

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, **Ansel P. Clark**

Reporter's Name, Street, and Mailing Address

WB&T Bankshares, Inc.

Name of the Holding Company Director and Official

President and Director

Legal Title of Holding Company

501 Tebeau Street/P.O. Box 1339

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.

Waycross

GA

31501

City

State

Zip Code

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.

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Eli D. Mullis

Chief Financial Officer

Name

Title

229-316-4189

Area Code / Phone Number / Extension

229-316-4184

Area Code / FAX Number

emullis@wbtsbankshares.com

E-mail Address

Signature of Holding Company Director and Official

03/28/2014

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

For Federal Reserve Bank Use Only

RSSD ID **1493636**

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.

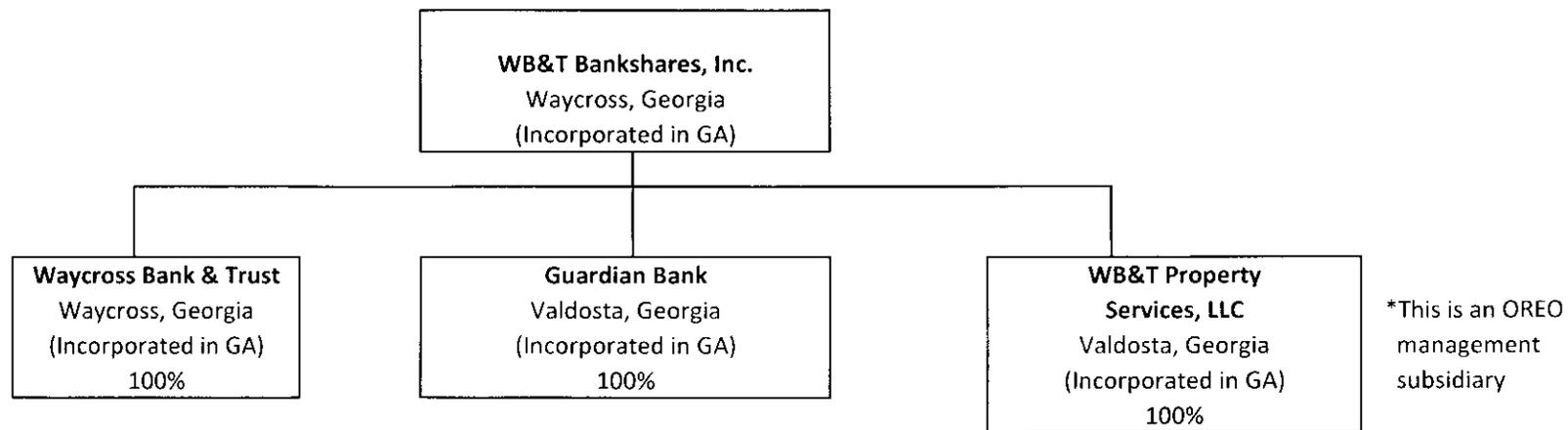
The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

Report Item 1: Annual Report

Two copies of our audited financial statements are included with this report.

Report Item 2a: Organizational Chart



Report Item 2b: Domestic Branch Listing

The branch information downloaded from the Federal Reserve has been verified and e-mailed to the appropriate contact at the Atlanta Federal Reserve.

Results: A list of branches for your depository institution: WAYCROSS BANK & TRUST (ID_RSSD: 1191352).
 This depository institution is held by **WB&T BANKSHARES, INC. (1493636)** of **WAYCROSS, 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
OK		Full Service (Head Office)	1191352	WAYCROSS BANK & TRUST	501 TEBEAU STREET	WAYCROSS	GA	31501-368	WARE	UNITED STATES	39342	0	WAYCROSS BANK & TRUST	1191352	
OK		Full Service	4392534	MIDWAY SQUARE BRANCH	60 MIDWAY SQUARE	BRUNSWICK	GA	31523	GLYNN	UNITED STATES	Not Required	Not Required	WAYCROSS BANK & TRUST	1191352	
OK		Full Service	3992003	NEWCASTLE BRANCH	1500 NEWCASTLE STREET	BRUNSWICK	GA	31520	GLYNN	UNITED STATES	507379	4	WAYCROSS BANK & TRUST	1191352	

Results: A list of branches for your depository institution: GUARDIAN BANK (ID_RSSD: 2989006).
 This depository institution is held by W&B BANKSHARES, INC. (1493636) of WAYCROSS, 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
OK		Full Service (Head Office)	2989006	GUARDIAN BANK	701 WILDWOOD PLANTATION DRIVE	VALDOSTA	GA	31602	LOWNDES	UNITED STATES	358181	0	GUARDIAN BANK	2989006	
OK		Full Service	3443420	NORMAN DRIVE BRANCH	246 NORMAN DRIVE	VALDOSTA	GA	31601	LOWNDES	UNITED STATES	453550	3	GUARDIAN BANK	2989006	
OK		Full Service	3021686	NORTH ASHLEY BRANCH OFFICE	1906 NORTH ASHLEY STREET	VALDOSTA	GA	31602	LOWNDES	UNITED STATES	261476	1	GUARDIAN BANK	2989006	

