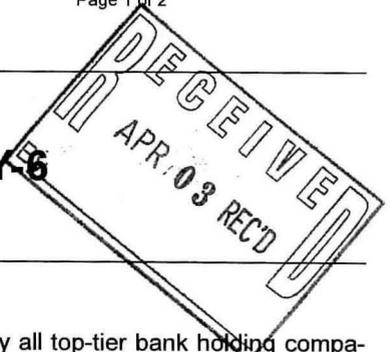


Board of Governors of the Federal Reserve System



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, 2012**

Month / Day / Year

I, Michael Officer

Name of the Holding Company Director and Official

Trustee

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

ESOT of People's Bank and Trust Co of Pickett County

Legal Title of Holding Company

19 Courthouse Square

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

Byrdstown TN 38549  
City State Zip Code

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:

Michael Officer Trustee

Name Title

931-864-3168

Area Code / Phone Number / Extension

931-864-6699

Area Code / FAX Number

mofficer@pbtco.net

E-mail Address

peoplesbankbyrdstown.com

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

Signature of Holding Company Director and Official

04/01/2013

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 1426782  
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.

Upper Cumberland Bancshares, Inc.

Legal Title of Subsidiary Holding Company

19 Courthouse Square

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

Byrdstown                      TN                      38549  
City                                      State                      Zip Code

Physical location (if different from mailing address)

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)

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)

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

City                                      State                      Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

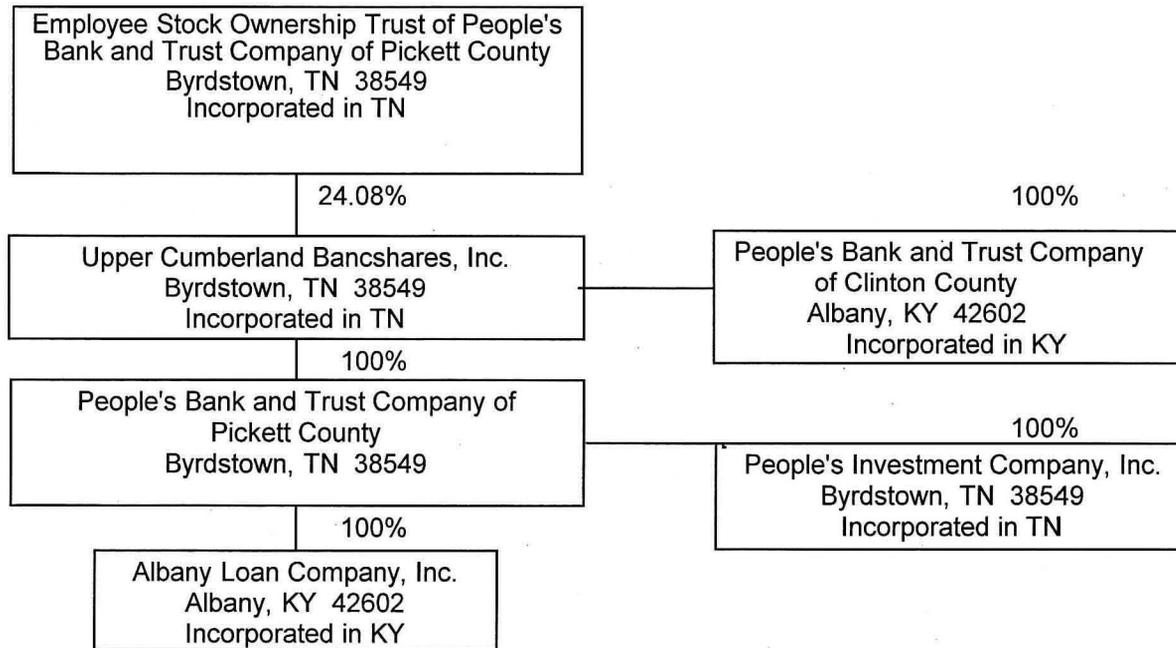
City                                      State                      Zip Code

Physical location (if different from mailing address)

FR Y6

Employee Stock Ownership Trust of People's Bank and Trust Company of Pickett County

Report item 2 Organization Chart



People's Bank and Trust Company of Clinton County was opened on 3-21-06.

