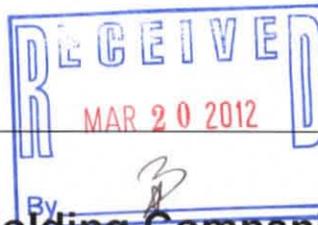


Board of Governors of the Federal Reserve System



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):
12/31/11
Month / Day / Year

I, Daryle W. Keck
Name of the Bank Holding Company Director and Official
Director & President
Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address
First Peoples Bancorp, Inc.
Legal Title of Bank Holding Company
206 W. Broadway Blvd.
(Mailing Address of the Bank Holding Company) Street / P.O. Box
Jefferson City TN 37760
City State Zip Code

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.

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
865/471-3127
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 Bank Holding Company's web page

[Signature]
Signature of Bank Holding Company Director and Official
3/15/12
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 4166397
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

Report Item 1: Annual Reports to Shareholders

Not applicable.

Report Item 2-a: Organization Chart

The organization chart of First Peoples Bancorp, Inc. and Subsidiary has been included as Attachment 1 to FR Y-6 on page 2.

Report Item 2-b: Domestic Branch Listing

Submitted via e-mail on March 13, 2012.

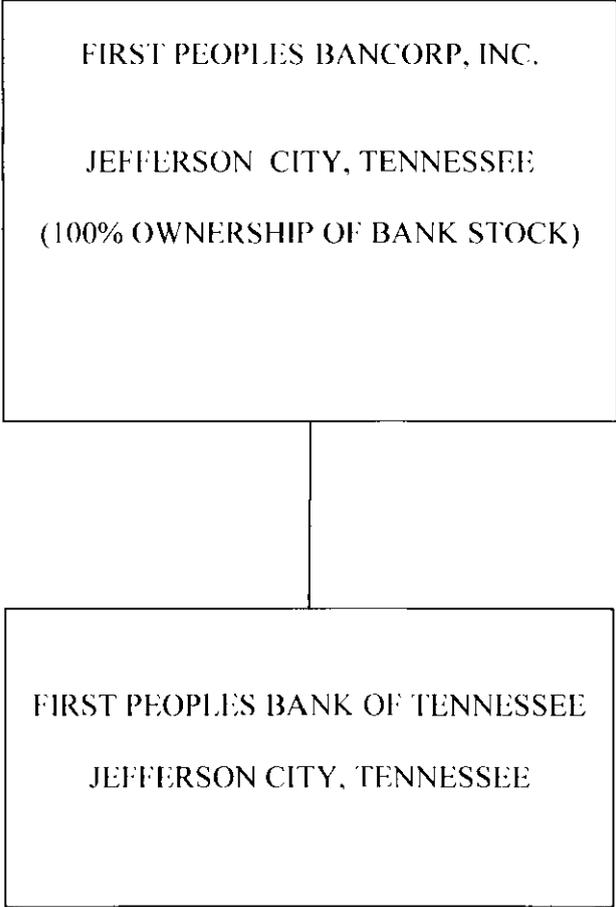
Report Item 3: Shareholders

(1) A list of shareholders with 5% or more of the voting power of First Peoples Bancorp, Inc. has been included as Attachment 2 to FR Y-6 on page 3.

(2) Not applicable.

Report Item 4: Directors and Officers

A list of directors and officers of First Peoples Bancorp, Inc. has been included as Attachment 3 to FR Y-6 on page 4.



