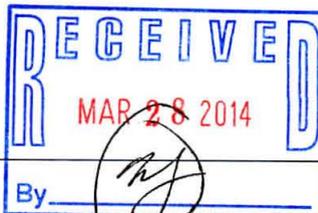




# Annual Report of Holding Companies—FR Y-6



## 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, Jerry K. Wages

Reporter's Name, Street, and Mailing Address

Oconee Financial Corporation

Name of the Holding Company Director and Official

Senior Executive Vice President

Legal Title of Holding Company

P. O. Box 205

Title of the Holding Company Director and Official

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

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.

Watkinsville, GA 30677  
City State Zip Code

35 North Main Street/Watkinsville, GA 30677

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:

Jerry K. Wages Senior Executive Vice Pres

Name Title

706-769-6611

Area Code / Phone Number / Extension

706-583-3878

Area Code / FAX Number

jwages@oconeeestatebank.com

E-mail Address

www.oconeeestatebank.com

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

Jerry K. Wages

Signature of Holding Company Director and Official

03/26/2014

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 2729499  
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."

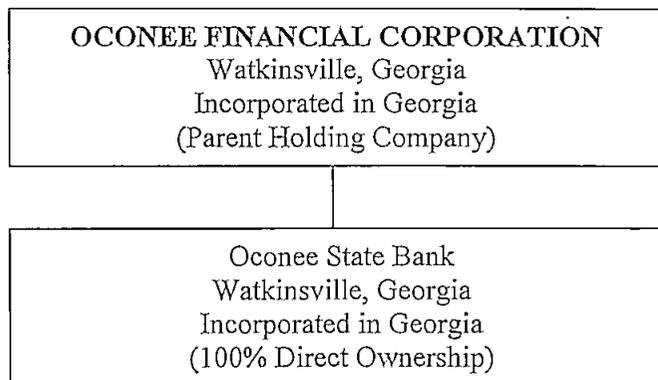
No

**Form FR Y-6**  
**Oconee Financial Corporation**  
**Watkinsville, Georgia**  
**Fiscal Year Ending December 31, 2013**

**Report Item 1: Annual Report to Shareholders**

The bank holding company prepares an annual report for its securities holders and is not registered with the U.S. Securities and Exchange Commission. The 2013 annual report will not be completed by the FR Y-6 submission date. As specified by the Federal Reserve Bank of Atlanta, the annual report will be forwarded as soon as available.

**Report Item 2a: Organizational Chart**



**Report Item 2b: Domestic Branch Listing**

Name	Date Opened	Street Address	City/County State/Country/Zip Code	Branch Service Type
(1) Main Office	02/1960	35 North Main Street	Watkinsville/Oconee Georgia/USA 30677	Full Service
(2) Bogart Branch	11/1983	2441 Monroe Highway	Bogart/Oconee Georgia/USA 30622	Full Service
(3) East Athens Branch	01/2000	4375 Lexington Road	Athens/Clarke Georgia/USA 30605	Full Service
(4) Butler's Crossing Branch	08/2005	2000 Experiment Station Road	Watkinsville/Oconee Georgia/USA 30677	Full Service

A listing reflecting the verification of domestic branches showing changes as provided to the Federal Reserve Bank of Atlanta is included with this filing of Form FR Y-6.

Results: A list of branches for your holding company: OCONEE FINANCIAL CORPORATION (2729499) of WATKINSVILLE, 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
Correct		Full Service (Head Office)	573036	OCONEE STATE BANK	35 NORTH MAIN STREET	WATKINSVILLE	GA	30677	OCONEE	UNITED STATES	12064	0	OCONEE STATE BANK	573036	
Correct		Full Service	2877466	EAST ATHENS BRANCH	4375 LEXINGTON ROAD	ATHENS	GA	30605	CLARKE	UNITED STATES	294916	4	OCONEE STATE BANK	573036	
Correct		Full Service	450230	BOGART BRANCH	2441 MONROE HWY	BOGART	GA	30622	OCONEE	UNITED STATES	244020	1	OCONEE STATE BANK	573036	
Correct		Full Service	27230	BUTLER'S CROSSING BRANCH	2000 EXPERIMENT STATION	WATKINSVILLE	GA	30677	OCONEE	UNITED STATES	244021	2	OCONEE STATE BANK	573036	

Report Item 3: Securities holders

(1) Current securities holders with ownership, control, or holdings of 5% or more with power to vote as of 12/31/2013.

(a) Name, City and State/ Country	(b) Country of Citizenship or Incorporation	(c) Number & Percentage of Each Class of Voting Securities
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(i) Susan Wells Brodrick Watkinsville, Georgia USA	USA	75,770 shares* 8.42% Common Stock
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\* Includes 35,965 shares held jointly with her mother Virginia S. Wells, 24,790 shares held as custodian for her minor children, and 7,515 shares held in the name of her husband.

