

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.

I, Larry R. Mathews

Name of the Holding Company Director and Official

Director, CEO

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.

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.

Signature of Holding Company Director and Official

February 27, 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 3272947
C.I. _____

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2012

Month / Day / Year

Reporter's Name, Street, and Mailing Address

PCNB Bancshares, Inc.

Legal Title of Holding Company

400 U. S. Highway 27 Bypass

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

Bremen GA 30110

City State Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Mark Cooley CFO

Name Title

678-821-1508

Area Code / Phone Number / Extension

770-537-2285

Area Code / FAX Number

m.cooley@pcnb.us

E-mail Address

N/A

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

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

**FR Y-6 Annual Report of Bank Holding Companies
PCNB Bancshares, Inc.
Bremen, Georgia
Fiscal Year Ending December 31, 2012**

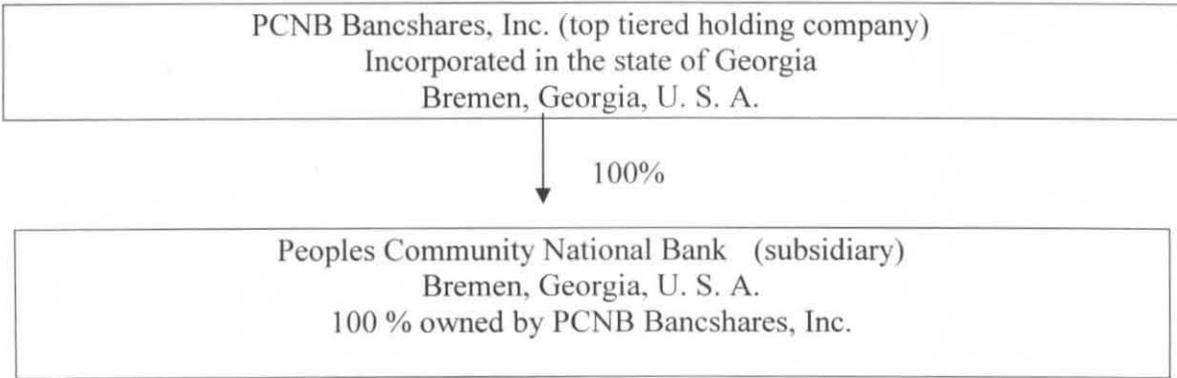
Report Item 1:

The bank holding company does not prepare an annual report for its shareholders. The bank holding company is audited by an independent public accounting firm. The audited consolidated financial statements of PCNB Bancshares, Inc. and Subsidiary (Peoples Community National Bank) are enclosed with this filing.

PREVIOUS

FR Y-6 Annual Report of Bank Holding Companies
PCNB Bancshares, Inc.
Bremen, Georgia
Fiscal Year Ending December 31, 2012

Report Item 2a: Organization Chart



Results: A list of branches for your depository institution: PEOPLES COMMUNITY NATIONAL BANK (ID_RSSD 3272956). This depository institution is held by PCNB BANCSHARES, INC. (3272947) of BREMEN, GA. 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 Procedures

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
		Full Service (Head Office)	3272956	PEOPLES COMMUNITY NATIONAL BANK	400 US HIGHWAY 27 BYPASS	BREMEN	GA	30110	MARALSON	UNITED STATES	419715	0	PEOPLES COMMUNITY NATIONAL BANK	3272956	

Form FR Y-6
PCNB Bancshares, Inc.
Fiscal Year Ending December 31, 2012

Report Item 3: Securities holders
(1)(a)(b)(c) and (2)(a)(b)(c)

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2012			Securities holders 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 12-31-2012		
(1)(a) Name City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
W S Investments III, LLC Princeton, NJ * James S. Regan is signer for W S Investments	USA	312,150 shs. 7.42% Common Stock	Mibars, LLC Greenwich, CT	USA	20,000 shs. 9.77% Common Stock
Bixby Bridge Financial Trust, u/t/a Northbrook, IL David Colburn is the sole trustee and has the power to vote all the Trust's shares	USA	3,698,335 shs. 87.96% Common Stock	Marc Porter Birmingham, AL	USA	18,000 shs. 8.79% Common Stock
			Larry R. Mathews Birmingham, AL	USA	15,000 shs. 7.33% Common Stock

Form FR Y-6
Legal Title of Bank Holding Company
Fiscal Year Ending December 31, 2012

Report Item 4: Insiders

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

(1) Names City, State, Country	(2) Principal Occupation if other than with Bank Holding Company	(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 Shares 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)
Larry R. Mathews Birmingham, AL	N/A	Director and President	President and Director Peoples Community National Bank		0.36%	None	Summit, LLC 51%
David D. Colburn Lake Forest, IL	Investment Advisor Property Management Advisor	Director	Director Peoples Community National Bank	Bixby Bridge Financial Trust w/va dated July 19, 2012	87.96%	None	Bixby Bridge Capital, LLC (25%) Cawder Corporation (100%) Lincolnshire Associates, Ltd (25%) Lincolnshire Associates II, Ltd (25%) Magthan, LLC (100%) Bixby Bridge Financial Trust (25%)
Charles M. Jones, III Albany, GA	Small Loan Company Owner	Director	Director Peoples Community National Bank	President of Consolidated Loan Company of Albany, Inc.	0.10%	None	Delta Partners, Inc (50%) Consolidated Loan Co. of Albany (100%)
James S. Regan Santa Cruz, CA	Investment Advisor	Director	Director Peoples Community National Bank	President of Harbourton Enterprises	7.42%	None	Xela LLC (80%)
Raymond D. Burrell Bremen, GA	Retired bank president	Director	Director and Marketing Coordinator Peoples Community National Bank	N/A	0.01%	None	None
David A. Tate Birmingham, AL	N/A	Executive V.P.	EVP Sr. Credit Officer Peoples Community National Bank	N/A	0.10%	None	None
Mark S. Cooley Carrollton, GA	N/A	Secretary/ Treasurer	CFO Peoples Community National Bank	N/A	0.03%	None	None