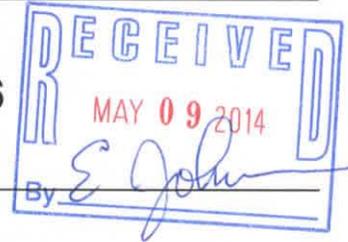


Board of Governors of the Federal Reserve System



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, **Leonard H. Bateman**

Reporter's Name, Street, and Mailing Address

Hazlehurst Investors, Inc.

Legal Title of Holding Company

PO Box 628

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

Hazlehurst GA 31539
City State Zip Code

22 South Tallahassee Street

Physical location (if different from mailing address)

Name of the Holding Company Director and Official

President and CEO

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.

Person to whom questions about this report should be directed:

Ron Mitchell, CPA

Name Title

229-446-3622

Area Code / Phone Number / Extension

229-446-3696

Area Code / FAX Number

rmitchell@mjcpc.com

E-mail Address

none

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

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.

Leonard H. Bateman Sr.
Signature of Holding Company Director and Official

1-31-14

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 **3140961**
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.

N/A

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)

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

City State Zip Code

Physical location (if different from mailing address)

REPORT ITEM 1A: Form 10-K filed with the Securities and Exchange Commission.
None

REPORT ITEM 1B: Annual Report to shareholders:
None

REPORT ITEM 2: ORGANIZATION CHART

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
State of Incorporation: Georgia
(Parent Company)

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
State of Incorporation: Georgia
(Wholly Owned Subsidiary)
(100%)

Supplement to Organization Chart:

2a - None
2b - See Attached Chart
2c - None
2d - None

REPORT ITEM 2b

**HAZLEHURST INVESTORS, INC.
HAZLEHURST, GEORGIA
DOMESTIC BRANCH LISTING**

<u>Branch Service Type</u>	<u>Popular Name</u>	<u>Date Branch Opened</u>	<u>Street Address</u>	<u>City</u>	<u>State</u>	<u>Zip Code</u>	<u>County</u>	<u>Country</u>	<u>Head Office</u>
Full Service (Head Office)	Bank of Halzehurst	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

REPORT ITEM 3: SECURITIES HOLDERS

Following is a list of shareholders, of record, that directly or indirectly owns, controls or holds with power to vote 5 percent or more of any class of voting securities of the Company.

(1)

Shareholder & Address	Number of Shares Owned	Percent of Total Outstanding Shares
Darrell Beasley Hazlehurst, GA U. S. Citizen	23,368	21.30%
Jacquelyn J. Elrod, Trustee of the Elrod Family Gift Trust Hazlehurst, GA U. S. Citizen	16,252	14.82%
Rabun Beasley Hazlehurst, GA U. S. Citizen	10,533	9.60%
Zachary T. Johnson Hazlehurst, GA U.S. Citizen	9,732	8.87%
Derek N. Johnson Hazlehurst, GA U.S. Citizen	6,019	5.49%
Latrell McLeod Hazlehurst, GA U.S. Citizen	5,514	5.03%

(2) None

REPORT ITEM 4

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

Following is a list of the principal shareholders, directors, and executive officers of the Company as of December 31, 2013:

4(1)	4(2)	4(3) (a) & (b)	Percentage of Voting Shares in Bank Holding Company	4(3) (c)	4(4) (c)
Name and Address	Principal Occupation if Other	Title/Position In Holding Company and Subsidiary		Title/Position in Other Business	Other Business Number/Percentage of Shares Owned if >25%
Darrell Beasley Hazlehurst, Georgia USA	General Manager - Beasley Forest Products	Director, Hazlehurst Investors, Inc. Director, Bank of Hazlehurst	21.30%	Beasley Forst Products, Inc. Officer Beasley Timber Management, LLC Partner Beasley Timber Company, Inc. Partner Beasley Tree Farms, LLC Partner, Shareholder Beasley Renewable Fuels, LLC Partner	50% 50% 10% 33.33% 33.33%
Jacquelyn J. Elrod, Trustee of the Elrod Family Gift Trust Hazlehurst, Georgia USA	Teller	Principle and Shareholder, Hazlehurst Investors, Inc.	14.82%	Hazlehurst Main Street, Inc. Partner	50.00%
Grant Gainer Hazlehurst, Georgia USA	President - Gainer Brothers, Inc.	Director, Hazlehurst Investors, Inc. Director, Bank of Hazlehurst	3.65%	Gainer Brothers, Inc. President Gainer & Ragland, Inc. Secretary	50% None
Latreille McLeod Hazlehurst, Georgia USA	Accounting - Officer Manager	Director, Hazlehurst Investors, Inc. Director, Bank of Hazlehurst	5.03%	Kenneth D. McLeod, CPA, PC Treasurer	None
James H. Peterson Hazlehurst, Georgia USA	PalletOne Regional Manager Sales & Procurement	Secretary/Treasurer, Director, Hazlehurst Investors, Inc. Secretary, Director, Bank of Hazlehurst	0.91%	PalletOne Regional Manager	None
Jimmie Ryles Hazlehurst, Georgia USA	Ryles Maximum Auto Care, Inc.	Director, Hazlehurst Investors, Inc. Director, Bank of Hazlehurst	2.15%	Ryles Maximum Auto Care, Inc. President	100%
Marcus Trowell, Jr. Hazlehurst, Georgia USA	President - Trowell Insurance Agency	Director, Hazlehurst Investors, Inc. Director, Bank of Hazlehurst	1.45%	Trowell Insurance Agency President Trowell, Inc. President J.E. Trowell Family Trust Trustee	100% 100% None
E. M. Wilkes, III Hazlehurst, Georgia USA	Superior Court Judge	Director, Chairman, Hazlehurst Investors, Inc. Director, Chairman, Bank of Hazlehurst	1.10%	Jeff Davis Athletic Association, Inc. Director & Secretary	None
Leonard H. Bateman Hazlehurst, Georgia USA	Bank President	President/CEO, Director, Hazlehurst Investors, Inc. President/CEO, Director, Bank of Hazlehurst	0.36%	None	None

Note: Unless otherwise noted, Shareholders, Directors and Officers of the Company are U.S. Citizens

Item 4(4) (b) N/A, all subsidiaries are wholly owned by Hazlehurst Investors, Inc.