

Revised

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, Daryle W. Keck

Reporter's Name, Street, and Mailing Address

First Peoples Bancorp, Inc.

Legal Title of Holding Company

206 W. Broadway Blvd.

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

Jefferson City

TN

37760

City

State

Zip Code

Name of the Holding Company Director and Official

Director & President

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.

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:

Carla Hickey

SVP & Cashier

Name

Title

865-471-3125

Area Code / Phone Number / Extension

865-471-1277

Area Code / FAX Number

hickey@firstpeoplesbank.net

E-mail Address

www.firstpeoplesbank.net

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

Signature of Holding Company Director and Official

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
C.I.

4166397

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

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

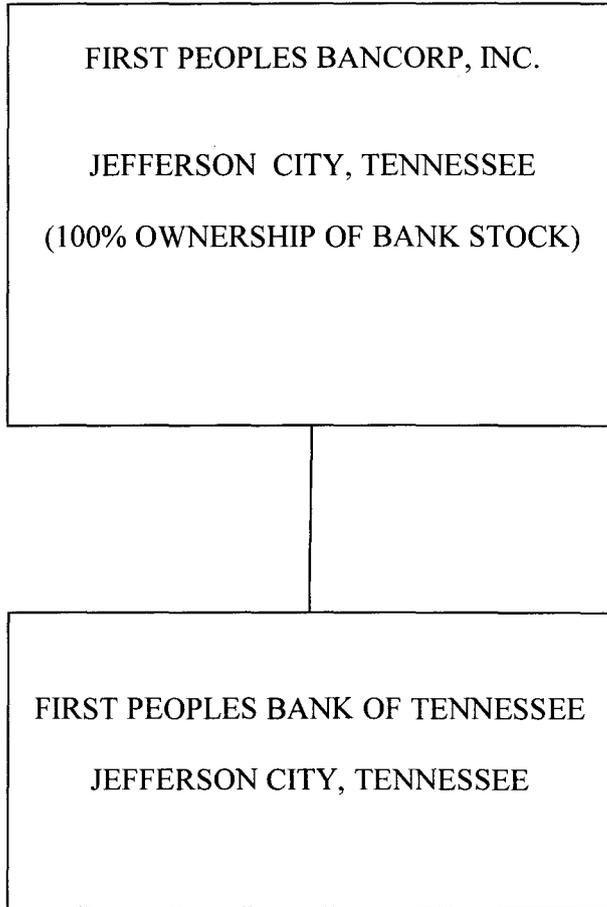
In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.

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. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

Revised



State of Incorporation-Tennessee

Results: A list of branches for your depository institution: FIRST PEOPLES BANK OF TENNESSEE (ID_RSSD: 421539). This depository institution is held by FIRST PEOPLES BANCORP, INC. (4166397) of JEFFERSON CITY, 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 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
OK		Full Service (Head Office)	421539	FIRST PEOPLES BANK OF TENNESSEE	206 WEST BROADWAY BOULEVARD	JEFFERSON CITY	TN
OK		Full Service	301332	DANDRIDGE BRANCH	415 MEETING STREET	DANDRIDGE	TN
OK		Full Service	3075737	WALMART BRANCH	630 EAST BROADWAY	JEFFERSON CITY	TN
OK		Full Service	2682389	KNOXVILLE BRANCH	7100 KINGSTON PIKE	KNOXVILLE	TN

OK		Full Service	422031	STRAWBERRY PLAINS BRANCH	7522 ASHEVILLE HIGHWAY	KNOXVILLE	TN
OK		Full Service	3041273	DAVEY CROCKETT BRANCH	475 DAVY CROCKETT PARKWAY	MORRISTOWN	TN
OK		Full Service	236836	TALBOTT BRANCH	6187 W ANDREW JOHNSON HIGHWAY	TALBOTT	TN

ate column.

Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
37760	JEFFERSON	UNITED STATES	15156	0	FIRST PEOPLES BANK OF TENNESSEE	421539	
37725	JEFFERSON	UNITED STATES	253669	1	FIRST PEOPLES BANK OF TENNESSEE	421539	
37760	JEFFERSON	UNITED STATES	362425	8	FIRST PEOPLES BANK OF TENNESSEE	421539	
37919	KNOX	UNITED STATES	253675	7	FIRST PEOPLES BANK OF TENNESSEE	421539	

37924	KNOX	UNITED STATES	363169	10	FIRST PEOPLES BANK OF TENNESSEE	421539	
37813	HAMBLEN	UNITED STATES	362497	9	FIRST PEOPLES BANK OF TENNESSEE	421539	
37877	JEFFERSON	UNITED STATES	253674	6	FIRST PEOPLES BANK OF TENNESSEE	421539	

FIRST PEOPLES BANCORP, INC.

LIST OF SHAREHOLDERS WITH FIVE PERCENT (5%)
OR MORE OF VOTING POWER
December 31, 2012

(1)(a.)	Name and Address of Shareholders	(1)(b.)	Country of Citizenship	(1)(c.)	Number of Shares and Percent of Voting Shares
	Johnny Wayne Farris Jefferson City, Tennessee 37760		United States		110,000 22.8%
	Keith D Rugel Jefferson City, Tennessee 37760		United States		110,000 22.8%
	Timothy F. Neal Knoxville, Tennessee 37920		United States		110,000 22.8%
	Jack A Hodgson New Market, Tennessee 37820		United States		58,187 12.1%
	Melanie T. Hodgson New Market, Tennessee 37820		United States		29,813 6.2%
	Eli N. Matijevich Jefferson City, Tennessee 37760		United States		44,000 9.1%

FIRST PEOPLES BANCORP, INC.
LIST OF DIRECTORS AND OFFICERS
December 31, 2012

Revised

(1) Name and Address	(2) Principal Occupation	3(a) Title or Position With			3(c) Other Business	4(a) First Peoples Bancorp, Inc.	4(b) Percent of Voting Shares		4(c) Other	
		Bank Holding Company	Bank				Subsidiaries	Name	%	
Johnny Wayne Farris Jefferson City, Tennessee	Auto Dealer	Director and Chairman	Director and Chairman		President Farris Motor Company Jefferson City, TN	22.80%	NA	Farris Motor Company	100%	
Keith D Rugel Jefferson City, Tennessee	Executive	Director	Director		President Rugel Church Furnishings, Inc. Jefferson City, TN	22.80%	NA	Rugel Church Furnishings, Inc.	100%	
Timothy F. Neal Knoxville, Tennessee	Development	Director	Director		President Fairfax Development, Inc. Knoxville, TN	22.80%	NA	Fairfax Development, Inc.	50%	
Jack A Hodgson New Market, Tennessee	Aerospace Sales and Marketing	Director	Director		President TN Heritage Company Integrated Resources New Market, TN	{1} 18.30%	NA	TN Heritage Company Integrated Resources	100% 100%	
Eli N. Matjevich Jefferson City, Tennessee	Retired	Director	Director		NA	9.10%	NA	NA	NA	
Daryle W. Keck Jefferson City, Tennessee	Banker	Director and President	Director and President		NA	None	NA	NA	NA	
Carla A. Hickey Jefferson City, Tennessee	Banker	Secretary	Senior Vice President and Cashier		NA	None	NA	NA	NA	
								NA	NA	

{1} Total percentage includes 6.2% owned by Melanie T. Hodgson, wife of Jack A. Hodgson.