

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, 2013

Month / Day / Year

I, MARTIN HAGGARD, JR.

Reporter's Name, Street, and Mailing Address

WAYNE COUNTY BANCSHARES, INC.

Name of the Holding Company Director and Official

Legal Title of Holding Company

PRESIDENT

P. O. BOX 247

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.

WAYNESBORO TN 38485

City State Zip Code

216 S. HIGH STREET, WAYNESBORO, TN 38485

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:

PENNY WILSON CPA

Name Title

615-373-3771

Area Code / Phone Number / Extension

615-377-4915

Area Code / FAX Number

pwilson@bcpas.com

E-mail Address

Martin Haggard, Jr.

Signature of Holding Company Director and Official

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

3-17-2014

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 1084829

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

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.

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

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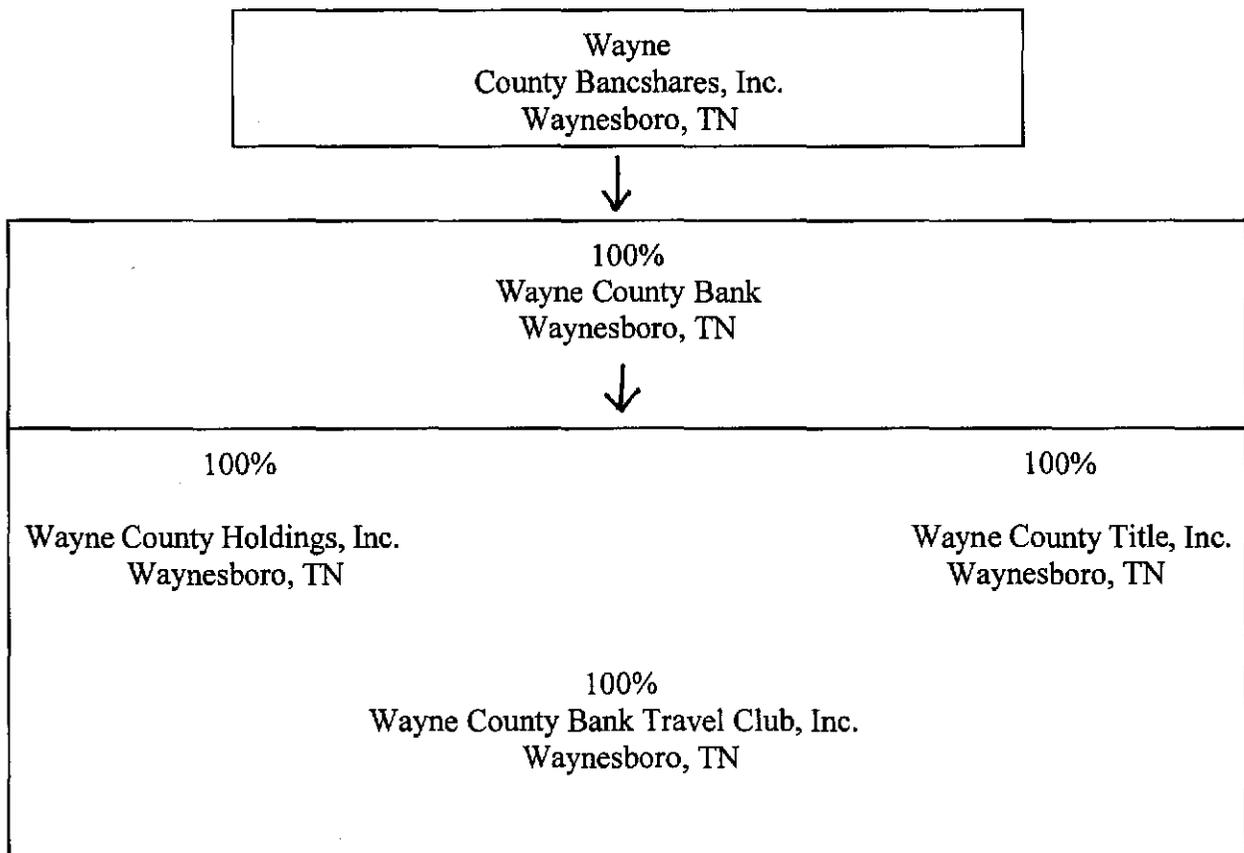
Form FR Y-6

WAYNE COUNTY BANCSHARES, INC.
Waynesboro, Tennessee

2013

1. The BHC does not prepare an annual report for its shareholders.

2a. Organization Chart



2b. List of Domestic Branches

Submitted via e-mail February 18, 2014

Please note: All entities are incorporated in the state of Tennessee.