FIRST PEOPLES BANCORP, INC.
 LIST OF SHAREHOLDERS WITH FIVE PERCENT (5%)
 OR MORE OF VOTING POWER
 December 31, 2011

(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, 2011

(1) Name and Address	(2) Principal Occupation	3(a) Bank Holding Company	3(b) Title or Position With		3(c) Other Business	4(a) First Peoples Bancorp, Inc.	4(b) Percent of Voting Shares		4(c) Other Name	%
			Bank				Subsidiaries			
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. Matijevich 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	Vice President and Cashier		NA	None	NA	NA	NA	
Charles W. Campbell Jefferson City, Tennessee	Banker	None	Senior Vice President		NA	None	NA	NA	NA	

{1}: Total percentage includes 0.2% owned by Melanie T. Hodgson, wife of Jack A. Hodgson

Received
4-27-12

Results: A list of branches for your BHC (A, B, C, D, E, F, G, H, I, J, K, L, M, N, O, P, Q, R, S, T, U, V, W, X, Y, Z, AA, AB, AC, AD, AE, AF, AG, AH, AI, AJ, AK, AL, AM, AN, AO, AP, AQ, AR, AS, AT, AU, AV, AW, AX, AY, AZ, BA, BB, BC, BD, BE, BF, BG, BH, BI, BJ, BK, BL, BM, BN, BO, BP, BQ, BR, BS, BT, BU, BV, BW, BX, BY, BZ, CA, CB, CC, CD, CE, CF, CG, CH, CI, CJ, CK, CL, CM, CN, CO, CP, CQ, CR, CS, CT, CU, CV, CW, CX, CY, CZ, DA, DB, DC, DD, DE, DF, DG, DH, DI, DJ, DK, DL, DM, DN, DO, DP, DQ, DR, DS, DT, DU, DV, DW, DX, DY, DZ, EA, EB, EC, ED, EE, EF, EG, EH, EI, EJ, EK, EL, EM, EN, EO, EP, EQ, ER, ES, ET, EU, EV, EW, EX, EY, EZ, FA, FB, FC, FD, FE, FF, FG, FH, FI, FJ, FK, FL, FM, FN, FO, FP, FQ, FR, FS, FT, FU, FV, FW, FX, FY, FZ, GA, GB, GC, GD, GE, GF, GG, GH, GI, GJ, GK, GL, GM, GN, GO, GP, GQ, GR, GS, GT, GU, GV, GW, GX, GY, GZ, HA, HB, HC, HD, HE, HF, HG, HH, HI, HJ, HK, HL, HM, HN, HO, HP, HQ, HR, HS, HT, HU, HV, HW, HX, HY, HZ, IA, IB, IC, ID, IE, IF, IG, IH, II, IJ, IK, IL, IM, IN, IO, IP, IQ, IR, IS, IT, IU, IV, IW, IX, IY, IZ, JA, JB, JC, JD, JE, JF, JG, JH, JI, JJ, JK, JL, JM, JN, JO, JP, JQ, JR, JS, JT, JU, JV, JW, JX, JY, JZ, KA, KB, KC, KD, KE, KF, KG, KH, KI, KJ, KK, KL, KM, KN, KO, KP, KQ, KR, KS, KT, KU, KV, KW, KX, KY, KZ, LA, LB, LC, LD, LE, LF, LG, LH, LI, LJ, LK, LL, LM, LN, LO, LP, LQ, LR, LS, LT, LU, LV, LW, LX, LY, LZ, MA, MB, MC, MD, ME, MF, MG, MH, MI, MJ, MK, ML, MM, MN, MO, MP, MQ, MR, MS, MT, MU, MV, MW, MX, MY, MZ, NA, NB, NC, ND, NE, NF, NG, NH, NI, NJ, NK, NL, NM, NO, NP, NQ, NR, NS, NT, NU, NV, NW, NX, NY, NZ, OA, OB, OC, OD, OE, OF, OG, OH, OI, OJ, OK, OL, OM, ON, OO, OP, OQ, OR, OS, OT, OU, OV, OW, OX, OY, OZ, PA, PB, PC, PD, PE, PF, PG, PH, PI, PJ, PK, PL, PM, PN, PO, PP, PQ, PR, PS, PT, PU, PV, PW, PX, PY, PZ, QA, QB, QC, QD, QE, QF, QG, QH, QI, QJ, QK, QL, QM, QN, QO, QP, QQ, QR, QS, QT, QU, QV, QW, QX, QY, QZ, RA, RB, RC, RD, RE, RF, RG, RH, RI, RJ, RK, RL, RM, RN, RO, RP, RQ, RR, RS, RT, RU, RV, RW, RX, RY, RZ, SA, SB, SC, SD, SE, SF, SG, SH, SI, SJ, SK, SL, SM, SN, SO, SP, SQ, SR, SS, ST, SU, SV, SW, SX, SY, SZ, TA, TB, TC, TD, TE, TF, TG, TH, TI, TJ, TK, TL, TM, TN, TO, TP, TQ, TR, TS, TT, TU, TV, TW, TX, TY, TZ, UA, UB, UC, UD, UE, UF, UG, UH, UI, UJ, UK, UL, UM, UN, UO, UP, UQ, UR, US, UT, UY, UV, UW, UX, UY, UZ, VA, VB, VC, VD, VE, VF, VG, VH, VI, VJ, VK, VL, VM, VN, VO, VP, VQ, VR, VS, VT, VU, VW, VX, VY, VZ, WA, WB, WC, WD, WE, WF, WG, WH, WI, WJ, WK, WL, WM, WN, WO, WP, WQ, WR, WS, WT, WU, WV, WW, WX, WY, WZ, XA, XB, XC, XD, XE, XF, XG, XH, XI, XJ, XK, XL, XM, XN, XO, XP, XQ, XR, XS, XT, XU, XV, XW, XX, XY, XZ, YA, YB, YC, YD, YE, YF, YG, YH, YI, YJ, YK, YL, YM, YN, YO, YP, YQ, YR, YS, YT, YU, YV, YW, YX, YZ, ZA, ZB, ZC, ZD, ZE, ZF, ZG, ZH, ZI, ZJ, ZK, ZL, ZM, ZN, ZO, ZP, ZQ, ZR, ZS, ZT, ZU, ZV, ZW, ZX, ZY, ZZ.

