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FR Y-6
OMB Number 7100-0297
Approval expires December 31, 2015
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Board of Governors of the Federal Reserve System



FRB RICHMOND

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.

I, Harry A. Oxner

Name of the Holding Company Director and Official

Director

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.

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.

[Signature]
Signature of Holding Company Director and Official

2/5/14
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 3137019
C.I. _____

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2013

Month / Day / Year

Reporter's Name, Street, and Mailing Address

HAO Management Company, LLC

Legal Title of Holding Company

PO Box 769

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

Union SC 29379
City State Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Harry A. Oxner Director
Name Title

843-527-8020

Area Code / Phone Number / Extension

843-546-4111

Area Code / FAX Number

E-mail Address

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

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.

HAO Partners, LLC

Legal Title of Subsidiary Holding Company

PO Box 769

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

Union	SC	29379
City	State	Zip Code

Physical location (if different from mailing address)

HAO Partners II, LLC

Legal Title of Subsidiary Holding Company

PO Box 769

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

Union	SC	29379
City	State	Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City	State	Zip Code
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Physical location (if different from mailing address)

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City	State	Zip Code
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Physical location (if different from mailing address)

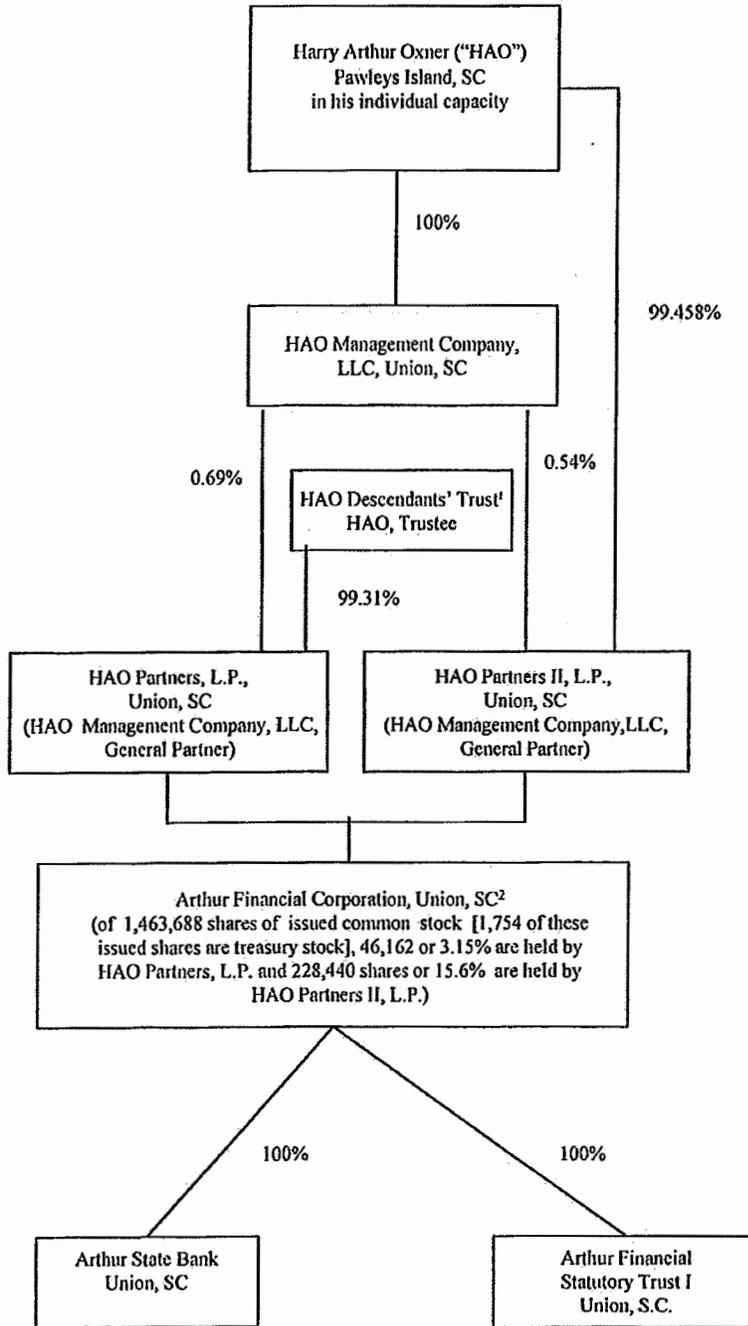
**PERCENTAGE OF EACH CLASS OF VOTING SECURITIES OWNED,
CONTROLLED OR HELD**

HAOMC: Mr. Oxner owns 100% of the limited liability company interest in HAOMC, and 99.458% of the limited partnership interest in HAO II.

ORGANIZATION CHART

See attached

HAO Management Company, LLC



^{1/} This trust is not a bank holding company

^{2/} This company files a separate Form Y-6.

Form FR Y-6
HAO Management Company, LLC
HAO Partners, L.P.
HAO Partners, II, L.P.

SHAREHOLDERS

HAO Management Company, LLC Shareholders: As a limited liability company established under Georgia law, HAO Management Company, LLC (“HAOMC”) does not issue shares. Harry Arthur Oxner, Pawleys Island, S.C., holds 100% of the limited liability company interest in HAOMC. Mr. Oxner is a United States citizen. There are no outstanding options, warrants or other securities or rights that can be converted into or exercised for interests in HAOMC.

HAO Partners, L.P.: HAO Partners, L.P. (“HAO I”), Union, South Carolina, is a limited partnership established under the law of the State of Georgia which does not issue shares. HAO Descendants’ Trust, a trust established under the law of the State of South Carolina, holds 99.31% of the limited partnership interest in HAO I. Mr. Oxner is the sole trustee of the HAO Descendants’ Trust. The HAO Descendants’ Trust is not a bank holding company because it is exempt from the definition of the term “company” under 12 U.S.C. Section 1841(b) and 12 C.F.R. Section 225.2(d)(3). There are no outstanding options, warrants or other securities or rights that can be converted into or exercised for interests in HAO I. The Bancshares Companies file separate annual reports on Form FR Y-6.

HAO Partners II, L.P.: HAO Partners II, L.P. (“HAO II”), Union, South Carolina, is a limited partnership established under the law of the State of Georgia which does not issue shares. Mr. Oxner, in his individual capacity, holds 99.458% of the limited partnership interest in HAO II. There are no outstanding options, warrants or other securities or rights that can be converted into or exercised for interests in HAO II.

DIRECTORS AND OFFICERS

NAMES AND ADDRESS:

HAOMC Directors and Officers: Harry Arthur Oxner, Pawleys Island, S.C., is the sole officer and director of HAOMC.

HAO I Directors and Officers: HAO I has no directors or officers. Its general manager is HAOMC, Union, S.C.

HAO II Directors and Officers: HAO II has no directors or officers. Its general manager is HAOMC, Union, S.C.

PRINCIPAL OCCUPATION:

HAOMC: Mr. Oxner's principal occupation is partner in the law firm of Oxner & Stacy, Georgetown, S.C.

HAO I and HAO II: Item 4(2) is not applicable to HAOMC, the general manager of HAO I and HAO II.

TITLE OR POSITION

HAOMC: Mr. Oxner is also the sole director and officer of HAOMC. See the information above concerning Mr. Oxner's principal occupation. In addition, he is a director of Arthur Financial Corporation. Mr. Oxner is the sole trustee of the HAO Descendants' Trust.

HAO I and HAO II: Item 4(3) is not applicable to HAOMC, the general partner of HAO I and HAO II.