

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

APR 01 REC'D

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, Robert C. Oliver

Reporter's Name, Street, and Mailing Address

Hamilton State Bancshares, Inc.

Name of the Holding Company Director and Official
 Chief Executive Officer and Director

Legal Title of Holding Company

1907 Highway 211

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.

(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

03/31/2014

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:
 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

For Federal Reserve Bank Use Only

RSSD ID 3392331
 C.I. _____

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

For Use By Tiered Holding Companies

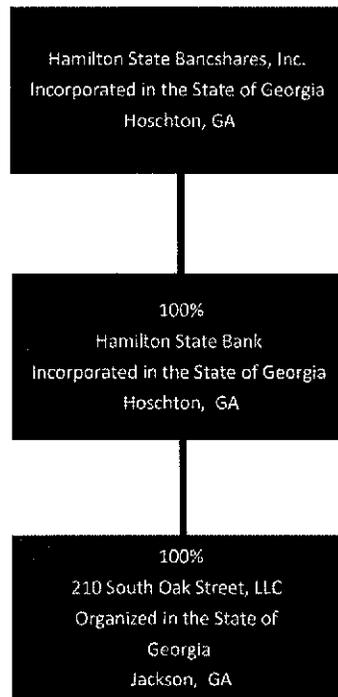
Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical location (if different from mailing address)	Physical location (if different from mailing address)
Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
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Physical location (if different from mailing address)	Physical location (if different from mailing address)
Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical location (if different from mailing address)	Physical location (if different from mailing address)

Public Volume

Revised

Item 2a: Organization Chart



Results: A list of branches for your holding company: HAMILTON STATE BANCSHARES, INC. (33592331) of HOSCHTON, 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)	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 ROAD	CUMMING	GA	30040	FORSYTH	UNITED STATES	440764	8	HAMILTON STATE BANK	3294583	
OK		Full Service	3728912	DALLAS BRANCH	519 HARDEE STREET	DALLAS	GA	30132	PAULDING	UNITED STATES	Not Required	Not Required	HAMILTON STATE BANK	3294583	
OK		Full Service	4504494	FAIRBURN ROAD BRANCH	6157 FAIRBURN ROAD	DOUGLASVILLE	GA	30134	DOUGLAS	UNITED STATES	Not Required	Not Required	HAMILTON STATE BANK	3294583	
OK		Full Service	3653498	STEWART PARKWAY BRANCH	6100 STEWART PARKWAY	DOUGLASVILLE	GA	30135	DOUGLAS	UNITED STATES	Not Required	Not Required	HAMILTON STATE BANK	3294583	
OK		Full Service	89434	FAIRVIEW BRANCH	295 FAIRVIEW ROAD	ELLENWOOD	GA	30294	HENRY	UNITED STATES	247750	19	HAMILTON STATE BANK	3294583	
OK		Full Service	3294592	GAINESVILLE BRANCH	854 WASHINGTON STREET	GAINESVILLE	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 SOUTH OAK STREET	JACKSON	GA	30233	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	544438	LITHIA SPRINGS BRANCH OFFICE	3491 SKY VIEW DRIVE	LITHIA SPRINGS	GA	30122	DOUGLAS	UNITED STATES	Not Required	Not Required	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	This branch was on the list last year-should not have been removed
OK		Full Service	3101663	CRUMBLEY ROAD BRANCH OFFICE	295 HIGHWAY 155	MCDONOUGH	GA	30253	HENRY	UNITED STATES	364099	23	HAMILTON STATE BANK	3294583	
OK		Full Service	3608573	HIGHWAY 81 BRANCH OFFICE	1908 HIGHWAY 81 EAST	MCDONOUGH	GA	30253	HENRY	UNITED STATES	461351	24	HAMILTON STATE BANK	3294583	
OK		Full Service	3405549	MCDONOUGH BRANCH	1100 KEYS FERRY COURT	MCDONOUGH	GA	30253	HENRY	UNITED STATES	442957	17	HAMILTON STATE BANK	3294583	
OK		Full Service	150839	MCDONOUGH BRANCH	114 CDVINGTON STREET	MCDONOUGH	GA	30253	HENRY	UNITED STATES	247751	20	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	3745919	OAKWOOD BRANCH	3607 MUNDY MILL ROAD, SUITE 110	OAKWOOD	GA	30566	HALL	UNITED STATES	472621	6	HAMILTON STATE BANK	3294583	
OK		Full Service	2237257	HUDSON BRIDGE ROAD OFFICE	1810 HUDON BRIDGE ROAD	STOCKBRIDGE	GA	30281	HENRY	UNITED STATES	247752	21	HAMILTON STATE BANK	3294583	
OK		Full Service	4369228	STOCKBRIDGE BRANCH	4806 NORTH HENRY BOULEVARD	STOCKBRIDGE	GA	30281	HENRY	UNITED STATES	Not Required	Not Required	HAMILTON STATE BANK	3294583	