(ii) Hardigree Properties, LLLP Watkinsville, Georgia USA	USA	47,240 shares** 5.25% Common Stock
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\*\* C.G. Hardigree, Jr. serves as a general partner with 17.775% interest in Hardigree Properties, LLLP. Joyce C. Hardigree is also a general partner with 42.775% interest in Hardigree Properties, LLLP. Holly H. Stephenson is a limited partner with 11.750% interest in Hardigree Properties, LLLP. Hardigree Trust is also a limited partner with 27.700% interest in Hardigree Properties, LLLP. Holly H. Stephenson serves as trustee of the trust for the benefit of her minor children.

(iii) Caroline Wells Pence Carrboro, North Carolina USA	USA	65,710 shares*** 7.30% Common Stock
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\*\*\* Includes 35,965 shares held jointly with her mother Virginia S. Wells, 14,745 shares as custodian for her minor children, and 7,500 shares held in the name of her husband.

(iv) Virginia S. Wells Watkinsville, Georgia USA	USA	189,065 shares**** 21.01% Common Stock
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\*\*\*\* Includes 71,930 shares held jointly with her daughters and 33,420 shares held by a trust established under the will of Hubert H. Wells, of which Ms. Wells serves as trustee.

(2) Securities holders not listed in section 3(1) above that owned or controlled 5% or more of any class of voting securities in the BHC during the fiscal year ending 12/31/2013.

None

## Report Item 4: Insiders

(1) Name, City & State Country	(2) Principal Occupation, Other than HC	(3)(a) Title or Position with HC	(3)(b) Title or Position with Subsidiaries	(3)(c) Title or Position with Other Businesses	(4)(a) Percentage of Shares in HC	(4)(b) Percentage of Shares in Subs.	(4)(c) Percentage of Shares in Other Companies
G. Robert Bishop Watkinsville, GA USA	Retired	Director	Director Oconee State Bank Director R/E Holdings Georgia, Inc.	Member	1.12%	N/A	KBB, LLC (33%) Fifteen Properties, LLC (50%) Flomich Properties, LLC (50%)
Jimmy L. Christopher Watkinsville, GA USA	Retired	Director	Director Oconee State Bank	Retired	0.07%	N/A	N/A
Douglas D. Dickens Bishop, GA USA	Farmer, real estate developer and construction	Director & Chairman	Director & Chairman Oconee State Bank Director R/E Holdings Georgia, Inc.	President Dickens Farms, Inc. President Dickens Builders, Inc. Vice President A.E. Carter Funeral Home, Inc.	2.10%	N/A	Dickens Farms, Inc. (33%) Dickens Builders, Inc. (25%) A. E. Carter Funeral Home, Inc. (50%)
J. Albert Hale, Sr. Watkinsville, GA USA	Dairy & Poultry Farmer	Director	Director Oconee State Bank	Owner Hale's Dairy	0.26%	N/A	N/A
B. Amrey Harden Watkinsville, GA USA	N/A	Director & President/CEO	Director & President/CEO Oconee State Bank Director & Pres. R/E Holdings Georgia, Inc.	None	0.47%	N/A	N/A
Henry C. Maxey Bishop, GA USA	Site development & grading contractor	Director	Director Oconee State Bank Director R/E Holdings Georgia, Inc.	President Maxey Brothers, Inc. President Fie Pays Unlimited, Inc.	0.03%	N/A	Maxey Brothers, Inc. (50%) Fie Pays Unlimited, Inc. (25%)

## Report Item 4: Insiders (Continued)

(1) Name, City & State Country	(2) Principal Occupation, Other than HC	(3)(a) Title or Position with HC	(3)(b) Title or Position with Subsidiaries	(3)(c) Title or Position with Other Businesses	(4)(a) Percentage of Shares in HC	(4)(b) Percentage of Shares in Subs.	(4)(c) Percentage of Shares in Other Companies
Ann B. Powers Watkinsville, GA USA	Retired	Director	Director Oconee State Bank	Member	1.76%	N/A	The Pastures of Rose Creek, LLC (49%)
Jerry K. Wages Watkinsville, GA USA	N/A	Director, Sr. Exec. VP, & Corp Secy.	Director, Sr. Exec. VP, & Corp Secy. Oconee State Bank Director & Secy./Treas. R/E Holdings Georgia, Inc.	None	0.04%	N/A	N/A
Virginia S. Wells Watkinsville, GA USA	Real estate developer & property management	Director & Vice Chairperson Principal S/H	Director & Vice Chairperson Oconee State Bank Director R/E Holdings Georgia, Inc.	President & CEO, Wells & Company Realtors, Inc. Partner VSC Properties, LLLP Partner McRee Properties, LLLP	21.01%	N/A	Wells & Co. Realtors, Inc. (100%) VSC Properties, LLLP (95%) McRee Properties, LLLP (95%)
Tom F. Wilson Athens, GA USA	N/A	Director & Executive VP	Director Executive VP & Chief Loan Officer Oconee State Bank Director & V. P. R/E Holdings Georgia, Inc.	None	0.01%	N/A	N/A