

Board of Governors of the Federal Reserve System



# Annual Report of Bank 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 CFR 211.13(c)); and Section 225.5(b) of Regulation Y (12 CFR 225.5(b)). 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 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 CFR 211.23). 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 Bank Holding Companies* must be signed by one director of the top-tier bank holding company. This individual should also be a senior official of the top-tier bank holding company. In the event that the top-tier bank 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 bank holding company's fiscal year-end):

December 31, 2011

Month / Day / Year

Reporter's Name, Street, and Mailing Address

Bankshares Corporation of Niceville

Legal Title of Bank Holding Company

P.O. Box 517

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

Niceville, FL 32578-0517

City / State / Zip Code

1020 John Sims Pkwy East

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Deborah P Dye, Chairman

Name / Title

850-678-3110 EXT 1149

Area Code / Phone Number

850-678-8079

FAX Number

ddye@pnbon.com

E-mail Address

www.pnbon.com

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

I, Deborah P Dye, Chairman

Name and Title of the Bank Holding Company Director and Official

attest that the *Annual Report of Bank Holding Companies* (including the supporting attachments) for this report date have 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.

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 CFR Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Signature of Bank Holding Company Director and Official

3/28/2012

Date of Signature

For bank 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 Number

1363793

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.

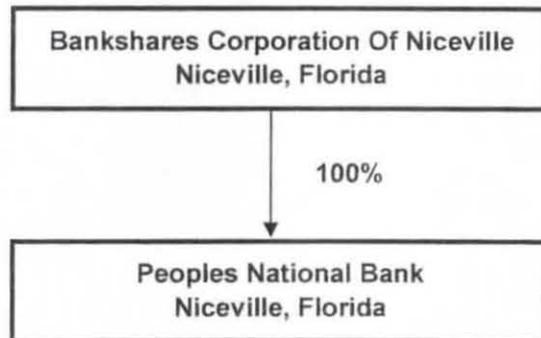
**Form FR Y-6**

Bankshares Corporation Of Niceville  
Niceville, Florida  
Fiscal Year Ending December 31, 2011

Report Item

1 : The Bank Holding Company does not prepare an annual report for its shareholders.

2 : Organization Chart



Results: A list of branches for your BHC: BANKSHARES CORPORATION OF NICEVILLE (1363793) of NICEVILLE, FL.  
The data is as of 12/31/2011.

**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.

See the detailed instructions on this site for more information. When you are finished, send a saved copy to your FRB contact.

\* 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*
OK		Full Service (Head Office)	483537	PEOPLES NATIONAL BANK	1020 JOHN SIMS PARKWAY	NICEVILLE	FL	32578	OKALOOSA	UNITED STATES	35706	0	PEOPLES NATIONAL BANK	483537
OK		Full Service	3310429	DEFUNIAK SPRINGS BRANCH	1452 HIGHWAY 331, SOUTH	DEFUNIAK SPRINGS	FL	32433	WALTON	UNITED STATES	433232	2	PEOPLES NATIONAL BANK	483537
Change	Feb-11	Full Service	3000029	FREEPORT BRANCH	15835 US HIGHWAY 331 BUSINESS	FREEPORT	FL	32439	WALTON	UNITED STATES	360511	1	PEOPLES NATIONAL BANK	483537

Form FR Y-6

Bankshares Corporation Of Niceville

Fiscal Year Ending December 31, 2011

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

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12/31/2011.			Shareholders 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 fiscal year ending 12/31/2011		
(1)a Name and Address	(1)b Country of Citizenship	(1)c Number of Shares and % owned	(2)a Name and Address	(2)b Country of Citizenship	(2)c Number of Shares and % owned
✓ William H. Powell Niceville, Florida 32578	USA	9,080---8.4%	NONE	N/A	N/A
✓ James W. Powell Niceville, Florida 32578	USA	30,487----28.26%			
✓ Deborah P. Dye Niceville, Florida 32578	USA	30,428--28.21%			
✓ Michael R. Floyd Niceville, Florida 32578	USA	8,307-----7.7%			
✓ Sibyl Moore Crestview, Florida 32536	USA	7,360 --- 6.82%			
<i>New</i> Walter Francis Spence Niceville, Florida 32578	USA	5,462---5.06%			

**Form FR Y-6**  
**Bankshares Corporation Of Niceville**  
**Fiscal Year Ending December 31, 2011**

**Report Item 4: Insiders**  
(1), (2), (3)(a,b,c), and (4)(a,b,c)

(1) Name & Address	(2) Principal Occupation	(3)a Title and Position with Bank Holding Company	(3)b Title and Position with Peoples National Bank	(3)c Title and Position with other Businesses	(4)a Shares & % Ownership - Holding Company	(4)b Shares & % Ownership - Holding Company	(4)c Shares and % Ownership of Other Businesses
James W. Powell ██████████ Niceville, FL 32578	Banker	Director Secretary	President and CEO	Partner/ Peoples Building Partnership Partner/W.H. Powell Rentals LLC	30,487 28.26%	None	37% Peoples General Building Partnership 10% W.H.Powell Rentals
Deborah P. Dye ██████████ Niceville, FL 32578	Banker	President Chairman	Chairman of the Board	Partner/ Peoples Building Partnership	30,428 28.21%	None	37% Peoples General Building Partnership
William H. Powell ██████████ Niceville, FL 32578	Retired	Director	None	Partner/ W.H. Powell Rentals LLC	9,080 8.40%	None	90% W.H. Powell Rentals LLC
Michael R. Floyd ██████████ Niceville, FL 32578	Real Estate Management	Director	None	Partner/Peoples Building Partnership President/Rosemont Housing Inc. Managing Member/ FEMM Enterprises LLC	8,307 7.70%	None	9% Peoples General Building Partnership 50% Rosemont Housing, Inc. 45% FEMM Enterprises LLC
Walter Francis Spence ██████████ Niceville, FL 32578	Property Management	Director	None	Partner/Tech Center Partnership Partner/Peoples Building Partnership Partner/Deerfoot Development Group	5,462 5.06%	None	25% Tech Center Partnership 6% Peoples General Bldg Partnership
W. Ferrol Spence ██████████ Niceville, FL 32578	Property Management	Director	None	Secretary/Spence Apfel Land Partner/Tech Center Partnership Partner/Freeport Properties, Inc. Partner/Peoples Building Partnership	5,151 4.78%	None	988 13% Spence/Apfel Land 25% Tech Center Partnership 50% Freeport Properties 3.83% Peoples Building Partnership