People's Investment Company, Inc. is an inactive entity as our interest in Bankers Title was liquidated 12-18-07.

**Results:** A list of branches for your holding company: EMPLOYEE STOCK OWNERSHIP TRUST OF PEOPLE'S BANK AND TRUST COMPANY OF PICKETT COUNTY (1426782) of BYRDSTOWN, TN. 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**

**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
OK		Full Service (Head Office)	3335301	PEOPLE'S BANK AND TRUST COMPANY OF CLINTON COUNTY	403 NORTH CROSS STREET	ALBANY	KY	42602
OK		Full Service (Head Office)	942539	PEOPLE'S BANK AND TRUST COMPANY OF PICKETT COUNTY	19 COURTHOUSE SQUARE	BYRDSTOWN	TN	38549

Report Item 3: Shareholders

- (1) (a) James Elder, Livingston, TN 38570
- (b) U.S. citizen
- (c) James Elder owns or has the power to vote 5,016 shares, or 7.62%, of Upper Cumberland Bancshares, Inc. (Company)

The Employee Stock Ownership Trust of People's Bank and Trust Company of Pickett County (ESOT), 19 Courthouse Square, Byrdstown, TN 38549, is organized as a bank holding company and owns 15,846 shares, or 24.08%, of Company. The three trustees are:

Michael Officer  
Gale Copeland  
Bruce Elder

The ESOT plan states that the Trustees generally shall vote all shares of Company stock held under the Trust, in accordance with the written instructions of the Administrator. The Administrator under ESOT is the Board of Directors of the Bank.

Report Item 3(2): None

Report Item 4: Directors and Officers

<b>1</b> <b>Name &amp; Address</b>	<b>2</b> <b>Occupation</b>	<b>3</b> <b>Position with BHC</b>	<b>4</b> <b>% Owned/Controlled</b>
Larry T. Conner Albany, KY 42602	Banker	EVP 3	0.08%
Bruce E. Elder Livingston, TN 38570	Banker	EVP/Director/Sec 1,2,5 Trustee (ESOT)	0.78%
James E. Elder Livingston, TN 38570	Banker	Chmn/CEO 1,2,3,4,5	7.62%
Michael D. Officer Livingston, TN 38570	Banker	Pres/CFO/Cshr/Director Trustee (ESOT) 1,2,3,4,5	0.78%
Gale Copeland Byrdstown, TN 38549	Retired	Director 2,5 Trustee (ESOT)	3.90%
John Keisling Cookeville, TN 38506	Insurance	Director 2,5	0.00%
Johnnie A. Keisling Byrdstown, TN 38549	Retired	Director 2,5	3.29%
Bobby H. Mullins Byrdstown, TN 38549	Retired	Director 2,5	3.26%
David Reeves Albany, KY 42602	Concrete plant	Director 4	0.19%
Terry White Albany, KY 42602	Pipe Supply	Director 4	0.46%

1 - Officer of People's of Pickett County

2 - Director of People's of Pickett County

3 - Officer of People's of Clinton County

4 - Director of People's of Clinton County

5- Holds same position with Albany Loan Company and People's Investment Co, Inc.

\* None of the above have any ownership in the subsidiaries of the bank holding company.

Report Item 4: Directors and Officers

Items (3)(c) and (4)(c)

<b>Name</b>	<b>Company</b>	<b>Title</b>	<b>Ownership</b>
John Keisling	Keisling Insurance Agency, Inc.	Agent/Treasurer	0.00%
Bobby H. Mullins	Mullins Lumber Co., Inc.	President	100 Shares or 100%
David Reeves	Albany Redi-Mix	President	Minority owner in trust
Terry White	BWI Pipe and Supply, Inc.	President	100 shares or 100%
	White Properties, Inc.	President	100 shares or 100%

\* Other directors and officers have no related interests.