

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 Wetherington

Name of the Holding Company Director and Official

CFO

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

Mid State Banks, Inc.

Legal Title of Holding Company

P O Box 1407

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

Hawkinsville GA 31036

City State Zip Code

105 Commerce St. fna 131 N Jackson St.

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:

Wayne Wetherington CFO

Name Title

478-783-4017

Area Code / Phone Number / Extension

478-783-4019

Area Code / FAX Number

wwetherington@plantersfirst.com

E-mail Address

N/A

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

Wayne Wetherington, CFO

Signature of Holding Company Director and Official

02/28/2014

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

For Federal Reserve Bank Use Only

RSSD ID 1081136

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.

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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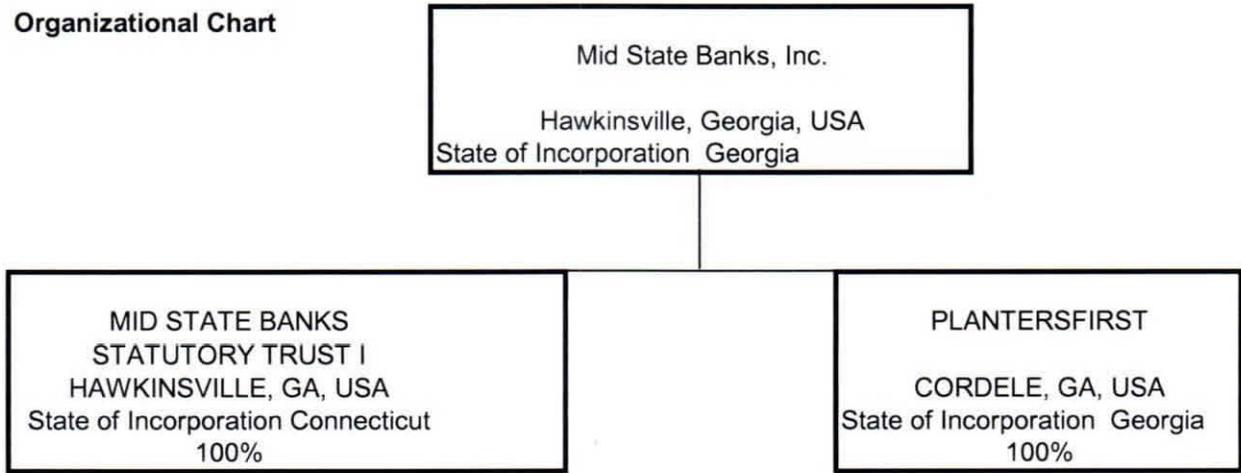
Mid State Banks, Inc.
Hawkinsville, Georgia
Fiscal Year Ending
December 31, 2013

Report Item:

1: a. The BHC is not required to prepare form 10K with the SEC.

1: b. The BHC does prepare an annual report for its shareholders.
The meeting will be held on March 19, 2014.

2: **Organizational Chart**



Report Item 2:

- (1) N/A
- (2) N/A
- (3) N/A
 - (a) N/A
 - (b) N/A
- (4) N/A
- (5) N/A
- (6) N/A
- (7) N/A
- (8) N/A
- (9) N/A
- (10) N/A

Report Item 2B:										HEAD OFFICE ID
POPULAR NAME	STREET NAME	CITY	ST.	ZIP CODE	COUNTY	COUNTRY	FDIC UNINUM	OFFICE NUMBER	HEAD OFFICE	RSSD
PlantersFIRST	1620 16th East Ave.	Cordele	GA	31015	Crisp	USA	5800	0	PlantersFIRST	300933
East Central Ave Branch	212 East Central Ave	Fitzgerald	GA	31750	Ben Hill	USA	429745	11	PlantersFIRST	300933
Broad Street Branch	408 Broad Street	Hawkinsville	GA	31036	Pulaski	USA	219367	1	PlantersFIRST	300933
Hawkinsville Branch	Commerce & Jackson	Hawkinsville	GA	31036	Pulaski	USA	358327	10	PlantersFIRST	300933
Ocilla Branch	Cherry & Fourth Sts	Ocilla	GA	31774	Irwin	USA	10181	5	PlantersFIRST	300933
Perry Branch	1400 Sam Nunn Blvd	Perry	GA	31069	Houston	USA	462024	13	PlantersFIRST	300933
Pineview City Branch	Bay & Pine Streets	Pineview	GA	31071	Wilcox	USA	10501	9	PlantersFIRST	300933

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Report Item 3: Shareholders

(1) (a) (1) (b) (1) (c) (2) (a) (2) (b) (2) (c)

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of December 31, 2013

Shareholders not listed in (3) (1) (c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending December 31, 2013

(1) (a) Name & Address City, State, County	(1) (b) Country of Citizenship or Incorporation	(1) (c) Number & Percentage of Each Class of Voting	(2) (a) Name & Address City, State, County	(2) (b) Country of Citizenship or Incorporation	(2) (c) Number & Percentage of Each Class of Voting
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Securities

