

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, 2014

Month / Day / Year

N/A

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

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)

Person to whom questions about this report should be directed:

Pam Lewallen

Supervisor

Name

Title

478-330-5315

Area Code / Phone Number / Extension

478-743-6858

Area Code / FAX Number

plewallen@mmmcpa.com

E-mail Address

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

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.

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

06/17/2015

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 **1085901**
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:

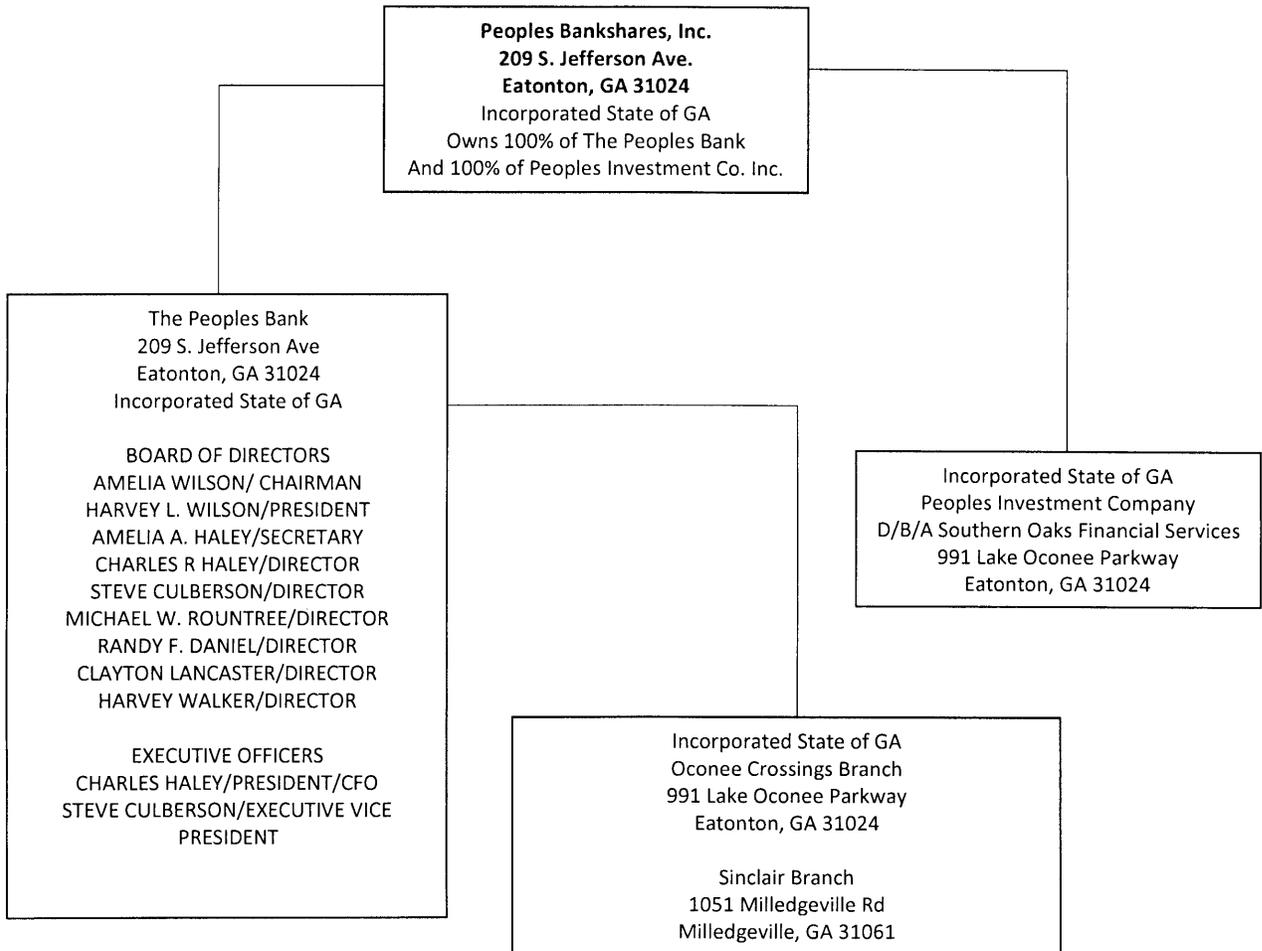
- In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.
- The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

Form FR Y-6
Peoples Bankshares, Inc.
Eatonton, GA
Fiscal Year Ending December 31, 2014

Report Item

2a: Organizational Chart



2b: Domestic branch listing provided to the Federal Reserve Bank on March 17, 2015.

Results: A list of branches for your depository institution: PEOPLES BANK, THE (ID_RSSD: 611031).
 This depository institution is held by PEOPLES BANKSHARES, INC. (1085901) of EATONTON, GA.
 The data are as of 12/31/2014. Data reflects information that was received and processed through 04/06/2015.