FORM FR Y-6
 WB&T BANKSHARES, INC.
 Waycross, Georgia
 December 31, 2013

Report Item 3: Securities holders

(1)(a)	(1)(b)	(1)(c)		
Name	Country of Citizenship	Number and Percentage of Each Class		
City, State, Country	or Incorporation	of Voting Securities		
James E. Stewart, Jr. Waycross, GA USA	USA	197,585	5.77%	Common Stock
Moi M. Monroe, III Waycross, GA USA	USA	211,863	6.18%	Common Stock
Terry L. Crosby & Geneva Crosby Waycross, GA USA	USA	226,793	6.62%	Common Stock
William J. Monroe, Jr. Savannah, GA USA	USA	171,267	5.00%	Common Stock
Larry Dean Lake Park, GA. USA	USA	194,894	5.69%	Common Stock
Norman Gibson Waycross, GA USA	USA	242,383	7.08%	Common Stock

Report Item 4: Insiders

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Name, City, State Country	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries (include names of subsidiaries)	Title & Position with Other Businesses (include names of other businesses)	Percentage of voting shares in Bank Holding Company	Percentage of voting shares in Subsidiaries (include names of subsidiaries)	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)
James E. Stewart, Jr. Waycross, GA USA	Wholesale Candy Distributor	Director and Chairman	Director, Guardian Bank	President, Stewart Candy Co. President, Buck Island Land Co., Inc.	5.77%	N/A	Buck Island Co., Inc. 100%
D. Lewayne Dalton Waycross, GA USA	Accounting	Director and Vice-Chairman	Director / Chairman Waycross B&T	Dalton & Bennett, CP, Partner	1.81%	N/A	N/A
Dr. S.W. Clark, III Waycross, GA USA	Physician	Director	Director, Waycross B&T	S.William Clark, MD Owner Clark Eye Clinic, PC	2.73%	N/A	Hilltop FLP -- 99% Clark Eye Clinic -- 100% Evaloria Partners, LLC -- 90%
Moi M. Monroe, III Waycross, GA USA	Banking	Director and Secretary	Director and Employee, Waycross B&T	N/A	6.18%	N/A	N/A

Report Item 4: Insiders

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Name, City, State Country	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries (include names of subsidiaries)	Title & Position with Other Businesses (include names of other businesses)	Percentage of voting shares in Bank Holding Company	Percentage of voting shares in Subsidiaries (include names of subsidiaries)	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)
J. Conway Gillis Waycross, GA USA	President Gillis Brothers, Inc.	Director	Director, Waycross B&T	President Gillis Brothers, Inc.	2.90%	N/A	Gillis Brothers, Inc. 92%
				President Dounoco Land Co., Inc.			Dounoco Land Co., Inc. 28%
				Partner Gillis Brothers Land Co.			Gillis Brothers Land Co. 50%
				Gillis Investments L.P./General Partner			Gillis Investments 50%
David W. Littlefield, Jr. Waycross, GA USA	President Littlefield Construction Company	Director	Director, Waycross B&T	President Littlefield Construction Company	3.49%	N/A	Littlefield Construction Company 50%
				Vice President Littlefield Concrete Co.			

Report Item 4: Insiders

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Name, City, State Country	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries (include names of subsidiaries)	Title & Position with Other Businesses (include names of other businesses)	Percentage of voting shares in Bank Holding Company	Percentage of voting shares in Subsidiaries (include names of subsidiaries)	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)
A. Harris Hines, Jr. Waycross, GA USA	Retired	Director	Director, Waycross B&T	N/A	2.66%	N/A	N/A
William J. Monroe, Jr. Savannah, GA USA	Retired	Director	Director, Waycross B&T	General Partner PMM, FLP	5.00%	N/A	
Ashley Paulk Hahira, GA USA	Owner Ashley Paulk, Inc.	Director	Director / Chairman Guardian Bank	President Valdosta Electric President Valdosta Technical Systems	5.64%	N/A	Ashley Paulk, Inc. 50% Valdosta Technical Systems 49% Northwind Apartments 25% Northwind Office Complex 25%

Report Item 4: Insiders

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Name, City, State Country	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries (include names of subsidiaries)	Title & Position with Other Businesses (include names of other businesses)	Percentage of voting shares in Bank Holding Company	Percentage of voting shares in Subsidiaries (include names of subsidiaries)	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)
Larry Dean Lake Park, GA. USA	President Standard Contractors, Inc.	Director	Director Guardian Bank	President Standard Contractors, Inc.	5.69%	N/A	Standard Contractors, Inc. 100%

Report Item 4: Insiders

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Name, City, State Country	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries (include names of subsidiaries)	Title & Position with Other Businesses (include names of other businesses)	Percentage of voting shares in Bank Holding Company	Percentage of voting shares in Subsidiaries (include names of subsidiaries)	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)
William P. Langdale, III Valdosta USA	Attorney	Director	Director Guardian Bank	Partner Langdale & Vallotton, LLP	3.81%	N/A	Valdosta Flying Service 100%
				Co-Manager Honor Ridge Properties, LLC			Honor Ridge Properties, LLC 50%
				Vice President PB Automotive, Inc.			PB Automotive, Inc. 45%
							MPM Properties, LLP 33%
							Grove Pointe, LLC 25%
							Snow Girls, LLC 50%
							Enterprise Business Partners 50%

Report Item 4: Insiders

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Name, City, State Country	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries (include names of subsidiaries)	Title & Position with Other Businesses (include names of other businesses)	Percentage of voting shares in Bank Holding Company	Percentage of voting shares in Subsidiaries (include names of subsidiaries)	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)
Ansel P. Clark Valdosta, GA USA	Banking	President	CEO & Director, Waycross B&T CEO & Director, Guardian Bank	N/A	2.54%	N/A	N/A
Eli D. Mullis Valdosta, GA USA	Banking	Chief Financial Officer	N/A	N/A	0.15%	N/A	N/A