Securities

(1) (a) Name & Address City, State, County	(1) (b) Country of Citizenship or Incorporation	(1) (c) Number & Percentage of Each Class of Voting	(2) (c) Number & Percentage of Each Class of Voting
S A Way III Family Total	USA	33,534.50	41.15%
Dorothy Cook Way Hawkinsville, Ga, Pulaski	USA	150.00	0.18%
S A Way Childrens Trust Hawkinsville, Ga, Pulaski	USA	15,282.00	18.76%
John Daniel Way Hawkinsville, Ga, Pulaski	USA	5,553.50	6.82%
Mary Ann Way Alexandria , Va. , Alexandria	USA	1,206.50	1.48%
S A Way III Hawkinsville, Ga, Pulaski	USA	5,978.50	7.34%
Robert Franklin Way Robert F Way Family Trust Perry, Ga., Houston	USA	1,266.00	1.55%
	USA	4,098.00	5.03%
Ramsey T Way Sr. Family Total		16,079.50	19.73%
Elizabeth Way Chandler Atlanta, Ga., Fulton	USA	1,735.00	2.13%
Felton Hatcher Way Hawkinsville, Ga, Pulaski	USA	1,735.00	2.13%
Albert Glover Way Atlanta, Ga., Fulton	USA	1,735.00	2.13%
Mary Lynde Way Hawkinsville, Ga, Pulaski	USA	235.00	0.29%
R T Way Hawkinsville, Ga, Pulaski	USA	1,707.50	2.10%
Way Family Irrevocable Trust Hawkinsville, Ga, Pulaski	USA	7,197.00	8.83%
Ramsey T Way Jr. Hawkinsville, Ga, Pulaski	USA	1,735.00	2.13%
Woodson Daniel Family Total	USA	4,516.00	5.54%
Woodson Daniel Hawkinsville, Ga, Pulaski	USA	2,876.00	3.53%
Allene Daniel Hawkinsville, Ga, Pulaski	USA	1,640.00	2.01%
R Wayne Lowe	USA	20,082.00	24.65%
Warner Robins, Ga. Houston			

NONE

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Report Item 4: Insiders

(1) (2) (3) (a) (b) c and (4) (a) (b) c

(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3) (a) Title & Position with Bank Holding Company	(3) (b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)c Title & Position with other Businesses (include names of other businesses)	(4) (a) Percentage of Voting Shares in Bank Holding Company	(4) (b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)c List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Woodson Daniel Hawkinsville, Ga. USA	RETIRED	Director	Director PlantersFIRST Board	NONE	3.53%	NONE	NONE
Robert F. Way Cordele, Ga. USA	NONE	President Director Vice Chairman Board of Directors	VP PlantersFIRST	NONE	1.55%	NONE	NONE
Robert F Way, Trustee Robert F Way Family Trust Perry, Ga. Houston	NONE	President Director Vice Chairman Board of Directors	VP PlantersFIRST	NONE	5.03%	NONE	NONE
John D. Way Hawkinsville, Ga. USA	NONE	Director Vice President	H'ville Pres. Director PlantersFIRST	NONE	6.82%	NONE	NONE
John W. Bembry, DVM Hawkinsville, Ga. USA	VETERINARIAN	Director	Director PlantersFIRST	Bembry Vet Clinic (Proprietorship)	1.55%	NONE	Bembry Vet. Clinic 100%
Andrew W. Wetherington Hawkinsville, Ga. USA	NONE	CFO, Sec/ Treasurer	CFO Director PlantersFIRST	NONE	NONE	NONE	NONE

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Report Item 4: Insiders

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(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3) (a) Title & Position with Bank Holding Company	(3) (b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)c Title & Position with other Businesses (include names of other businesses)	(4) (a) Percentage of Voting Shares in Bank Holding Company	(4) (b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)c List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
W. Cole Woodroof Cordele, Ga. USA	NONE	Director	Sr Banking Officer PlantersFIRST Director - PlantersFIRST	NONE	0.03%	NONE	NONE
Tommy Thompson Jr Pineview Ga, USA	Appraiser	Director	Director PlantersFIRST	Proprietorship Central Ga Appraisals P O Box 1194 Cordele, Ga, USA	0.37%	NONE	Central Ga Appraisals 100%
Dorothy Cook Way Hawkinsville GA 31036 USA	NONE	NONE	NONE	NONE	0.18%	NONE	NONE
Dorothy Cook Way, Trustee Under the Samuel Albert Way Childrens Trust Hawkinsville, Ga. Pulaski	NONE	NONE	NONE	NONE	18.75%	NONE	NONE
S A Way III Hawkinsville, Ga. USA	NONE	Sam Way Chairman of the Board	NONE	NONE	7.34%	NONE	NONE
R T Way Jr Hawkinsville, Ga. USA	Lawyer	Director	NONE	Partner Way & Way LLP	2.13%	NONE	Way & Way LLP 50%
R.T. Way, SR Hawkinsville, Ga. USA	Auto Dealership	Director	NONE	President Way Finance Inc. Way Brothers, Inc.	2.09%	NONE	Way Finance Inc. 100% Way Brothers, Inc. 51%
R T Way Jr. & Hatcher Way Co Trustees Way Family Irrevocable Trust Hawkinsville, Ga. USA	Lawyer Auto Dealership	Director None	NONE Director/Chairman	Partner Way & Way LLP General Manager Way Brothers, Inc.	8.83%	NONE	Way & Way LLP 50% Way Brothers, Inc 49%
R Wayne Lowe Warner Robins, GA. USA	Auto Dealership	NONE	NONE	Owner/ Operator Lowe Toyota	24.65%	NONE	Lowe Toyota 100%