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By *Kel*

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, **Charles R. Haley**

Name of the Holding Company Director and Official

President/CFO

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.

Reporter's Name, Street, and Mailing Address

Peoples Bankshares, Inc.

Legal Title of Holding Company

P.O. Box 4250

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

Eatonton

GA

31024

City

State

Zip Code

209 S. Jefferson Ave.

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:

Jill Boyer

CFO of The Peoples Bank

Name

Title

706-485-8542 4117

Area Code / Phone Number / Extension

706-485-0393

Area Code / FAX Number

jboyer@tpbeatonton.com

E-mail Address

Signature of Holding Company Director and Official

05/20/2013

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
C.I.

1085901

Does the reporter request confidential treatment for any portion of this submission?

- Yes Please identify the report items to which this request applies:
Sections 3 & 4
- 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

Item 2a.

Peoples Bankshares, Inc.
 209 S. Jefferson Ave.
 Eatonton, Ga. 31024
 Incorporated state of GA
 owns 100% of The Peoples Bank
 and 100% of Peoples Investment Co.
 Inc.

The Peoples Bank
 209 S. Jefferson Ave
 Eatonton, Ga. 31024
 Incorporated state of GA

BOARD OF DIRECTORS
 AMELIA WILSON/CHAIRMAN
 HARVEY L. WILSON/PRESIDENT
 AMELIA A. HALEY/SECRETARY
 CHARLES R HALEY/DIRECTOR
 STEVE CULBERSON/DIRECTOR
 MICHAEL W. ROUNTREE/
 DIRECTOR
 RANDY F. DANIEL/DIRECTOR
 CLAYTON LANCASTER/DIRECTOR
 MARK A. SMITH/DIRECTOR
 HARVEY WALKER/DIRECTOR

EXECUTIVE OFFICERS
 CHARLES R. HALEY/PRESIDENT
 STEVE CULBERSON/EXECUTIVE
 VICE PRESIDENT
 JILL BOYER/CFO

Incorporated state of GA
 Peoples Investment Company, Inc.
 D/B/A Southern Oaks Financial
 Services
 991 Lake Oconee Parkway
 Eatonton, Ga. 31024

Incorporated state of GA
 Oconee Crossings Branch
 991 Lake Oconee Parkway
 Eatonton, Ga. 31024

Sinclair Branch
 1051 Milledgeville Rd
 Milledgeville, Ga. 31061

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Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	Date Branch Opened	Head Office
Full Service (Head Office)	611031	DOWNTOWN	209 S JEFFERSON ST	EATONTON	GA	31024	PUTNAM	UNITED STATES	1943	PEOPLES BANK, THE
Full Service	1868373	OCONEE CROSSING OFFICE	991 LAKE OCONEE PARKWAY	EATONTON	GA	31024	PUTNAM	UNITED STATES	1990	PEOPLES BANK, THE
Full Service	2377603	SINCLAIR BRANCH	1051 MILLEDGEVILLE ROAD	MILLEDGEVILLE	GA	31061	BALDWIN	UNITED STATES	1995	PEOPLES BANK, THE