

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.

I, Jane Lawson

Name of the Holding Company Director and Official

SVP & COO

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.

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 Holding Company Director and Official

02/09/2015
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

2325912

C.I.

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2014

Month / Day / Year

N/A

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address

First Peoples Bankshares, Inc.

Legal Title of Holding Company

105 Chipley Street

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

Pine Mountain

GA

31822

City

State

Zip Code

Same as Above

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

J. Randal McKoon

SVP & CFO

Name

Title

706-663-2700

Area Code / Phone Number / Extension

706-663-8145

Area Code / FAX Number

RMcKoon@FPBank.org

E-mail Address

www.FirstPeoplesBank.com

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

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.

First Peoples Bank

Legal Title of Subsidiary Holding Company

105 Chipley Street

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

Pine Mountain

GA

31822

City

State

Zip Code

Same as above

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)

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)

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)

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)

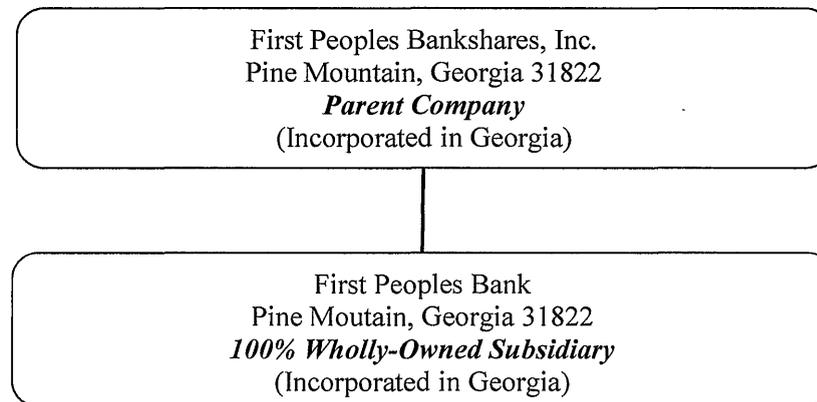
Form FR Y-6

First Peoples Bankshares, Inc.
Pine Mountain, Georgia 31822
Fiscal Year Ending December 31, 2014

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 early via email on 02/06/2015 to structure3@atl.frb.org.

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. (2329912) of PINE MOUNTAIN, GA.
 The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2015.

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	

Form FR Y-6

First Peoples Bankshares, Inc.
Pine Mountain, Georgia
Fiscal Year Ending December 31, 2014

Report Item

3 Securities Holders

Current Shareholders with ownership, control or holdings of 5% or more with the power to vote as of 12-31-2014					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 12-31-2014				
(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
Maack H. Clements, MD Pine Mountain, GA 31822	USA	11,525	8.49%	Common	Alice Mullins Pine Mountain, GA 31822	USA	-	0.00%	Common
Capital City Bank Group, Inc. Tallahassee, FL 32302	USA	31,200	22.98%	Common					

Memo:

Total Number of Voting Shares Outstanding 135,790

Form FR Y-6

First Peoples Bankshares, Inc.
Pine Mountain, Georgia
Fiscal Year Ending December 31, 2014

Report Item #4: Insiders

(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 Pine Mountain, GA 31822	Construction	Director	Director	Carlisle Services	President	1,050	0.77%	None	N/A
Mack H. Clements, MD Pine Moutain, GA 31822	Physician	Director Chairman	Director First Peoples Bank	Clements Professional Association Maugarrah & Garrett, Inc.	President President	11,525	8.49%	None	50.00% 50.00%
Doug Etheridge Pine Mountain, GA 31822	N/A	VP/SLO Executive	VP/SLO Executive	N/A	N/A	50	0.04%	None	None
Charles Kimbrough Pine Mountain, GA 31822	Investor	Director	Director	Kimbrough Brother Yellow Jacket Rivers Rats, LLC	President Partner	4,965	3.66%	None	100.00% 50.00%
Jane J. Lawson Pine Mountain, GA 31822	N/A	Secretary Director	VP/COO Director First Peoples Bank	Jenkins Company	Secretary	3,933	2.90%	None	50.00%
J. Randal McKoon Pine Mountain, GA 31822	Banking	VP/CFO Executive	VP/CFO Executive	CaCo Management	Co-Owner	-	0.00%	None	50.00%
Sally Sharpless Pine Mountain, GA 31822	Retired	Director	Director	N/A	None	500	0.37%	None	None
Charles Sweat Pine Mountain, GA 31822	Banking	President	President First Peoples Bank	N/A	None	-	0.00%	None	N/A
Capital City Bank Group, Inc. Tallahassee, FL 32302	N/A	Principal Shareholder	N/A	N/A	N/A	31,200	22.98%	None	N/A

Notes:

Number of Shares Outstanding 135,790
Company Codes FPB - First Peoples Bank
HC - First Peoples Bankshares, Inc.