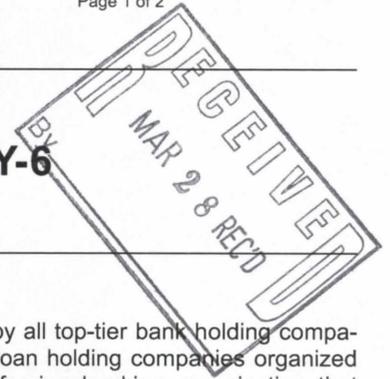


Board of Governors of the Federal Reserve System



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, 2012

Month / Day / Year

I, **Sue S. Brignac**

Reporter's Name, Street, and Mailing Address

Washington State Bancshares, Inc.

Name of the Holding Company Director and Official

Legal Title of Holding Company

President

PO Box 3695

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.

Houma LA 70361

City State Zip Code

Washington, LA

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:

Thomas J. Lanaux

CPA

Name

Title

985-851-0883

Area Code / Phone Number / Extension

985-851-3014

Area Code / FAX Number

tlanaux@lanauxfelger.com

E-mail Address

Signature of Holding Company Director and Official

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

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

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

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RSSD ID 1086627
C.I. _____

WASHINGTON STATE BANCSHARES, INC.

DOMESTIC BANK HOLDING COMPANY
ANNUAL REPORT F.R. Y-6

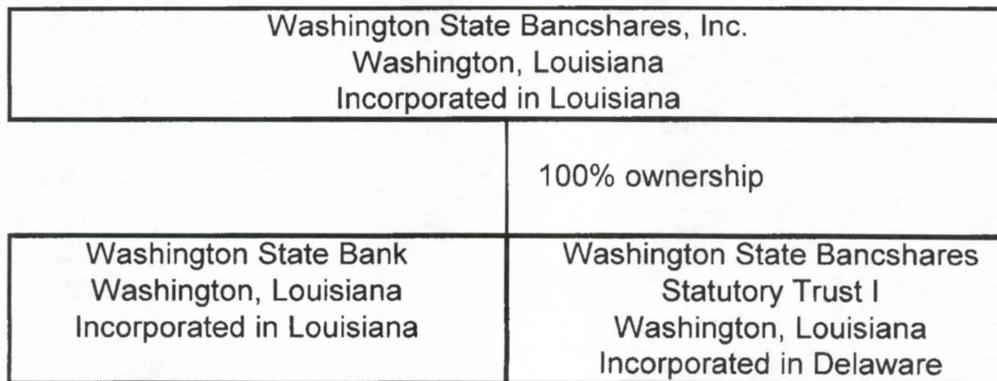
December 31, 2012

REPORT ITEMS

1. Annual Report to Shareholders

The Bank Holding Company (BHC) does not file with the Securities and Exchange Commission. The BHC prepares an annual compiled financial report. Two copies are enclosed.

2a. Organization chart



2b. Domestic Branch Listing

The domestic branch listing is enclosed as an attachment.

Washington State Bancshares, Inc.
Form FR Y-6 Annual Report of Bank Holding Company
12/31/12

Report Item 2b: Domestic Branch Listing

Results: A list of branches for your depository institution: WASHINGTON STATE BANK (ID_RSSD: 311939). This depository institution is held by WASHINGTON STATE BANCSHARES, INC. (1086627) of WASHINGTON, LA. The data are as of 12/31/2012.

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*
OK		Full Service (Head Office)	311939	WASHINGTON STATE BANK	103 NORTH MAIN STREET	WASHINGTON	LA	70589	ST LANDRY	UNITED STATES	5980	0	WASHINGTON STATE BANK	311939
OK		Full Service	373030	ARNAUDVILLE BRANCH	238 UNION STREET	ARNAUDVILLE	LA	70512	ST LANDRY	UNITED STATES	219913	1	WASHINGTON STATE BANK	311939
OK		Limited Service	2059682	LEONVILLE BRANCH	3371 OSCAR RIVETTE STREET	LEONVILLE	LA	70551	ST LANDRY	UNITED STATES	219916	4	WASHINGTON STATE BANK	311939
OK		Full Service	655370	OPELOUSAS BRANCH	1810 S UNION ST	OPELOUSAS	LA	70570	ST LANDRY	UNITED STATES	44812	5	WASHINGTON STATE BANK	311939
OK		Limited Service	919139	PALMETTO BRANCH	105 W RAILROAD AVENUE	PALMETTO	LA	71358	ST LANDRY	UNITED STATES	219915	3	WASHINGTON STATE BANK	311939

**Form FR Y-6 Annual Report of Bank Holding Companies
Washington State Bancshares, Inc.
December 31, 2012**

Report Item 3: Security holders

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

Current shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-12.			Shareholders not listed in (3)(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ended 12-31-12.		
(1)(a) Name (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and percentage of Each Class of Voting Securities
Sue S. Brignac Sunset, LA	USA	Owns 906.5 shares - 50% common stock.			None
Sue S. Brignac Usufructuary Sunset, LA	USA	Usufructuary over 906.5 shares - 50 % common stock.			

**Form FR Y-6 Annual Report of Bank Holding Companies
Washington State Bancshares, Inc.
December 31, 2012**

Report Item 4
Page 1 of 2

Report Item 4: Insiders

(1) (2) (3)(a)(b)©, and (4)(a)(b)(c)

(1) Name (City, State, Country)	(2) Principal occupation if other than with Bank Holding Company	(3)(a) Title and Position with Bank Holding Company	(3)(b) Title and Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title and 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.)
Sue S. Brignac Sunset, LA	Banker	President & Director	President & Director, Washington State Bank	(see below)	Owens 50% common stock, Usufructuary over 50% common stock, for a combined 100% voting control.	N/A - See Note 1	(see below)

Note 1 - Washington State Bancshares, Inc. owns 100% of Washington State Bank

President & Director - Alyce Corporation	100% Alyce Corporation
President & Director - Joel Enterprises, Inc.	50% Joel Enterprises, Inc.
Manager of Sunnyside Land, LLC and Sunnyside Timber, LLC	50% Sunnyside Land, LLC and 50% Sunnyside Timber, LLC
President - Sunset Bancshares, Inc.	Control over Sunset Bancshares, Inc. - Dormant corporation used to reserve name; no stock issued
Usufructuary over business interest flowing through estate.	Usufructuary interests held by Sue S. Brignac:
	50% Washington State Bancshares, Inc.
	50% Joel Enterprises, Inc.
	50% membership interest Sunnyside Land, LLC and Sunnyside Timber, LLC
	Control over Sunset Bancshares, Inc. - Dormant corporation used to reserve name; no stock issued

Form FR Y-6 Annual Report of Bank Holding Companies
Washington State Bancshares, Inc.
December 31, 2012

Report Item 4
Page 2 of 2

Report Item 4: Insiders

(1) (2) (3)(a)(b)©, and (4)(a)(b)(c)

(1) Name (City, State, Country)	(2) Principal occupation if other than with Bank Holding Company	(3)(a) Title and Position with Bank Holding Company	(3)(b) Title and Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title and 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.)
Monica Brignac Carroll Sunset, LA	Licensed Practical Nurse	Secretary/ Treasurer	N/A	N/A	N/A	N/A	N/A