

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

RECEIVED
 FEB 13 2013
 E. Johnson

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, **Phillip L. Crawford**

Reporter's Name, Street, and Mailing Address

First Pikeville Bancshares, Inc.

Name of the Holding Company Director and Official

Legal Title of Holding Company

President

P.O. Box 488

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.

Pikeville TN 37367

City State Zip Code

411 Spring Street, Pikeville, TN 37367

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:

Phillip L. Crawford President

Name Title

423-447-2931

Area Code / Phone Number / Extension

423-447-2319

Area Code / FAX Number

pcrawford@fnbpikevilletn.com

E-mail Address

Not Applicable

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

Signature of Holding Company Director and Official

Phillip L. Crawford
 Feb. 4, 2013

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 1082834
 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."

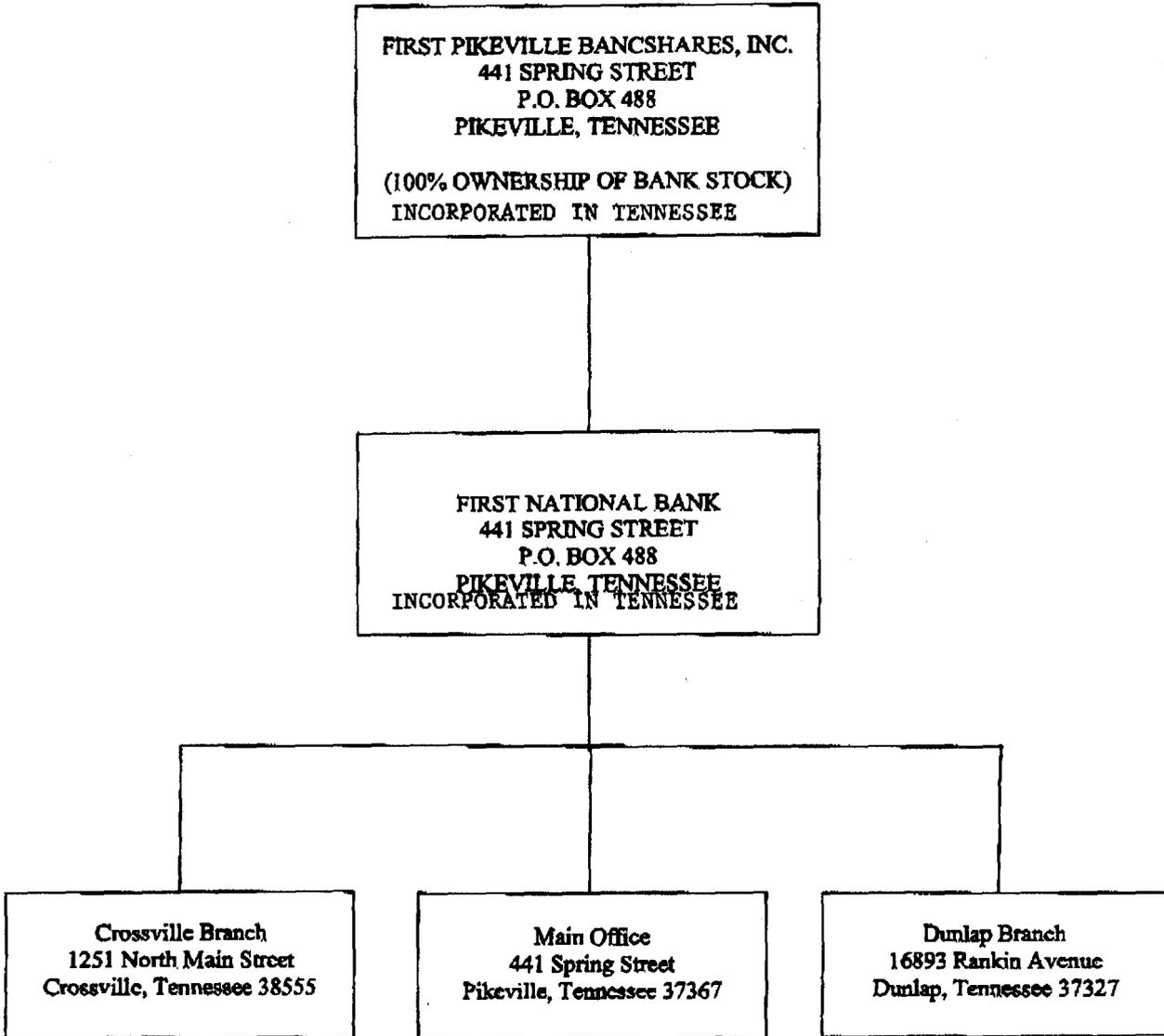
No

Attachment 1 to FR Y-6

Revised

FIRST PIKEVILLE BANCSHARES, INC. AND SUBSIDIARY

ORGANIZATION CHART
December 31, 2012



Results: A list of branches for your holding company: FIRST PIKEVILLE BANCSHARES, INC. (1082834) of PIKEVILLE, TN.
The data are as of 12/31/2012. Data reflects information that was received and processed through 01/06/2013.

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	Zip Code	County
		Full Service (Head Office)	702836	FIRST NATIONAL BANK	441 SPRING STREET	PIKEVILLE	TN	37367	BLEDSON
		Full Service	3480443	CROSSVILLE BRANCH	1251 NORTH MAIN STREET	CROSSVILLE	TN	38555	CUMBERLAND
		Full Service	3216428	DUNLAP BRANCH	721 RANKIN AVENUE NORTH	DUNLAP	TN	37327	SEQUATCHIE

le column.

Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
UNITED STATES	3302	0	FIRST NATIONAL BANK	702836	ok