Results: A list of branches for your holding company: WAYNE COUNTY BANKSHARES, INC. [084829] of WAYNESBORO, TN. The data are as of 1/31/2013. 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 Procedures

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.frbairreserve.gov>.

* FDIC UNIFORM, 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 UNIFORM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	511832	WAYNE COUNTY BANK	216 SOUTH HIGH STREET	WAYNESBORO	TN	38485	WAYNE	UNITED STATES	5867	01	WAYNE COUNTY BANK		511832
OK		Full Service	2748499	CLIFTON BRANCH	205 MAIN STREET	CLIFTON	TN	38425	WAYNE	UNITED STATES	219582	3	WAYNE COUNTY BANK		511832
OK		Full Service	510257	COLLINSWOOD BRANCH	201 SOUTH HIGHWAY 13	COLLINSWOOD	TN	38850	WAYNE	UNITED STATES	219582	1	WAYNE COUNTY BANK		511832
OK		Full Service	3574472	LEWIS COUNTY BRANCH	695 EAST MAIN STREET	Hohenwald	TN	38462	LEWIS	UNITED STATES	457256	5	WAYNE COUNTY BANK		511832
OK		Full Service	1880957	COURT SQUARE BRANCH	110 WEST PUBLIC SQUARE	WAYNESBORO	TN	38485	WAYNE	UNITED STATES	46870	2	WAYNE COUNTY BANK		511832
OK		Full Service	3692246	HIGHWAY 64 EXPRESS LIMITED SERVICE BRANCH	312 HIGHWAY 64 EAST	WAYNESBORO	TN	38485	WAYNE	UNITED STATES	219584	4	WAYNE COUNTY BANK		511832

WAYNE COUNTY BANCSHARES, INC.

Report Item 3: Securities Holders
(1)(a) (1)(b) (1)(c)

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-2013

(1)(a) Name, City, State	(1)(b) Citizenship	(1)(c) Shares
George Gray Waynesboro, TN	USA	1,900 - 6.16%
Sibyl Haggard Waynesboro, TN	USA	7,216 - 23.41%

* Percentage of total shares issued less shares held as treasury stock.
Report items (2)(a), (2)(b), (2)(c) are not applicable

WAYNE COUNTY BANCSHARES, INC.

December 31, 2013

Report Item 4: Insiders

(1) Names & Address	(2) Principal occupation if other than Bank Holding Company	(3)(a) Title & position with Bank Holding Company	(3)(b) Title & position with Subsidiaries	(3)(c) 4(c) Title & position with Other Businesses and percentage of ownership	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries
Sibyl Haggard Waynesboro, TN	N/A	Director	Director & Executive Vice President	N/A	23.41%	N/A
Larry Haggard Waynesboro, TN	N/A	Director	Director	N/A	4.38%	N/A
Martin L. Haggard Waynesboro, TN	N/A	Director	Director & President	N/A	4.62%	N/A
Larry K. Wright Cypress Inn, TN	Sales Manager	Director	Director	Sales Manager Hassell Hughes Lumber Company	.10%	N/A
George G. Gray Waynesboro, TN	Attorney	Director	Director	George G. Gray 100%	6.16%	N/A
Jason Rich Waynesboro, TN	Director	Director	Director	Mayor- Wayne County, TN	.10%	N/A
Dorothy M. Morris Waynesboro, TN	Retired	Director	Director	N/A	.16%	N/A
Frederick G. Ramsey Waynesboro, TN	CPA	Director	Director	Frederick G. Ramsey 100%	.39%	N/A
Darrell Holt Collinwood, TN	N/A	Director	Director	N/A	.15%	N/A

Percentage of total shares issued less shares held as treasury stock.

The title and position with subsidiaries as listed above is the same for all subsidiaries.