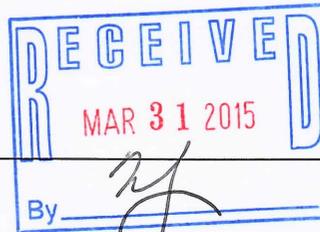




Annual Report of Holding Companies—FR Y-6



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. A. Christopher White

Name of the Holding Company Director and Official

President/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]

Signature of Holding Company Director and Official

03/30/2015

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 **3403161.**
C.I. _____

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

December 31, 2014

Month / Day / Year

549300348T792B3TJG14

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

Reporter's Name, Street, and Mailing Address

Peoples Bancshares of TN, Inc.

Legal Title of Holding Company

4511 Highway 411; P.O. Box 128

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

Madisonville TN 37354

City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Jeffrey L. Amburn Secretary

Name Title

423-442-8225

Area Code / Phone Number / Extension

423-442-8225

Area Code / FAX Number

JAmburn@PeoplesBank-TN.com

E-mail Address

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

For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

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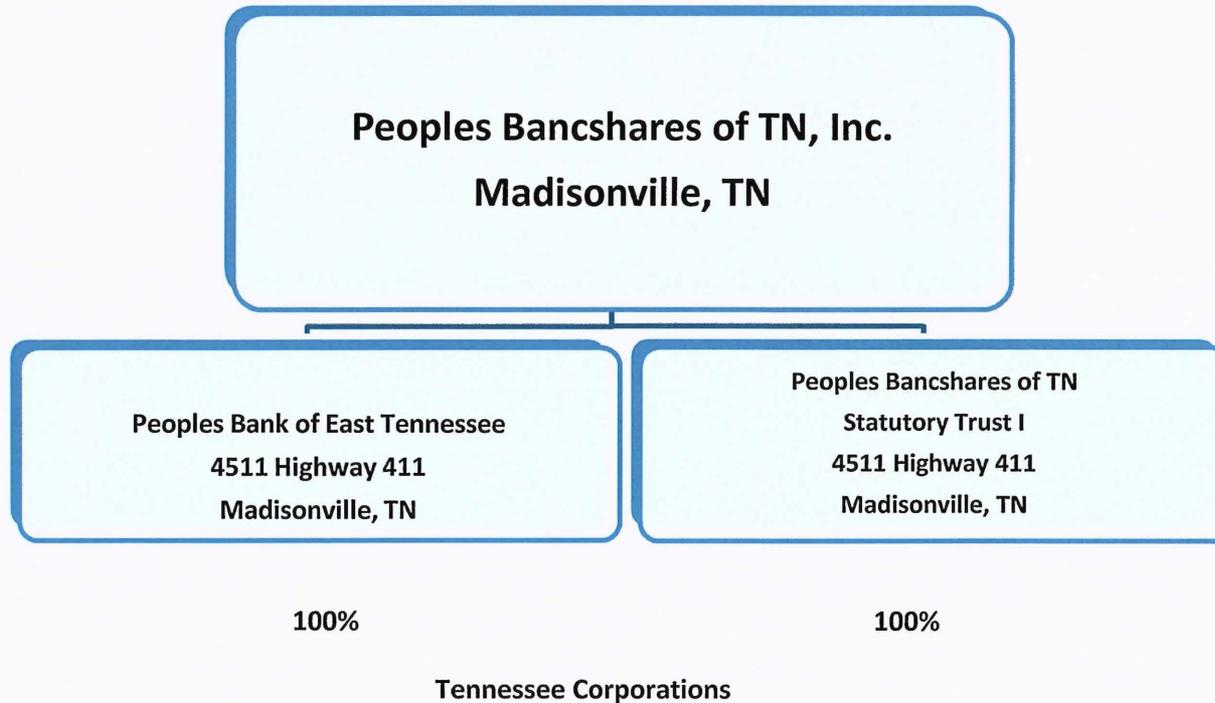
Physical Location (if different from mailing address)

Form FR Y-6

Peoples Bancshares of TN, Inc.
4511 Highway 411
Madisonville, TN 37354
Fiscal Year Ending December 31, 2014

Report Item

1. The bank holding company prepares an annual report for its securities holders and is not registered with the SEC. As specified by the appropriate Reserve Bank, 2 copies are being sent under separate cover.
2. Organizational Chart



Results: A list of branches for your holding company: PEOPLES BANCSHARES OF TN, INC. (3403161) of MADISONVILLE, TN.
The data are as of 12/31/2014. Data reflects information that was received and processed through 01/07/2015.

