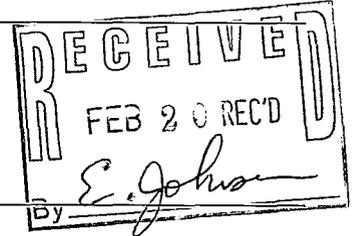


Board of Governors of the Federal Reserve System



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, Gary Buckels

Reporter's Name, Street, and Mailing Address

PBFC Holding Company

Name of the Holding Company Director and Official

President

Legal Title of Holding Company

P.O. Box 70

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.

Bude MS 39630  
 City State Zip Code

2292 Highway 184, Bude, MS 39630

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:

Bennett M. Jeansonne CPA

Name Title

601-442-7411

Area Code / Phone Number / Extension

601-442-8551

Area Code / FAX Number

bjeansonne@silassimmons.com

E-mail Address

www.pbfc.net

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

Gary Buckels - President

Signature of Holding Company Director and Official

02-14-2013

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 3179859  
 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

Revised 4-29-13

FORM FR Y-6

PBFC HOLDING COMPANY  
BUDE, MISSISSIPPI  
FISCAL YEAR ENDING DECEMBER 31, 2012

Report Item

- 1: a. The bank holding company is not required to prepare form 10K with the SEC.
- 1: b. The bank holding company does not prepare an annual report for its shareholders. The holding company sends a notice of stockholder's meeting and proxy statement to each shareholder before the date of its annual shareholder meeting. This information will be sent to you when it becomes available.

2: Organization Chart

(a) Direct holdings.

PBFC Holding Company  
Bude, Mississippi  
A Mississippi Corporation

100%

Peoples Bank of the South  
Bude, Mississippi  
A Mississippi Corporation

(b) Domestic Branch Listing – See attached schedule.

Supplement to Organization Chart 2:

- a. Bank holding company's investments controlled as a result of debts previously contracted. None
- b. Bank holding company's investments controlled as a result of a fiduciary relationship. None
- c. Subsidiary company's investments controlled as a result of a fiduciary relationship. None
- d. Bank holding company's investments in nonvoting equity which are greater than or equal to 25% of the nonvoting equity of any bank or bank holding company that is not otherwise controlled. None

## FORM FR Y-6

PBFC HOLDING COMPANY  
BUDE, MISSISSIPPI  
FISCAL YEAR ENDING DECEMBER 31, 2012  
DOMESTIC BRANCH LISTING

OPK  
11

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*
Full Service (Head Office)	2710705	PEOPLES BANK OF THE SOUTH	2292 HIGHWAY 184 EAST	BUDE	MS	39630	FRANKLIN	UNITED STATES	61535	0	PEOPLES BANK OF THE SOUTH	2710705
Full Service	4117821	GLOSTER BRANCH	117 E MAIN STREET	GLOSTER	MS	39638	AMITE	UNITED STATES	474217	3	PEOPLES BANK OF THE SOUTH	2710705
Full Service	3340716	MEADVILLE BRANCH	50 MAIN STREET WEST	MEADVILLE	MS	39653	FRANKLIN	UNITED STATES	437797	1	PEOPLES BANK OF THE SOUTH	2710705

FORM FR Y-6

PBFC HOLDING COMPANY

DECEMBER 31, 2012

REPORT ITEM 3: SHAREHOLDERS

(1)(a) (1)(b) (1)(c) (2)(a) (2)(b) (2)(c)

Current shareholders with ownership, control or holdings of 5% or more with power to vote as of 12/31/12				Shareholders not listed in (3)(1)(a) through (3)(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12/31/12		
(1)(a) Name and address (City, State, Country)	(1)(b) Country of Citizenship or incorporation	(1)(c) Number and percentage of each class of voting securities		(2)(a) Name and address (City, State, Country)	(2)(b) Country of Citizenship or incorporation	(2)(c) Number & percentage of each class of voting securities
Ed Zumbro, Jr. Meadville, MS	United States of America	3200 shares – 8.85%	N/A	N/A		N/A

## PBFC HOLDING COMPANY

DECEMBER 31, 2012

## Report Item 4: Insiders

(1) (2) (3)(a)(b)(c) and (4)(a)(b)(c)

(1) Names & Address (City, State, Country)	(2) Principal Occupation, if other than with Bank Holding Co.	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Share in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Gary Buckels Meadville, MS USA	President, Peoples Bank of the South	President	President Peoples Bank of the South	N/A	2.70%	0	N/A
Ed Zumbro Bude, MS USA	Educator	Director	Director Peoples Bank of the South	N/A	8.85%	0	N/A
Micheal Lofton Brookhaven, MS USA	Self – Employed	Director	Director Peoples Bank of the South	Mikes Tractor Owner	0.28%	0	Mikes Tractor 100%
Juanita Brown Meadville, MS USA	Retired N/A	Director	Director Peoples Bank of the South	N/A	0.84%	0	N/A
Tim Hill Bude, MS USA	Retired N/A	Director	Director Peoples Bank of the South	N/A	0.69%	0	N/A

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## PBFC HOLDING COMPANY

DECEMBER 31, 2012

Report Item 4: Insiders (continued)

(1) (2) (3)(a)(b)(c) and (4)(a)(b)(c)

(1) Names & Address (City, State, Country)	(2) Principal Occupation, if other than with Bank Holding Co.	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Share in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Elizabeth Brown Meadville, MS USA	Retired N/A	Director	Director Peoples Bank of the South	N/A	1.78%	0	N/A
Bobby Holland Meadville, MS USA	Owen Holland & Sons	Director	Director Peoples Bank of the South	Owen Holland & Sons Owner	3.48%	0	Owen Holland & Sons 50%
Phillip Spring Smithdale, MS USA	Phillip Spring Logging, Inc. Owner	Director	Director Peoples Bank of the South	Phillip Spring Logging, Inc. Owner	0.55%	0	Phillip Spring Logging, Inc. 100%
Marcus Wallace Summit, MS USA	Wallace Lumber Co., Inc. Owner	Director	Director Peoples Bank of the South	Wallace Lumber Co., Inc. Owner	2.77%	0	Wallace Lumber Co., Inc. 100%