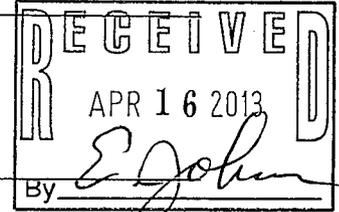


Board of Governors of the Federal Reserve System



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, Hugh G. Lentile, Jr.

Name of the Holding Company Director and Official

President

Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

Wheeler Bancshares, Inc.

Legal Title of Holding Company

P.O. Box 408

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

Alamo GA 30411

City State Zip Code

49 West Main Street, Alamo, GA 30411

Physical location (if different from mailing address)

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:

Timothy R. Veal

CPA

Name

Title

478-275-1163

Area Code / Phone Number / Extension

478-275-1178

Area Code / FAX Number

tveal@nicholscauley.com

E-mail Address

www.atlanticsouthbank.com

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.

Hugh G. Lentile, Jr.

Signature of Holding Company Director and Official

3-26-13

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 3124822

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

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

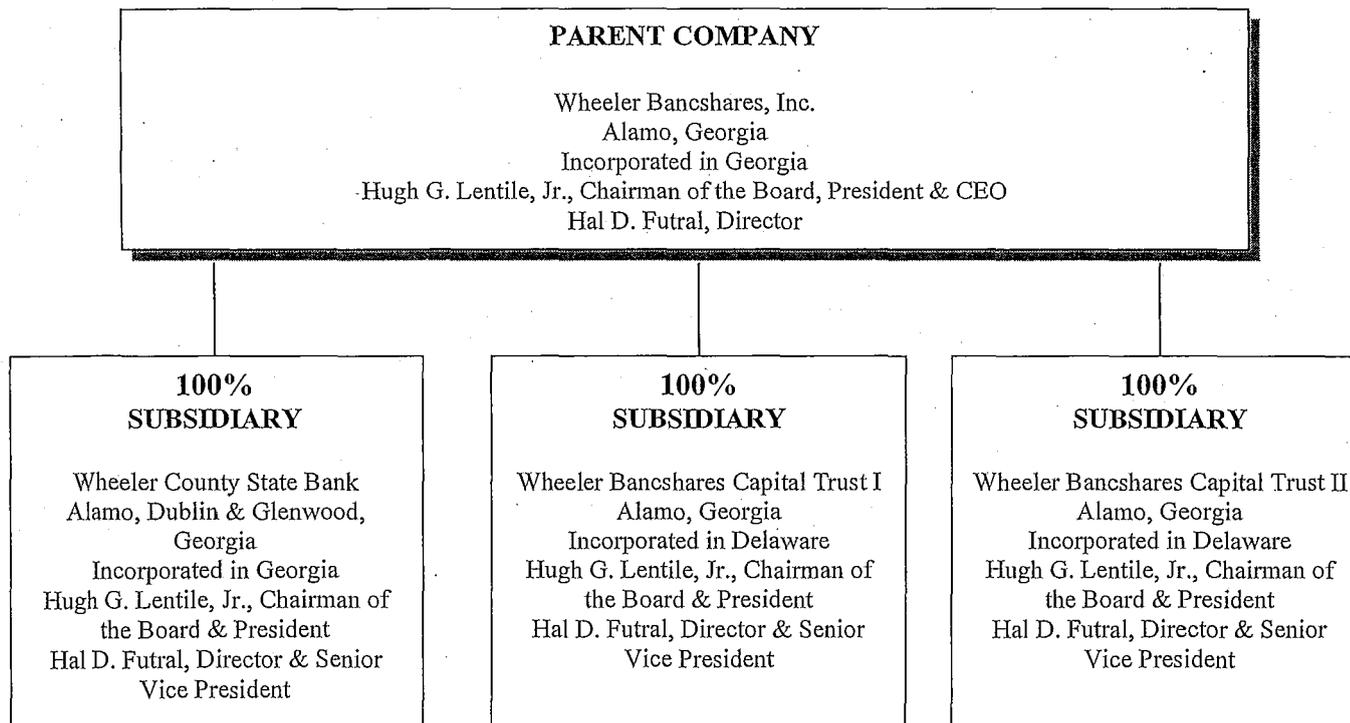
Revised

ITEM 2

Form FR Y-6
WHEELER BANCSHARES, INC.
Alamo, Georgia

Fiscal Year Ending December 31, 2012

Report Item 2a: Organizational Chart



Form FR Y-6
WHEELER BANCSHARES, INC.
Alamo, Georgia

Fiscal Year Ending December 31, 2012

Report Item 2b: Domestic Branch Listing

Results: A list of branches for your BHC: WHEELER BANCSHARES, INC. (3124822) of ALAMO, GA.
The data are as of 12/31/2012. Data reflects information that was received and processed through 01/06/2013.

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.

Form FR Y-6
WHEELER BANCSHARES, INC.
 Alamo, Georgia

Fiscal Year Ending December 31, 2012

Report Item 2b: Domestic Branch Listing

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
CHANGE	1-1-12	Full Service (Head Office)	989534	WHEELER COUNTY STATE BANK	49 WEST MAIN STREET	ALAMO	GA	30411	WHEELER	UNITED STATES	10426	0	WHEELER COUNTY STATE BANK	989534	
OK		Full Service	3374784	DUBLIN BRANCH	1409 BELLEVUE AVENUE	DUBLIN	GA	31021	LAURENS	UNITED STATES	441842	2	WHEELER COUNTY STATE BANK	989534	