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
OK		Full Service (Head Office)	2614344	PEOPLES BANK OF EAST TENNESSEE	4511 US HIGHWAY 411	MADISONVILLE	TN	37354	MONROE	UNITED STATES	59024	0	PEOPLES BANK OF EAST TENNESSEE	2614344	
OK		Full Service	4224457	MCCAYSVILLE BRANCH	109 BLUE RIDGE ROAD	MCCAYSVILLE	GA	30555	FANNIN	UNITED STATES	454327	11	PEOPLES BANK OF EAST TENNESSEE	2614344	
OK		Full Service	4165309	MURPHY BRANCH	592 WEST US HIGHWAY 64 ST	MURPHY	NC	28906	CHEROKEE	UNITED STATES	515091	13	PEOPLES BANK OF EAST TENNESSEE	2614344	
OK		Full Service	828633	DUCKTOWN BRANCH	105 FIVE POINTS DRIVE	DUCKTOWN	TN	37326	POLK	UNITED STATES	456807	9	PEOPLES BANK OF EAST TENNESSEE	2614344	
OK		Full Service	4469182	LOUDON BRANCH	2270 HIGHWAY 72 NORTH	LOUDON	TN	37774	LOUDON	UNITED STATES	537781	15	PEOPLES BANK OF EAST TENNESSEE	2614344	
OK		Full Service	3365595	PLAZA BRANCH, THE	904 TELlico STREET	MADISONVILLE	TN	37354	MONROE	UNITED STATES	441494	6	PEOPLES BANK OF EAST TENNESSEE	2614344	
OK		Full Service	3106846	NIOTA BRANCH	9 WEST WILSON STREET	NIOTA	TN	37826	MCMINN	UNITED STATES	470600	10	PEOPLES BANK OF EAST TENNESSEE	2614344	
OK		Full Service	2795122	SWEETWATER BRANCH	117 MONROE STREET	SWEETWATER	TN	37874	MONROE	UNITED STATES	290675	2	PEOPLES BANK OF EAST TENNESSEE	2614344	
OK		Full Service	2615305	TELlico PLAINS BRANCH	9186 NEW HWY 68	TELlico PLAINS	TN	37385	MONROE	UNITED STATES	290674	1	PEOPLES BANK OF EAST TENNESSEE	2614344	
OK		Full Service	3248009	VONORE BRANCH	1010 HIGHWAY 411	VONORE	TN	37885	MONROE	UNITED STATES	456117	8	PEOPLES BANK OF EAST TENNESSEE	2614344	

✓

Form FRY-6
Peoples Bancshares of TN, Inc.
Fiscal Year Ending December 31, 2014

Report Item 3: Shareholders

Current Shareholders with ownership or holdings of 5% or more			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 12/31/2014		
(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
D. Allan Benton		95,411 9.65%			
Madisonville, TN	USA				
Charles T. Harrison		65,707 6.64%			
Loudon, TN	USA				

Form FRY-6

Peoples Bancshares of TN, Inc.
Fiscal Year Ending December 31, 2014

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3) (a) Title & Position with Holding Company	(3)(b) Title & Position w/Sub (Name of Subsidiaries)	(3)c Title & Position w/Other Business (Include Name)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Sub (name of Subsidiaries)	(4) c List names of other companies (includes partnerships) if 25% or more of voting shares are held (List names and percentages held)
William W. Sloan Madisonville, TN USA	Retail Sales	Director	Director Peoples Bank	Partner Sloan's of Vonore & & Sloan Center of Madisonville	1.93%	None	N/A
Larry C. Sloan Tellico Plains, TN USA	County Court Clerk	Director	Director Peoples Bank	N/A	1.25%	None	N/A
John Thompson Philadelphia, TN USA	Farmer & President of Monroe Co Mutual Fire Ins Co	Director	Director Peoples Bank	N/A	0.80%	None	N/A
Douglas E. Warren Madisonville, TN USA	CPA-Warren & Tallent CPAs	Director	Director Peoples Bank	Managing Partner Warren & Tallent	1.87%	None	N/A
A. Christopher White Vonore, TN USA	N/A	Director CEO President	Director Peoples Bank	N/A	2.50%	None	N/A
Robert Wooldridge Madisonville, TN USA	Retired Former owner: Wooldridge Groc.	Director	Director Peoples Bank	N/A	1.00%	None	N/A