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	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
		Full Service (Head Office)	611031	PEOPLES BANK, THE	209 S JEFFERSON ST	EATONTON	GA	31024	PUTNAM	UNITED STATES	10364	0	PEOPLES BANK, THE	611031	
		Full Service	1868373	OCONEE CROSSING OFFICE	991 LAKE OCONEE PARKWAY	EATONTON	GA	31024	PUTNAM	UNITED STATES	237524	1	PEOPLES BANK, THE	611031	
		Full Service	2377603	SINCLAIR BRANCH	1051 MILLEDGEVILLE ROAD	MILLEDGEVILLE	GA	31061	BALDWIN	UNITED STATES	237525	2	PEOPLES BANK, THE	611031	

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Peoples Bankshares, Inc.
Fiscal Year Ending December 31, 2014

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 12/31/2014

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 12/31/2014

1(a) Name, City, State, Zip Code	1(b) Country of Citizenship	1(c) Number and Percentage of Shares owned/controlled	2(a) Name City, State, Zip Code	2(b) Country of Citizenship	2(c) Number and Percentage of Shares owned/controlled
Amelia Wilson Eatonton, Georgia	USA	749 - 27.36% Common Stock			Not Applicable
Amelia Wilson Trust f/b/o Ame Haley Amelia W. Haley, Trustee Charles R. Haley, Trustee Eatonton, Georgia	USA	639 - 23.34% Common Stock			
Harvey L. Wilson, Sr. Eatonton, Georgia	USA	136 - 4.97% Common Stock			
Amelia W. Haley Eatonton, Georgia	USA	348.5 - 12.73% Common Stock			
Charles R. Haley Eatonton, Georgia	USA	7 - 0.26% Common Stock			
Harvey L. Wilson Jr. Children's Trust f/b/o Ellen Wilson Amelia A. Wilson, Trustee	USA	174.25 - 6.36% Common Stock			
Harvey L. Wilson, Jr. Children's Trust f/b/o Ashford Wilson Amelia A. Wilson, Trustee	USA	174.25 - 6.36% Common Stock			

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Peoples Bankshares, Inc.
Fiscal Year Ending December 31, 2014

Report Item 4: Insiders

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

1	2	3(a)	3(b)	3(c)	4(a)	4(b)	4(c)
Name, City, State, Zip Code	Principal Occupation other than BHC	Title/Position with BHC	Title/Position with The Peoples Bank	Title/Position with Other Businesses	Percentage Voting Shares in BHC	Percentage Voting Shares in Subsidiary	Other Companies (if 25% or more voting securities held)
Amelia A. Wilson Eatonton, Georgia	N/A	Director & Chairman	Director & Chairman	N/A	27.36%	0%	N/A
Amelia Wilson also serves as Trustee for: Harvey L. Wilson, Jr. Children's Trust f/b/o Ellen Wilson Harvey L. Wilson, Jr. Children's Trust f/b/o Ashford Wilson					6.36%		
Harvey L. Wilson, Sr. Eatonton, Georgia	N/A	Director & CEO	Director & Vice Chairman	N/A	4.97%	0%	N/A
Amelia W. Haley Eatonton, Georgia	N/A	Director & Secretary	Director & Human Resources Officer	N/A	12.73%	0%	N/A

1	2	3(a)	3(b)	3(c)	4(a)	4(b)	4(c)
Name, City, State, Zip Code	Principal Occupation other than BHC	Title/Position with BHC	Title/Position with The Peoples Bank	Title/Position with Other Businesses	Percentage Voting Shares in BHC	Percentage Voting Shares in Subsidiary	Other Companies (if 25% or more voting securities held)
Amelia W. Haley also serves as Trustee for: Amelia Wilson Trust f/b/o Ame Haley					23.34%		
W. Michael Rountree Eatonton, Georgia 31024	Grocery Store Owner	Director	Business Development Officer/Director	President/Owner	0.73%	0%	Rountrees, IGA (85%) Magnolia Market (100%)
Charles R. Haley Eatonton, Georgia 31024	N/A	Director & President	Director/President/CEO	N/A	0.26%	0%	N/A
Clayton R Lancaster, Jr. Eatonton, Georgia 31024	Fertilizer Spreading	Director	Director	President/Owner	0.73%	0%	Lancaster Fertilizer Services, Inc (100%)
Randall F. Daniel Eatonton, Georgia 31024	Builder	Director	Director	Owner	0.55%	0%	R&K Daniel Co. (50%) Daniel Development (100%)
Harvey C. Walker, Jr. Eatonton, Georgia 31024	Mobile Home Sales	Director	N/A	Sales Manager Horton Homes, Inc.	0.58%	0%	N/A

1 Name, City, State, Zip Code	2 Principal Occupation other than BHC	3(a) Title/Position with BHC	3(b) Title/Position with The Peoples Bank	3(c) Title/Position with Other Businesses	4(a) Percentage Voting Shares in BHC	4(b) Percentage Voting Shares in Subsidiary	4(c) Other Companies (if 25% or more voting securities held)
Steve W. Culberson Eatonton, Georgia 31024	N/A	Director & V.P.	Director/Exec. V.P.	None	1.13%	0%	N/A