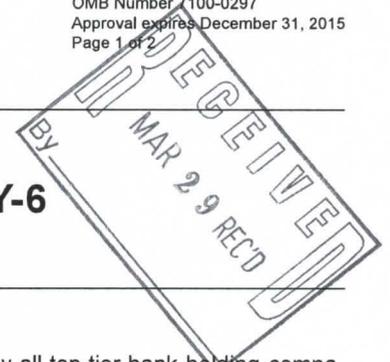


Board of Governors of the Federal Reserve System



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, Donald E. Bussey

Reporter's Name, Street, and Mailing Address

Peoples Bancorporation, Inc.

Name of the Holding Company Director and Official

Legal Title of Holding Company

Chairman & CEO,

P. O. Box 610

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.

Winfield AL 35594-0610

City State Zip Code

1945 U.S. Highway 43, Winfield, AL 35594

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:

Chele Bussey Secretary

Name Title

205-487-4265

Area Code / Phone Number / Extension

205-487-4203

Area Code / FAX Number

E-mail Address

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

Signature of Holding Company Director and Official

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 1085602
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

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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City State Zip Code

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Revised 4-22-13

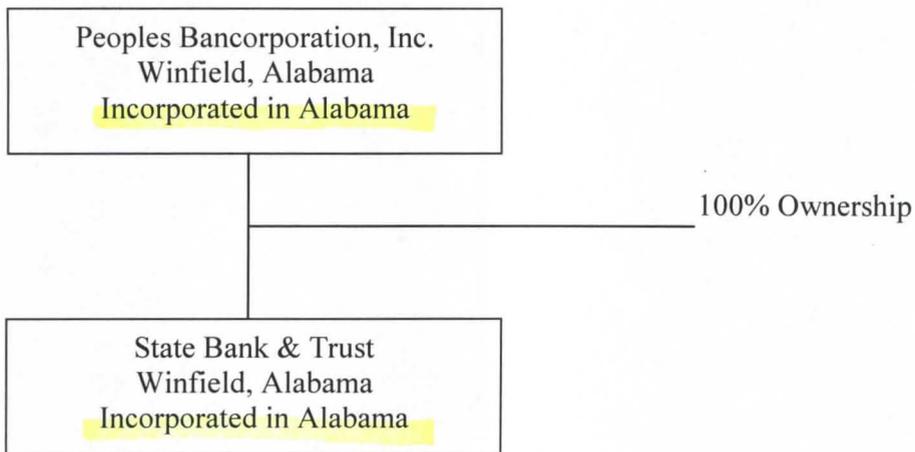
FORM F.R. Y-6

PEOPLES BANCORPORATION, INC.
WINFIELD, ALABAMA
DECEMBER 31, 2012

Report Item

1: The bank holding company does not prepare an annual report for its shareholders.

2(a): Organizational Chart



2(b): Branch Verification

Submitted via e-mail on March 22, 2013.

1085602

FORM F.R. Y-6

PEOPLES BANCORPORATION, INC.
WINFIELD, ALABAMA
DECEMBER 31, 2012

Item 2(b): Branch Listing

Results: A list of branches for your depository institution: STATE BANK & TRUST (ID_RSSD: 386731).

This depository institution is held by PEOPLES BANCORPORATION, INC. (1085602) of WINFIELD, AL.

The data are as of 12/31/2012. Data reflects information that was received and processed through 02/24/2013.

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 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)	386731	STATE BANK & TRUST	1945 U S HIGHWAY 43	WINFIELD	AL	35594	MARION	UNITED STATES	546	0	STATE BANK & TRUST	386731	
OK		Full Service	179232	BRILLIANT OFFICE	1080 MAIN STREET	BRILLIANT	AL	35548	MARION	UNITED STATES	13455	3	STATE BANK & TRUST	386731	
OK		Full Service	141631	GUIN BRANCH	7370 U S HIGHWAY 43	GUIN	AL	35563	MARION	UNITED STATES	186291	1	STATE BANK & TRUST	386731	
OK		Full Service	1167955	MIDTOWN BRANCH	194 BANKHEAD HIGHWAY	WINFIELD	AL	35594	MARION	UNITED STATES	186292	2	STATE BANK & TRUST	386731	

FORM FR Y-6
PEOPLES BANCORPORATION, INC.
DECEMBER 31, 2012

Report Item 3: Shareholders

(1)(a) (1)(b) (1)(c) and (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 & 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 & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage Each Class of Voting Securities
Donald E. Bussey Guin, AL	USA	948.00 – 47% common stock	None	None	None
Sherrian McDaniel Logan Winfield, AL	USA	497.00 – 25% common stock			
Dana M. Peoples Winfield, AL	USA	453.00 – 22% common stock			

FORM FR Y-6
PEOPLES BANCORPORATION, INC.
DECEMBER 31, 2012

Report Item 4: Directors and Officers

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

(1) Name & Address (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)
Donald E. Bussey Guin, AL	N/A	Chairman and Director	Chairman and CEO (State Bank & Trust)	None	47%	None	None
Sherrian M. Logan Winfield, AL	N/A	N/A	Marketing Director (State Bank & Trust)	None	25%	None	None
Dana M. Peoples Winfield, AL	N/A	Director	Branch Manager and Senior Vice President (State Bank & Trust)	None	22%	None	None
Chele Miles Winfield, AL	N/A	Secretary	Executive Vice President (State Bank & Trust)	None	1%	None	None