OK		Full Service	3777808	HWY 441 OFFICE BRANCH	2142 HWY 441 SOUTH	DUBLIN	GA	31021	LAURENS	UNITED STATES	479136	3	WHEELER COUNTY STATE BANK	989534	
OK		Full Service	987437	GLENWOOD BRANCH	HIGHWAY 280	GLENWOOD	GA	30428	WHEELER	UNITED STATES	237634	1	WHEELER COUNTY STATE BANK	989534	

Form FR Y-6
WHEELER BANCSHARES, INC.
 Alamo, Georgia

Fiscal Year Ending December 31, 2012

Report Item 3: Securities Holders

(1) Current Security Holders with ownership, control or holdings of 5% or more with power to vote as of 12-31-12.

(1)(a) Name	(1)(a) City, State	(1)(b) Country of Citizenship	(1)(b) Number of Voting Securities	(1)(b) Percentage of Voting Securities
Hugh G. Lentile, Jr.	Chester, GA	U.S.A.	1,407	31.27%
M.L. & Ruby T. Knight	Rentz, GA	U.S.A.	772	17.16%
Wayne F. Christian	Dublin, GA	U.S.A.	713	15.84%
Don R. Christian	Dublin, GA	U.S.A.	712	15.82%

(2) Security Holders 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 last fiscal year ending 12-31-12.

(2)(a) Name	(2)(a) City, State	(2)(b) Country of Citizenship	(2)(b) Number of Voting Securities	(2)(b) Percentage of Voting Securities
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None

Form FR Y-6
WHEELER BANCSHARES, INC.
 Alamo, Georgia

Fiscal Year Ending December 31, 2012

Report Item 4: Insiders

(1) Names City, State	(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)
Hugh G. Lentile, Jr. Chester, GA	Construction	Chairman of Board, President & CEO	Chairman of the Board of Directors & President – Wheeler County State Bank, Wheeler Bancshares Capital Trust I & Wheeler Bancshares Capital Trust II	President – South Construction Co., Inc.; Secretary, Consultant – United Design, Inc.; President – LLT, Inc.; Shareholder – NC Properties, Inc.; Partner – Hazel Point Plantation; Limited Partner – Lentile Family Partnership, L.P.; Director – Evans Cabinet Corp.; Partner – ASB, LLP; Director – Farmers Furniture; Partner – The Pasture, LLC; Partner – The Blue Lake, LLC.	31.27% (1407 shares)	None	South Construction Co., Inc. – 100%; United Design, Inc. – 50%; LLT, Inc. – 50%; NC Properties, Inc. – 50%; ASB, LLP – 33 1/3%
Hal D. Futral Glenwood, GA	None	Director	Senior Vice President & Director – Wheeler County State Bank, Wheeler Bancshares Capital Trust I & Wheeler Bancshares Capital Trust II	None	0.33% (15 shares)	None	None

