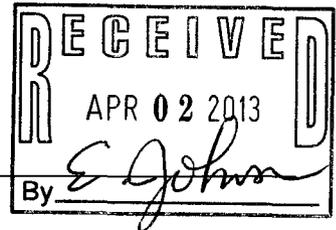


Board of Governors of the Federal Reserve System



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, **Robert C. Oliver**

Name of the Holding Company Director and Official

**Chief Executive Officer and Director**

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

**Hamilton State Bancshares, Inc.**

Legal Title of Holding Company

**1907 Highway 211**

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

**Hoschton**

**GA**

**30548**

City

State

Zip Code

N/A

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:

**Robert C. Oliver**

**CEO**

Name

Title

**770-868-2699**

Area Code / Phone Number / Extension

**770-868-2669**

Area Code / FAX Number

**boliver@hamiltonstatebank.com**

E-mail Address

**www.hamiltonstatebank.com**

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

Signature of Holding Company Director and Official

**03/29/2013**

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 — *MC*
- is not prepared

For Federal Reserve Bank Use Only

RSSD ID 3392331  
 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:  
**Confidential Volume enclosed**

- 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*

## Item 2a: Organization Chart



Results: A list of branches for your holding company: HAMILTON STATE BANCSHARES, INC. (3392331) of HOSCHTON, GA. The data are as of 12/31/2012. Data reflects information that was received and processed through 01/06/2013.

**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)	3294583	HAMILTON STATE BANK	1907 HIGHWAY 211	HOSCHTON	GA	30548	BARROW	UNITED STATES	426497	0	HAMILTON STATE BANK	3294583	
OK		Full Service	3596791	LAKESIDE BRANCH	5895 JEFF DAVIS LANE NORTHWEST	ACWORTH	GA	30101	COBB	UNITED STATES	464803	12	HAMILTON STATE BANK	3294583	
OK		Full Service	4262552	CARTERSVILLE BRANCH	301 E CHURCH STREET	CARTERSVILLE	GA	30120	BARTOW	UNITED STATES	14867	9	HAMILTON STATE BANK	3294583	
OK		Full Service	3028966	LADD'S MOUNTAIN BRANCH OFFICE	12 EUHARLEE ROAD, SUITE A	CARTERSVILLE	GA	30120	BARTOW	UNITED STATES	359707	11	HAMILTON STATE BANK	3294583	
OK		Full Service	1416073	NORTH CORNERS BRANCH	922 JOE FRANK HARRIS PARKWAY	CARTERSVILLE	GA	30120	BARTOW	UNITED STATES	252959	10	HAMILTON STATE BANK	3294583	
OK		Full Service	3411157	CUMMING BRANCH	108 CANTON HIGHWAY	CUMMING	GA	30040	FORSYTH	UNITED STATES	440764	8	HAMILTON STATE BANK	3294583	
OK		Full Service	89434	FAIRVIEW BRANCH	295 FAIRVIEW ROAD	ELLENWOOD	GA	30294	HENRY	UNITED STATES	Not Required	Not Required	HAMILTON STATE BANK	3294583	
CLOSE	11/13/2012	Full Service	3745919	OAKWOOD BRANCH	3458 WINDER HIGHWAY, SUITE 110	FLOWERY BRANCH	GA	30542	HALL	UNITED STATES	472621	6	HAMILTON STATE BANK	3294583	Y-10 filed 1/17/13
ADD	11/13/2012	Full Service	3745919	OAKWOOD BRANCH	3607 MUNDY MILL ROAD	OAKWOOD	GA	30566	HALL	UNITED STATES			HAMILTON STATE BANK	3294583	Y-10 filed 1/17/13
OK		Full Service	3294592	GAINSVILLE BRANCH	854 WASHINGTON STREET	GAINSVILLE	GA	30501	HALL	UNITED STATES	432609	1	HAMILTON STATE BANK	3294583	
OK		Full Service	182830	HOSCHTON BRANCH	3528 HWY 53	HOSCHTON	GA	30548	JACKSON	UNITED STATES	191649	4	HAMILTON STATE BANK	3294583	
OK		Full Service	4289670	JACKSON BRANCH	210 S OAK STREET	JACKSON	GA	30223	BUTTS	UNITED STATES	13053	13	HAMILTON STATE BANK	3294583	
OK		Full Service	403339	JEFFERSON BRANCH	1596 WASHINGTON STREET	JEFFERSON	GA	30549	JACKSON	UNITED STATES	191647	3	HAMILTON STATE BANK	3294583	
OK		Full Service	2244732	LOCUST GROVE BRANCH	4979 HAMPTON-LOCUST ROAD	LOCUST GROVE	GA	30248	HENRY	UNITED STATES	Not Required	Not Required	HAMILTON STATE BANK	3294583	
OK		Full Service	3101663	CRUMBLY ROAD BRANCH OFFICE	295 HIGHWAY 155	MCDONOUGH	GA	30253	HENRY	UNITED STATES	Not Required	Not Required	HAMILTON STATE BANK	3294583	
OK		Full Service	3608573	HIGHWAY 81 BRANCH OFFICE	1908 HIGHWAY 81 EAST	MCDONOUGH	GA	30253	HENRY	UNITED STATES	Not Required	Not Required	HAMILTON STATE BANK	3294583	
OK		Full Service	3405549	MCDONOUGH BRANCH	1100 KEYS FERRY STREET	MCDONOUGH	GA	30253	HENRY	UNITED STATES	442957	17	HAMILTON STATE BANK	3294583	
OK		Full Service	150839	MCDONOUGH BRANCH	114 COVINGTON STREET	MCDONOUGH	GA	30253	HENRY	UNITED STATES	Not Required	Not Required	HAMILTON STATE BANK	3294583	
OK		Full Service	946434	MONTICELLO BRANCH	208 E GREEN ST	MONTICELLO	GA	31064	JASPER	UNITED STATES	1417	14	HAMILTON STATE BANK	3294583	
OK		Full Service	2237257	HUDSON BRIDGE ROAD OFFICE	1810 HUDSON BRIDGE ROAD	STOCKBRIDGE	GA	30281	HENRY	UNITED STATES	Not Required	Not Required	HAMILTON STATE BANK	3294583	
OK		Full Service	4369228	STOCKBRIDGE BRANCH	P O BOX 928	STOCKBRIDGE	GA	30281	HENRY	UNITED STATES	Not Required	Not Required	HAMILTON STATE BANK	3294583	