held.
Winston Brock Bainbridge, GA	Pharmacist	Director & Asst. Secretary	Director of First National Bank of Decatur County	Officer W.B. Drugs. Inc	7.225%	None	W.B. Drugs Inc. 0%
Dewey Robinson Bainbridge, GA	Auto Dealer & Real Estate	Director & Asst. Secretary	Director of First National Bank of Decatur County	President & CEO Robinson Motors, River Plaza Shopping CTR, Peoples Loan Service, Robinson Port City Prop. Inc.	8.710%	None	Robinson Motors – 100% River Plaza Shopping Center 100% Peoples Loan Service 100% Robinson Port City Prop. Inc 50%
John Dowdy Bainbridge, GA	Certified Public Accountant Dowdy & Whittaker	Director & Asst. Secretary	N/A	Partner - Dowdy & Whittaker Director – Southern Fidelity Holding, LLC. Director – Southern Fidelity Managing Agency, LLC Director- DaniMer Scientific, LLC. Director – Meredian, Inc.	1.086%	None	Dowdy & Whittaker CPA 50%