Form FR Y-6
WHEELER BANCSHARES, INC.
 Alamo, Georgia

Fiscal Year Ending December 31, 2012

Report Item 4: Insiders

*M.L. Knight Rentz, GA	Salesman	Director & Secretary/ Treasurer	Director & Treasurer – Wheeler County State Bank, Wheeler Bancshares Capital Trust I & Wheeler Bancshares Capital Trust II	General Partner – Knight Family, LLP; Mayor – City of Rentz; Owner – ONCE Construction Co.	17.16% (772 shares)	None	ONCE Construction Co. – 33%
Wayne F. Christian Dublin, GA	Entrepreneur	Director	Director & Vice President – Wheeler County State Bank, Wheeler Bancshares Capital Trust I & Wheeler Bancshares Capital Trust II	General Partner – Christian Family, LLLP; President & Director – Continental Farming Corp.; President & Director – Southern Peanut & Storage, Inc.; Vice President, Treasurer & Director – Agri-Trust of GA; Treasurer & Director – Georgia Agribusiness Council; President & Director – I-16 Properties of Dublin, Inc.; General Partner – Piedmont Land & Timber, LLC; Director – Live Oak Of Claxton Dairy; Director – Willow Pond Development; Director & Treasurer – Helping Hand of Laurens Co., Inc.; Director & Vice President – Christian Group, LLC; President - Continental Timber Corporation; Member – Golden Shamrock, LLC; Partner – Ra-Haze, LLLP; Partner – Christian MM, LLC;	15.84% (713 shares)	None	Christian Family, LLLP – 50%; Southern Peanut & Storage, Inc. – 50%; Live Oak of Claxton Dairy – 50%; Willow Pond Development, Inc. - 50%; Christian Group LLC – 50%; Continental Timber Corporation – 50%; Ra-Haze, LLLP – 25%; Christian MM, LLC – 25%; Hansell, LLP – 50%;

Form FR Y-6
WHEELER BANCSHARES, INC.
 Alamo, Georgia

Fiscal Year Ending December 31, 2012

Report Item 4: Insiders

Don R. Christian Dublin, GA	CPA	Director	Director & Secretary – Wheeler County State Bank, Wheeler Bancshares Capital Trust I & Wheeler Bancshares Capital Trust II	Partner – Hub Junction Partners, LLC General Partner – Christian Family, LLLP; Secretary & Director – Continental Farming Corp.; Secretary & Director – Southern Peanut & Storage, Inc.; Secretary & Director – I-16 Properties of Dublin, Inc.; General Partner – Hansell, LLLP; Member – Piedmont Land & Timber, LLC; Director & Secretary – Holland-Underwood Foundation, Inc.; Member – Christian Group, LLC; Director & Secretary – Continental Timber Corporation; Member – Hub Junction Partners, LLC; Director – Prime Timberlands, Inc.; Director – Suetian Enterprises, Inc.; Member – Golden Shamrock, LLC; Director – Live Oak of Claxton Dairy; Director – Willow Pond Development; Partner – Ra-Haze, LLLP; Partner – DRC, LLLP; Partner – Christian MM, LLC	15.82% (712 shares)	None	Christian Family, LLLP – 50%; Southern Peanut & Storage, Inc. – 50%; Hansell, LLLP – 50%; Christian Group LLC – 25%; Continental Timber Corporation – 50%; Live Oak of Claxton Dairy – 25%; Willow Pond Development, Inc. - 25%; Ra-Haze, LLLP – 25%; DRC, LLLP – 40%; Christian MM, LLC – 25%
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* M.L. Knight and Ruby Knight are married and own their shares in Wheeler Bancshares jointly. Ruby Knight does not hold any type of position with Wheeler Bancshares, Inc. or any of its subsidiaries.