

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, Hugh G. Lentile, Jr.

Name of the Holding Company Director and Official

President

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.

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)

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:

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

Hugh G. Lentile, Jr.

Signature of Holding Company Director and Official

26 Mar 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 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

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
WHEELER BANCSHARES, INC.
Alamo, Georgia

Fiscal Year Ending December 31, 2013

Report Item 1: Annual Report to Shareholders

Wheeler Bancshares, Inc. prepares an annual report for its shareholders. The report is attached.

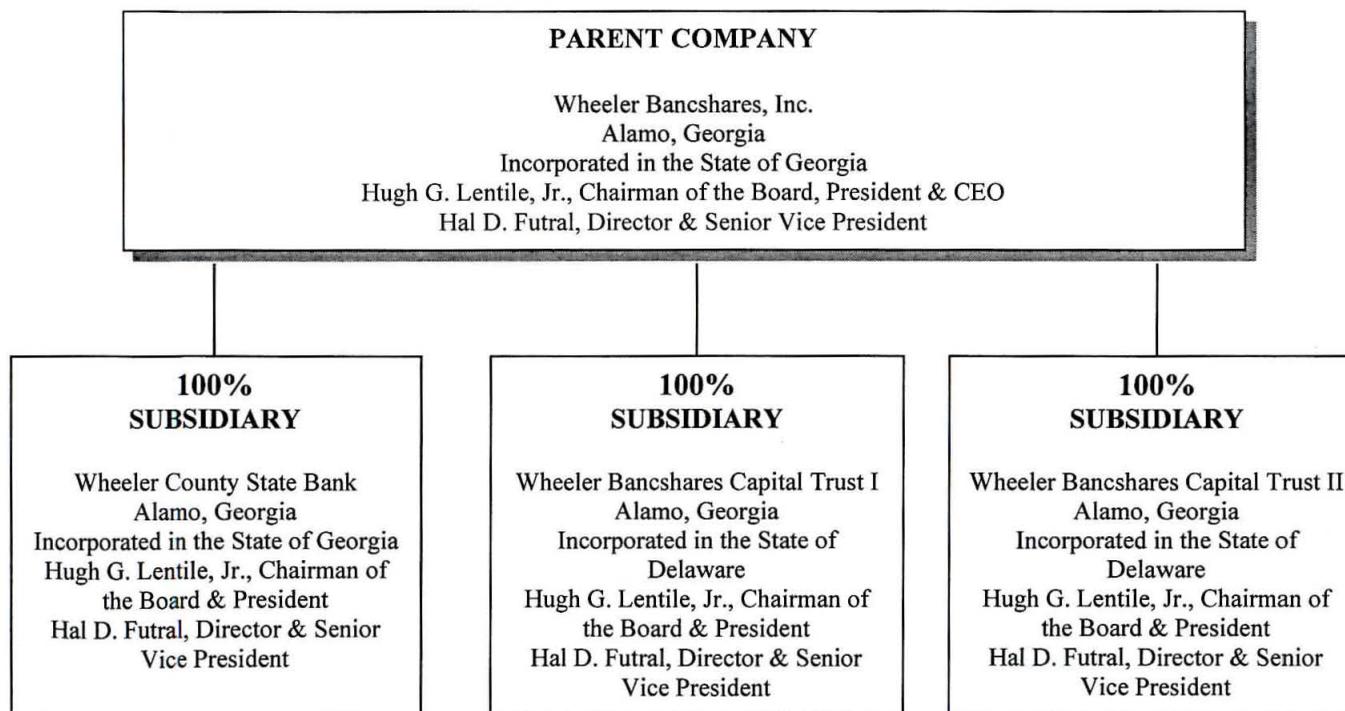
Revised

ITEM 2

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

Fiscal Year Ending December 31, 2013

Report Item 2a: Organizational Chart



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

Fiscal Year Ending December 31, 2013

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
OK		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	2 WEST 2 ND AVE	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, 2013

Report Item 3: Securities Holders

(1) Current Security Holders with ownership, control or holdings of 5% or more with power to vote as of 12-31-13.

(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.	3,048	67.73%
M.L. & Ruby T. Knight	Rentz, GA	U.S.A.	772	17.16%

(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 12-31-13.

(2)(a) Name	(2)(a) City, State	(2)(b) Country of Citizenship	(2)(b) Number of Voting Securities	(2)(b) Percentage of Voting Securities
Wayne F. Christian	Dublin, GA	U.S.A.	713	15.84%
Don R. Christian	Dublin, GA	U.S.A.	712	15.82%

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WHEELER BANCSHARES, INC.
 Alamo, Georgia

Fiscal Year Ending December 31, 2013

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.	67.73% (3048 shares)	None	South Construction Co., Inc. – 100%; United Design, Inc. – 50%; LLT, Inc. – 50%; NC Properties, Inc. – 50%; ASB, LLP – 100%
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

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WHEELER BANCSHARES, INC.
 Alamo, Georgia

Fiscal Year Ending December 31, 2013

Report Item 4: Insiders

*M.L. Knight Renz, 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 Renz; Owner – ONCE Construction Co.	17.16% (772 shares)	None	ONCE Construction Co. – 33%
Tina Knight Kukanza Athens, GA	Lawyer & CPA	Director	Director	Owner – Tina Knight Kukanza, Jd CPA	1.00% (45 shares)	None	Tina Knight Kukanza, Jd CPA – 100%
John C. Strickland Dublin, GA	CPA	Director	Director	Owner – John C Strickland, CPA Member – Four Score, LLP Managing Partner – GLY, LLP Managing Member – House Three, LLC CEO – Southeastern Apartment Management Corp. Treasurer – Southeastern Medical Management Corp.	None	None	John C Strickland, CPA – 100% GLY, LLP – 90%

* 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.