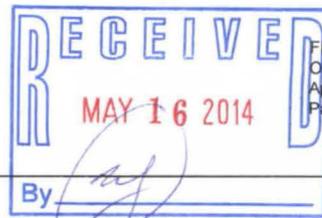


Revised



FR Y-6
OMB Number 7100-0297
Approval expires December 31, 2015
Page 1 of 2

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, Charlie W. Bray, III

Reporter's Name, Street, and Mailing Address

Atkinson County Bankshares Corporation

Name of the Holding Company Director and Official

President

Legal Title of Holding Company

P.O. Box 368

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.

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

Willacoochee GA 31650

City State Zip Code

6 Fleetwood Ave. E. Willacoochee, GA 31650

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:

Tracy Taylor Asst. Cashier

Name Title

912-422-7400

Area Code / Phone Number / Extension

912-422-3300

Area Code / FAX Number

ttaylor@thepeoplesbank.com

E-mail Address

Charlie W. Bray III

Signature of Holding Company Director and Official

03/19/2014

Date of Signature

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

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 1081332

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.

| | |
|---|---|
| <hr/> <p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical location (if different from mailing address)</p> <hr/> | <hr/> <p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical location (if different from mailing address)</p> <hr/> |
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| <hr/> <p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical location (if different from mailing address)</p> <hr/> | <hr/> <p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical location (if different from mailing address)</p> <hr/> |
| <hr/> <p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical location (if different from mailing address)</p> <hr/> | <hr/> <p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical location (if different from mailing address)</p> <hr/> |

FORM FR Y-6

**ATKINSON COUNTY BANKSHARES COPORATION
WILLACOOCHEE, GEORGIA**

FISCAL YEAR ENDING DECEMBER 31, 2013

REPORT ITEM

1: Not Applicable

REPORT ITEM

2a: Organizational Chart

**ATKINSON COUNTY BANKSHARES CORPORATION
WILLACOOCHEE, GEORGIA, USA
INCORPORATED IN GEORGIA**

100%

**THE PEOPLES BANK
WILLACOOCHEE, GEORGIA, USA
INCORPORATED IN GEORGIA**

2b: Submitted via email on 3/19/2014

Results: A list of branches for your holding company: ATKINSON COUNTY BANKSHARES CORPORATION (1081332) of WILLACOOCHEE, GA.
The data are as of 12/31/2012. Data reflects information that was received and processed through 02/24/2013.

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.

| 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 | 12/31/2012 | Full Service (Head Office) | 575133 | PEOPLES BANK, THE | 6 EAST FLEETWOOD AVENUE | WILLACOOCHEE | GA | 31650 | ATKINSON | UNITED STATES | 11128 | 0 | PEOPLES BANK, THE | 575133 | |
| OK | 12/31/2012 | Full Service | 1868382 | PEARSON OFFICE | 788 MAIN ST. NORTH | PEARSON | GA | 31642 | ATKINSON | UNITED STATES | 240345 | 1 | PEOPLES BANK, THE | 575133 | |

FORM FR Y-6
ATKINSON COUNTY BANKSHARES CORPORATION
WILLACOOCHEE, GEORGIA
Fiscal Year Ending December 31, 2013

REPORT ITEM 3: SECURITIES HOLDERS

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

| Current securities holders with ownership, control or holdings of 5% or more with power to vote as of 12-31-13. | | | Securities holders not listed in 3(1a) through 3(1c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-13. | | |
|---|--|--|---|--|--|
| (1a) Name & Address (City, State, Country) | (1b) Country of Citizenship or Incorporation | (1c) Number and Percentage of Each Class of Voting Securities | (2a) Name & Address (City, State, Country) | (2b) Country or Citizenship or Incorporation | (2c) Number and Percen- tage of Each Class of Voting Securities |
| Charlie W. Bray, III Willacoochee, GA, USA | USA | 7200 Shares 100% of common stock | N/A | N/A | N/A |

FORM FRY-6
 ATKINSON COUNTY BANKSHARES CORPORATION
 FISCAL YEAR ENDING DECEMBER 31, 2013

REPORT ITEM 4: INSIDERS

(1) (2) (3)(A)(B)(C) AND (4)(A)(B)(C)

| 1. NAMES & ADDRESS (CITY, STATE, COUNTRY) | 2. PRINCIPAL OCCUPATION IF OTHER THAN WITH BANK HOLDING CO. | 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) |
|--|---|---|---|---|--|--|---|
| CHARLIE W. BRAY, III WILLACOOCHEE, GA, USA | N/A | PRESIDENT & DIRECTOR | PRESIDENT, CHIEF EXECUTIVE OFFICER, & DIRECTOR OF THE PEOPLES BANK | N/A | OWNS 7200 SHARES OR 100% OF COMMON STOCK | NONE | N/A |
| CELESTE L. BRAY WILLACOOCHEE, GA, USA | N/A | DIRECTOR | LOAN CLERK & DIRECTOR OF THE PEOPLES BANK | N/A | NONE | NONE | N/A |
| CURTIS J. CROSBY, JR. WILLACOOCHEE, GA, USA | PINENEEDLE, LLC | VICE CHAIRMAN, SECRETARY-TREASURER DIRECTOR | DIRECTOR OF THE PEOPLES BANK | GENERAL PARTNER OF PINENEEDLE, LLC, OWNER & PRESIDENT OF SPRINGHEAD PROPERTIES, LLC OWNER & PRESIDENT OF PINENEEDLE AVIATION, INC. OWNER & PRESIDENT OF PINENEEDLE FARMS, LLC OWNER & PRESIDENT OF RENEGADE MGMT., INC. PRESIDENT OF CROSBY EQUIPMENT, INC. | NONE | NONE | OWNS 50% OF COMMON STOCK OF PINENEEDLE, LLC OWNS 100% OF COMMON STOCK OF SPRINGHEAD PROP. OWNS 100% OF COMMON STOCK OF PINENEEDLE AVIATION, INC. OWNS 100% OF COMMON STOCK OF PINENEEDLE FARMS, LLC, 50% OF COMMON STOCK OF RENEGADE MGMT., INC. OWNS 50% OF COMMON STOCK OF CROSBY EQUIPMENT, INC. |
| SHEILA HODGES GASKINS RETIRED WILLACOOCHEE, GA, USA | | DIRECTOR | DIRECTOR OF THE PEOPLES BANK | N/A | NONE | NONE | N/A |

| | | | | | | | |
|---|---|---------------------------------|---------------------------------|------|------|------|-----|
| LAQUETTA P. GRIFFIN NASHVILLE, GA, USA | SELF-EMPLOYED: DIRECTOR LIVESTOCK & FARMING | DIRECTOR OF THE PEOPLES BANK | N/A | NONE | NONE | N/A | |
| SIDNEY N. STRICKLAND PEARSON, GA, USA | RETIRED | DIRECTOR | DIRECTOR OF THE PEOPLES BANK | N/A | NONE | NONE | N/A |

CONFIRMATION: RELATIVE TO ATKINSON COUNTY BANKSHARES CORPORATION, ALL CHANGES IN INVESTMENTS REQUIRED TO BE FILED ON THE FRY-6A, BANK HOLDING COMPANY REPORT OF CHANGES IN INVESTMENTS OR ACTIVITIES, HAVE BEEN REPORTED TO THE FEDERAL RESERVE.



 CHARLIE W. BRAY, III, PRESIDENT