

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, Deborah P Dye

Reporter's Name, Street, and Mailing Address

Bankshares Corporation of Niceville

Name of the Holding Company Director and Official

Legal Title of Holding Company

Chairman

P.O. Box 517

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.

Niceville FL 32578
City State Zip Code

1020 John Sims Pkwy East Niceville, FL 32578

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:

Christina Sallee **EVP/CFO Peoples National**

Signature of Holding Company Director and Official

Name Title

03/24/2014

850-678-3110 1165

Date of Signature

Area Code / Phone Number / Extension

850-678-8079

Area Code / FAX Number

csallee@pnbon.com

E-mail Address

www.pnbon.com

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

For holding companies not registered with the SEC—
Indicate status of Annual Report to Shareholders:

Does the reporter request confidential treatment for any portion of this submission?

- is included with the FR Y-6 report
- will be sent under separate cover
- is not prepared

Yes Please identify the report items to which this request applies:

For Federal Reserve Bank Use Only

RSSD ID **1363793**
C.I. _____

- 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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City State Zip Code

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City State Zip Code

Physical location (if different from mailing address)

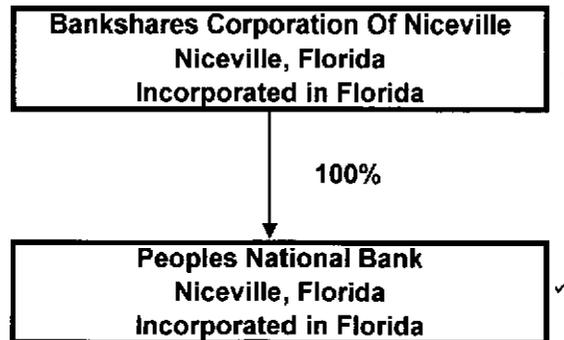
Form FR Y-6

Bankshares Corporation Of Niceville
Niceville, Florida ✓
Fiscal Year Ending December 31, 2013

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 12/31/2013.

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.

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 15835 US HIGHWAY 331	DEFUNIAK SPRINGS	FL	32433	WALTON	UNITED STATES	433232	2	PEOPLES NATIONAL BANK	483537
OK		Full Service	3000029	FREEPORT BRANCH	BUSINESS	FREEPORT	FL	32439	WALTON	UNITED STATES	360511	1	PEOPLES NATIONAL BANK	483537

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Bankshares Corporation Of Niceville

Fiscal Year Ending December 31, 2013

(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 12/31/2012.			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 12/31/2012		
(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
✓ Jean Powell William H. Powell (Deceased 02-25-13) Niceville, Florida 32578	USA	9,080 --- 8.41%	NONE	N/A	N/A
✓ James W. Powell Niceville, Florida 32578	USA	30,497 --- 28.27%			
✓ Deborah P. Dye Niceville, Florida 32578	USA	30,448 --- 28.23%			
✓ Michael R. Floyd Niceville, Florida 32578	USA	8,307 --- 7.7%			
✓ Sibyl Moore Crestview, Florida 32536	USA	7,360 --- 6.82%			
✓ Walter Francis Spence Niceville, Florida 32578	USA	5,562 --- 5.15%			

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Bankshares Corporation Of Niceville
Fiscal Year Ending December 31, 2012

Report Item 4: Insiders

(1), (2), (3)(a,b,c), and (4)(a,b,c)

(1)	(2)	(3)a	(3)b	(3)c	(4)a	(4)b	(4)c
Name & Address	Principal Occupation	Title and Position with Bank Holding Company	Title and Position with Peoples National Bank	Title and Position with other Businesses	Shares & % Holding Company	Shares & % Holding Company	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	30,497 28.27% ✓	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	30,448 28.23% ✓	None	37% Peoples General Building Partnership
William H. Powell Niceville, FL 32578 (Deceased 02/25/13)	Retired	Director	None	Partner/ W.H. Powell Rentals LLC	9,080 8.41% ✓	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. 35% 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	5,562 5.15%	None	50% Tech Center Partnership 6% Peoples General Bldg Partnership
W. Ferrol Spence Niceville, FL 32578	Property Management	Director	None	Manager/Bayou Plaza LLC Partner/Tech Center Partnership Partner/Freeport Properties, Inc. Partner/Peoples Building Partnership President/Spence-Apfel Land	5,151 4.77%	None	125 25% Bayou Plaza LLC 25% Tech Center Partnership 50% Freeport Properties 5% Peoples Building Partnership 2762 74% Spence/Apfel Land
W. Ferrol Spence as TTEE of the W. Ferrol Spence TR under will of W K Spence, dec				President/Spence-Apfel Land			494 13% Spence/Apfel Land
W. Ferrol Spence as TTEE of W Ferrol Spence Rev Living TR DTD 06-30-2000				President/Spence-Apfel Land			494 13% Spence/Apfel Land

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Bankshares Corporation Of Niceville
Fiscal Year Ending December 31, 2012

Report Item 4: Insiders

(1), (2), (3)(a,b,c), and (4)(a,b,c)

(1)	(2)	(3)a	(3)b	(3)c	(4)a	(4)b	(4)c
Name & Address	Principal Occupation	Title and Position with Bank Holding Company	Title and Position with Peoples National Bank	Title and Position with other Businesses	Shares & % Ownership - Holding Company	Shares & % Ownership - Holding Company	Shares and % Ownership of Other Businesses
✓ Thomas J. Powell, Jr. Niceville, FL 32578	Retired	Director ✓	None	✓ Chairman/Powell Agency ✓ Owner/ Margaret Powell Rentals	125 0.11% ✓	None	10% Powell Agency 100% Margaret Powell Rentals
✓ Cynthia M. Steiner Santa Rosa Beach, FL 32549	Banker	Director ✓	✓ Exec Vice President COO	None	100 0.09% ✓	None	None