UNITED STATES	457261	2	FIRST NATIONAL BANK	702836	ok
UNITED STATES	422869	1	FIRST NATIONAL BANK	702836	ok

FIRST PIKEVILLE BANCSHARES, INC.

CURRENT SECURITIES HOLDERS WITH OWNERSHIP, CONTROL OR
HOLDINGS OF 5% OR MORE WITH POWER TO VOTE AS OF
FISCAL YEAR ENDED DECEMBER 31, 2012

(1) (a) Name City, State, Country	(1) (b) Country of Citizenship	(1) (c) Number and Percentage of Each Each Class of Voting Securities	
Phillip Crawford Pikeville, Tennessee, USA	USA	4,764	13.3%
Howard Upchurch Pikeville, Tennessee, USA	USA	2,491	6.9%
SunTrust Bank as Co-Trustee Atlanta, Georgia, USA	USA	2,024	5.6%

FIRST PIKEVILLE BANCSHARES, INC.

LIST OF INSIDERS
December 31, 2012

(1) Name and Address	(2) Principal Occupation	3(a) Bank Holding Company	3(b) Title or Position With		3(c) Other Business	4(a)		4(b) Percent of Voting Shares		4(c) Other Companies
			Bank			First Pikeville Bancshares, Inc.		Subsidiaries		
Phillip L. Crawford Pikeville, Tennessee, USA	Banker	President and Director	President and Director		None	4,764	13.3%	Not applicable		Not applicable
L. Clay Roberson Pikeville, Tennessee, USA	None	Director	Director		None	1,673	4.7%	Not applicable		Not applicable
J. William Pope, Jr. Pikeville, Tennessee, USA	Attorney	Chairman	Chairman	Attorney J. William Pope, Attorney		704	2.0%	Not applicable		Not applicable
Mark L. Stephens Pikeville, Tennessee, USA	None	Director	Director		None	348	1.0%	Not applicable		Not applicable
George S. Hamilton, Jr. Pikeville, Tennessee, USA	Realtor	Director	Director		None	1,276	3.5%	Not applicable		100% - Hamilton Land and Auction Co.
Howard Upchurch Pikeville, Tennessee, USA	Attorney	Secretary and Director	Director	Attorney Howard Upchurch Attorney		2,491	6.9%	Not applicable		Not applicable
James William Pope, III Pikeville, Tennessee, USA	Attorney	Director	Director	Assistant District Attorney		112	0.3%	Not applicable		Not applicable