Reconciliation and Verification Steps:

1. If 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 emailing 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," 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 UNIFORM, Office Number, and ID_RSDO columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID_RSDP*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNIFORM*	Office Number*	Head Office	Head Office ID_RSDO*	Comments
OK		Full Service (Head Office)	421539	FIRST PEOPLES BANK OF TENNESSEE	706 WEST BROADWAY BOULEVARD	JEFFERSON CITY	TN	37760	JEFFERSON	UNITED STATES	15156	0	FIRST PEOPLES BANK OF TENNESSEE	421539	
OK		Full Service	301332	DANDRIDGE BRANCH	415 MEETING STREET	DANDRIDGE	TN	37725	JEFFERSON	UNITED STATES	253669	1	FIRST PEOPLES BANK OF TENNESSEE	421539	
OK		Full Service	307573	WALMART BRANCH	630 EAST BROADWAY	JEFFERSON CITY	TN	37760	JEFFERSON	UNITED STATES	362425	8	FIRST PEOPLES BANK OF TENNESSEE	421539	
OK		Full Service	282389	KNOXVILLE BRANCH	7100 KINGSTON PIKE	KNOXVILLE	TN	37919	KNOX	UNITED STATES	253675	7	FIRST PEOPLES BANK OF TENNESSEE	421539	
OK		Full Service	420331	STRAWBERRY PLAINS BRANCH	7522 ASHEVILLE HIGHWAY	KNOXVILLE	TN	37924	KNOX	UNITED STATES	363169	10	FIRST PEOPLES BANK OF TENNESSEE	421539	
OK		Full Service	3041273	DAVEY CROCKETT BRANCH	675 DAVEY CROCKETT PARKWAY	MORRISTOWN	TN	37813	HAMBLEN	UNITED STATES	362497	9	FIRST PEOPLES BANK OF TENNESSEE	421539	
OK		Full Service	136836	ALBOTT BRANCH	6187 WANGREW JOHANSON HIGHWAY	TALBOTT	TN	37877	JEFFERSON	UNITED STATES	253674	6	FIRST PEOPLES BANK OF TENNESSEE	421539	