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Board of Governors of the Federal Reserve System



Annual Report of Bank Holding Companies—FR Y-6

3140961

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)). 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 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). 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 Bank Holding Companies* must be signed by one director of the top-tier bank holding company. This individual should also be a senior official of the top-tier bank holding company. In the event that the top-tier bank 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 bank holding company's fiscal year-end):

December 31, 2011

Month / Day / Year

I, E. M. Wilkes, III

Name of the Bank Holding Company Director and Official
Chairman

Title of the Bank Holding Company Director and Official

attest that the *Annual Report of Bank Holding Companies* (including the supporting attachments) for this report date have 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

Hazlehurst Investors, Inc.

Legal Title of Bank Holding Company

PO Box 628

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

Hazlehurst GA 31539

City State Zip Code

22 South Tallahassee Street

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:

Justin Wyatt, CPA

Name Title

478-272-2030

Area Code / Phone Number / Extension

478-272-3318

Area Code / FAX Number

jwyatt@tjscpa.com

E-mail Address

Signature of Bank Holding Company Director and Official

3-27-12

Date of Signature

For bank 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

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

**HAZLEHURST INVESTORS, INC.
HAZLEHURST, GEORGIA**

ANNUAL REPORT OF BANK HOLDING COMPANIES - FR Y-6

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ITEM 2a

**HAZLEHURST INVESTORS, INC.
HAZLEHURST, GEORGIA**

ORGANIZATION CHART

PARENT COMPANY

Hazlehurst Investors, Inc.
P.O. Box 628
22 S. Tallahassee Street
Hazlehurst, Georgia 31539
E. M. Wilkes, III, Chairman of the Board
Leonard H. Bateman, President & CEO

100%

SUBSIDIARY

Bank of Hazlehurst
P.O. Box 628
22 S. Tallahassee Street
Hazlehurst, Georgia 31539
E. M. Wilkes, III, Chairman of the Board
Leonard H. Bateman, President & CEO

ITEM 2b

HAZLEHURST INVESTORS, INC.
HAZLEHURST, GEORGIA

DOMESTIC BRANCH LISTING

Branch Service Type	Popular Name	Date Branch Opened	Street Address	City	State	Zip Code	County	Country	Head Office
Full Service (Head Office)	BANK OF HAZLEHURST	OCTOBER, 1906	22 SOUTH TALLAHASSEE ST	HAZLEHURST	GA	31539-2732	JEFF DAVIS	UNITED STATES	BANK OF HAZLEHURST
Full Service	DOUGLAS HIGHWAY BRANCH	JANUARY, 1989	162 SOUTH TALLAHASSEE ST	HAZLEHURST	GA	31539	JEFF DAVIS	UNITED STATES	BANK OF HAZLEHURST

ITEM 3**HAZLEHURST INVESTORS, INC.
HAZLEHURST, GEORGIA****SECURITIES HOLDERS**

(1) 5% or more Securities Holders as of December 31, 2011 :

<u>Name & Address</u> <u>(City, State, Country)</u>	<u>Country of Citizenship</u>	<u>Number of</u> <u>Securities Owned</u>	<u>Percent of</u> <u>Total Securities</u>
Darrell Beasley Hazlehurst, Georgia 31539 USA	United States of America	23,368	21.30%
Jacquelyn J. Elrod, Trustee of the Elrod Family Gift Trust Hazlehurst, Georgia 31539 USA	United States of America	16,252	14.82%
Rabun Beasley Hazlehurst, Georgia 31539 USA	United States of America	10,533	9.60%
Zachary T. Johnson Hazlehurst, Georgia 31539 USA	United States of America	9,732	8.87%
Derek N. Johnson Hazlehurst, Georgia 31539 USA	United States of America	6,019	5.49%
Latrelle McLeod Hazlehurst, Georgia 31539 USA	United States of America	5,514	5.03%

Part (2) is "N/A".

ITEM 4

**HAZLEHURST INVESTORS, INC.
HAZLEHURST, GEORGIA**

INSIDERS

<u>Name & Address (City, State, Country)</u>	<u>Principal Occupation if other than with Bank Holding Company</u>	<u>Title & Position with Bank Holding Company</u>	<u>Title & Position with Subsidiaries</u>	<u>Title & Position with Other Businesses</u>	<u>Percentage of Voting Shares in Bank Holding Company</u>	<u>Percentage of Voting Shares in Subsidiaries</u>	<u>Other Companies in which 25% or more of Voting Securities are held</u>
Darrell Beasley Hazlehurst, Georgia 31539 USA	General Manager - Beasley Forest Products	Director	Director	Beasley Forest Products, Inc. Officer Beasley Timber Management, LLC Partner [REDACTED] Beasley Tree Farms, LLC Partner, Shareholder Beasley Renewable Fuels, LLC Partner	14.32%	None	50.00% 50.00% [REDACTED] 33.33% 33.33%
Jacquelyn J. Elrod, Trustee of the Elrod Family Gift Trust Hazlehurst, Georgia 31539 USA	Teller	Principle Shareholder	None	Hazlehurst Main Street, Inc. Partner	14.73%	None	50.00%
Grant Gainer Hazlehurst, Georgia 31539 USA	President - Gainer Brothers, Inc.	Director	Director	Gainer Brothers, Inc. President Gainer & Ragland, Inc. Secretary	2.73%	None	50.00% None
Latrell McLeod Hazlehurst, Georgia 31539 USA	Accounting - Office Manager	Director	Director	Kenneth D. McLeod, CPA, PC Treasurer	4.09%	None	None

ITEM 4 - Cont.

**HAZLEHURST INVESTORS, INC.
HAZLEHURST, GEORGIA**

INSIDERS

<u>Name & Address (City, State, Country)</u>	<u>Principal Occupation if other than with Bank Holding Company</u>	<u>Title & Position with Bank Holding Company</u>	<u>Title & Position with Subsidiaries</u>	<u>Title & Position with Other Businesses</u>	<u>Percentage of Voting Shares in Bank Holding Company</u>	<u>Percentage of Voting Shares in Subsidiaries</u>	<u>Other Companies in which 25% or more of Voting Securities are held</u>
James H. Peterson Hazlehurst, Georgia 31539 USA	PalletOne Regional Manager Sales & Procurement	Secretary/Treasurer Director	Secretary Director	PalletOne Regional Manager	1.36%	None	None
Jimmie Ryles Hazlehurst, Georgia 31539 USA	Ryles Maximum Auto Care, Inc.	Director	Director	Ryles Maximum Auto Care, Inc. President	2.73%	None	100%
Marcus Trowell, Jr. Hazlehurst, Georgia 31539 USA	President- Trowell Insurance Agency	Director	Director	Trowell Insurance Agency President Trowell, Inc. President J.E Trowell Family Trust Trustee	1.36%	None	100% 100% None
E.M. Wilkes, III Hazlehurst, Georgia 31539 USA	Superior Court Judge	Director, Chairman	Director, Chairman	Jeff Davis Athletic Association, Inc. Director & Secretary	1.36%	None	None
Leonard Bateman Hazlehurst, Georgia 31539 USA	Bank President	President/CEO, Director	President/CEO, Director	None	0.27%	None	None