

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 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 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 C.F.R. § 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

I, Derek B. Williams
 Name of the Bank Holding Company Director and Official
President & CEO
 Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address
First Peoples Bankshares, Inc.
 Legal Title of Bank Holding Company
105 Chipley Street
 (Mailing Address of the Bank Holding Company) Street / P.O. Box
Pine Mountain GA 31822
 City State Zip Code
Same as above
 Physical location (if different from mailing address)

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.

Person to whom questions about this report should be directed:
J. Randal McKoon VP & CFO
 Name Title
706-663-2700
 Area Code / Phone Number / Extension
706-663-8145
 Area Code / FAX Number
Randal.McKoon@FirstPeoplesBank.com
 E-mail Address
www.FirstPeoplesBank.com
 Address (URL) for the Bank Holding Company's web page

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.

[Signature]
 Signature of Bank Holding Company Director and Official
02/22/2012
 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 ID 2325912
 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 Bank Holding Companies

Top-tiered bank holding companies must list the names, mailing address, and physical locations of each of their subsidiary bank holding companies below.

First Peoples Bank

Legal Title of Subsidiary Bank Holding Company

105 Chipley Street

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

Pine Mountain GA 31822

City State Zip Code

Same as above.

Physical location (if different from mailing address)

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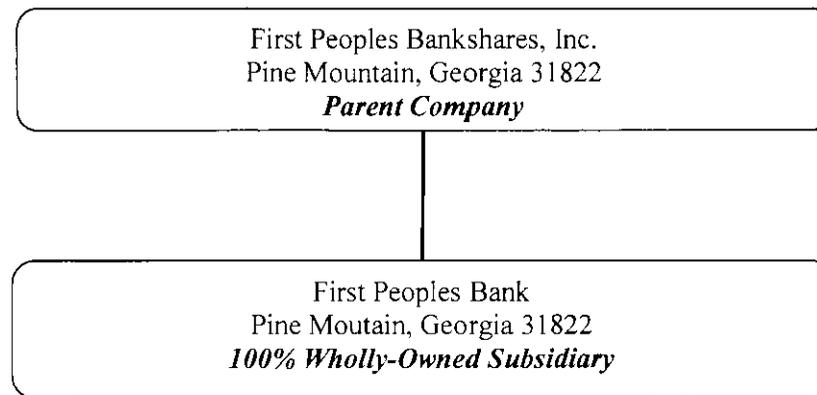
Form FR Y-6

First Peoples Bankshares, Inc.
Pine Mountain, Georgia 31822
Fiscal Year Ending December 31, 2011

Report Item

- 1 The bank holding company prepares an annual report for its shareholders. The Annual Report is not available at this time, but will be forwarded when completed.

2a. Organizational Chart



2b. See attached from <http://structurelists.federalreserve.gov> for ID_RSSD 1459799. Submitted via email on 02/21/2012.

Form FR Y-6

First Peoples Bankshares, Inc.
Pine Mountain, Georgia
Fiscal Year Ending December 31, 2011

Report Item

3 Securities Holders

Current Shareholders with ownership, control or holdings of 5% or more with the power to vote as of 12-31-2011					Shareholders not listed in 3(1)(a) through 3(1)(c) with ownership, control or holdings of 5% or more with the power to vote during the fiscal year ending 12-31-2011				
(1)(a)	(1)(b)	(1)(c)			(2)(a)	(2)(b)	(2)(c)		
Name & Address City, State, Country	Country of Citizenship or Incorporation	Number of Voting Shares	Percentage of Each Class	Securities Class	Name & Address City, State, Country	Country of Citizenship or Incorporation	Number of Voting Shares	Percentage of Each Class	Securities Class
Mack H. Clements, MD ██████████ Pine Mountain, GA 31822	USA	11,525	7.67%	Common	<i>None</i>				
Capital City Bank Group, Inc. ██████████ Tallahassee, FL 32302	USA	31,200	20.75%	Common					
Alice Mullins ██████████ Pine Mountain, GA 31822	USA	10,725	7.13%	Common					

Memo:

Total Number of Voting Shares Outstanding 150,344

Form FR Y-6

First Peoples Bankshares, Inc.
Pine Mountain, Georgia
Fiscal Year Ending December 31, 2011

Report Item #4: Insiders

Added

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(3)(c)	(4a)	(4a)	(4b)	(4c)
Names & Address	Principal Occupation	Title & Position with Bank Holding Company	Title & Position with Subsidiaries Company	Other Business Name	Title & Position with Other Business	BHC Shares	Percentage Owned	Percentage of Voting Shares in Subsidiaries	25% or More of Voting Shares in Other Companies
Chance Carlisle [Redacted] Pine Mountain, GA 31822	Construction	Director	Director	Carlisle Services	President	1,000	0.67%	None	N/A
Mack H. Clements, MD [Redacted] Pine Mountain, GA 31822	Physician	Director Chairman	Director First Peoples Bank	Clements Professional Association Maugarrah & Garrett, Inc.	President President	11,525	7.67%	None	50.00% 50.00%
George Elmore [Redacted] Pine Mountain, GA 31822	Retired	Director	Director	N/A	N/A	5,000	3.33%	None	N/A
Doug Etheridge [Redacted] Pine Mountain, GA 31822	N/A	VP/SLO Executive	VP/SLO Executive	N/A	N/A	-	0.00%	None	None
Charles Kimbrough [Redacted] Pine Mountain, GA 31822	Store Owner	Director	Director	Kimbrough Brother Yellow Jacket Rivers Rats, LLC	President Partner	4,865	3.24%	None	100.00% 50.00%
Jane J. Lawon [Redacted] Pine Mountain, GA 31822	N/A	Secretary Director	VP/COO Director First Peoples Bank	Jenkins Company	Secretary	3,933	2.62%	None	50.00%
J. Randal McKoon [Redacted] Pine Mountain, GA 31822	Banking	VP/CFO Executive	VP/CFO Executive	CaCo Management	Co-Owner	-	0.00%	None	50.00%
James Rodgers [Redacted] Pine Mountain, GA 31822	Retired	Director	Director First Peoples Bank	N/A	None	350	0.23%	None	None
Sally Sharpless [Redacted] Pine Mountain, GA 31822	Retired	Director	Director	N/A	None	500	0.33%	None	None
Derek Williams [Redacted] Pine Mountain, GA 31822	N/A	President Director	President Director First Peoples Bank	N/A	None	225	0.15%	None	N/A
Capital City Bank Group, Inc. [Redacted] Tallahassee, FL 32302	N/A	Principal Shareholder	N/A	N/A	N/A	31,200	20.75%	None	N/A

Added

Notes:

Number of Shares Outstanding
Company Codes

150,344
FPB - First Peoples Bank
HC - First Peoples Bankshares, Inc.

Results: A list of branches for your depository institution: FIRST PEOPLES BANK ID: RSSD: 1459799
 This depository institution is held by FIRST PEOPLES BANKSHARES, INC. 1230591213 PINE MOUNTAIN, GA.
 The data are as of 1/27/2012. Data reflects information that was received and processed through 01/25/2012.

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		Full Service (Head Office)	1459799	FIRST PEOPLES BANK	105 CHIPLEY STREET	PINE MOUNTAIN	GA	31822	HARRIS	UNITED STATES	46191	0	FIRST PEOPLES BANK	1459799	
OK		Full Service	2633532	HAMILTON OFFICE	121 SOUTH COLLEGE STREET	HAMILTON	GA	31811	HARRIS	UNITED STATES	289168	2	FIRST PEOPLES BANK	1459799	