

FEB 14 RECD

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, Jane Lawson

Reporter's Name, Street, and Mailing Address

First Peoples Bankshares, Inc.

Name of the Holding Company Director and Official

SVP & COO

Legal Title of Holding Company

105 Chipley Street

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.

|               |       |          |
|---------------|-------|----------|
| Pine Mountain | GA    | 31822    |
| City          | State | Zip Code |

Same as above

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:

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

Signature of Holding Company Director and Official

02/06/2014

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.

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)

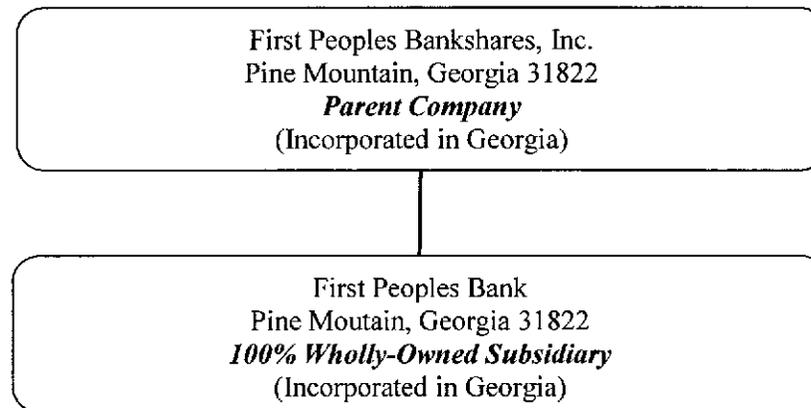
**Form FR Y-6**

**First Peoples Bankshares, Inc.  
Pine Mountain, Georgia 31822  
Fiscal Year Ending December 31, 2013**

**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 02/06/2014 to [structure3@atl.frb.org](mailto: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. (2325912) of PINE MOUNTAIN, GA.  
 The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

**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              |  |
| Change      | 8/12/2013      | Full Service               | 2633532         | HAMILTON OFFICE    | 121 SOUTH COLLEGE STREET | HAMILTON      | GA    | 31811    | HARRIS | UNITED STATES | 289168       | 2              | FIRST PEOPLES BANK | 1459799              | Moved from temporary location upon completion of construction. |

Form FR Y-6

First Peoples Bankshares, Inc.  
Pine Mountain, Georgia  
Fiscal Year Ending December 31, 2013

Report Item

3 Securities Holders

| Current Shareholders with ownership, control or holdings of 5% or more with the power to vote as of 12-31-2013 |  |                            |                             |                     | 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 12-31-2013 |  |                            |                             |                     |
|--|--|----------------------------|-----------------------------|---------------------|--|--|----------------------------|-----------------------------|---------------------|
| (1)(a)   | (1)(b)                                     | (1)(c)                     |                             |                     | (2)(a)   | (2)(b)                                     | (2)(c)                     |                             |                     |
| Name & Address<br>City, State, Country   | Country of Citizenship<br>or Incorporation | Number of<br>Voting Shares | Percentage<br>of Each Class | Securities<br>Class | Name & Address<br>City, State, Country   | Country of Citizenship<br>or Incorporation | Number of<br>Voting Shares | Percentage<br>of Each Class | Securities<br>Class |
| Mack H. Clements, MD<br><br>Pine Mountain, GA  | USA  | 11,525                     | 8.48%                       | Common              | <i>None</i>  |  |                            |                             |                     |
| Capital City Bank Group, Inc.<br>1<br>Tallahassee, FL  | USA  | 31,200                     | 22.95%                      | Common              |  |  |                            |                             |                     |
| Alice Mullins<br><br>Pine Mountain, GA   | USA  | 10,725                     | 7.89%                       | Common              |  |  |                            |                             |                     |

*Memo:*

Total Number of Voting Shares Outstanding 135,948

Form FR Y-6

First Peoples Bankshares, Inc.  
Pine Mountain, Georgia  
Fiscal Year Ending December 31, 2013

Report Item #4: Insiders

| (1)  | (2)                  | (3)(a)                                     | (3)(b)                                     | (3)(c)   | (3)(d)                               | (4a)       | (4a)             | (4b)  | (5)(c)  |
|--|----------------------|--|--|--|--------------------------------------|------------|------------------|---|---|
| Name & 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 |
| Charce Carlisle<br>Pine Mountain, GA             | Construction         | Director                                   | Director                                   | Carlisle Services  | President                            | 1,000      | 0.74%            | None  | N/A   |
| Mack H. Clements, MD<br>Pine Mountain, GA        | Physician            | Director<br>Chairman                       | Director<br>First Peoples Bank             | Clements Professional Association<br>Maugarrah & Garrett, Inc. | President<br>President               | 11,525     | 8.48%            | None  | 50.00%<br>50.00%                                |
| George Elmore<br>Pine Mountain, GA               | Retired              | Director                                   | Director                                   | N/A  | N/A                                  | 5,000      | 3.68%            | None  | N/A   |
| Doug Etheridge<br>Pine Mountain, GA              | N/A                  | VP/SLO<br>Executive                        | VP/SLO<br>Executive                        | N/A  | N/A                                  | 50         | 0.04%            | None  | None  |
| Charles Kimbrough<br>Pine Mountain, GA           | Store Owner          | Director                                   | Director                                   | Kimbrough Brother<br>Yellow Jacket Rivers Rats, LLC            | President<br>Partner                 | 4,965      | 3.65%            | None  | 100.00%<br>50.00%                               |
| Jane J. Lawson<br>Pine Mountain, GA              | N/A                  | Secretary<br>Director                      | VP/COO<br>Director<br>First Peoples Bank   | Jenkins Company  | Secretary                            | 3,933      | 2.89%            | None  | 50.00%  |
| J. Randal McKoon<br>Pine Mountain, GA            | Banking              | VP/CFO<br>Executive                        | VP/CFO<br>Executive                        | CaCo Management  | Co-Owner                             | -          | 0.00%            | None  | 50.00%  |
| James Rodgers<br>Pine Mountain, GA               | Retired              | Director                                   | Director<br>First Peoples Bank             | N/A  | None                                 | 375        | 0.28%            | None  | None  |
| Sally Sharpless<br>Pine Mountain, GA             | Retired              | Director                                   | Director                                   | N/A  | None                                 | 500        | 0.37%            | None  | None  |
| Charles Sweat<br>Pine Mountain, GA               | Banking              | President                                  | President<br>First Peoples Bank            | N/A  | None                                 | -          | 0.00%            | None  | N/A   |
| Capital City Bank Group, Inc.<br>Tallahassee, FL | N/A                  | Principal Shareholder                      | N/A  | N/A  | N/A                                  | 31,200     | 22.95%           | None  | N/A   |
| Alice S. Mullins<br>Pine Mountain, GA            | N/A                  | Principal Shareholder                      | N/A  | N/A  | N/A                                  | 10,725     | 7.89%            | None  | N/A   |

Notes:

Number of Shares Outstanding  
Company Codes

135,948  
FPB - First Peoples Bank  
HC - First Peoples Bankshares, Inc.