

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, 2013

Month / Day / Year

I, Douglas Nichols

Name of the Holding Company Director and Official

CEO/President

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 BANKTRUST, INC.

Legal Title of Holding Company

1899 Buford Hwy.

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

Buford GA 30518

City State Zip Code

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:

Adam L. Allison AVP

Name Title

678-714-4404

Area Code / Phone Number / Extension

678-714-9152

Area Code / FAX Number

aallison@peoplesbanktrust.net

E-mail Address

NA

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

Signature of Holding Company Director and Official

12/31/2013

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 3466504

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.

PEOPLES BANKTRUST, INC.

Legal Title of Subsidiary Holding Company

1899 Buford Hwy.

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

Buford

GA

30518

City

State

Zip Code

Physical location (if different from mailing address)

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Physical location (if different from mailing address)

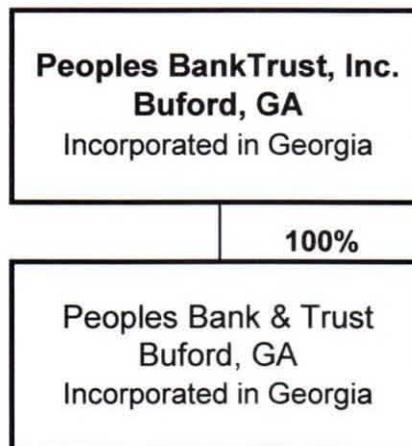
Form FR Y-6

**PEOPLES BANKTRUST, INC.
Buford, Georgia
Fiscal Year Ending December 31, 2013**

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, two copies are enclosed.

2a: Organizational Chart



NR = Ownership percentage not reportable on the FR Y-10. Percentage of ownership is less than 25% and the companies are not controlled by any other means.

2b: Domestic branch listing provided to the Federal Reserve Bank.

Results: A list of branches for your holding company: PEOPLES BANKTRUST, INC. (3466504) of BUFORD, GA.
 The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

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)	109136	PEOPLES BANK & TRUST	1899 BUFORD HIGHWAY	BUFORD	GA	30518	GWINNETT	UNITED STATES	32024	0	PEOPLES BANK & TRUST	109136	
Close	2-Jul-12	Full Service	2491956	HARRIS BRANCH	2370 BUFORD DRIVE	LAWRENCEVILLE	GA	30043	GWINNETT	UNITED STATES	258207	3	PEOPLES BANK & TRUST	109136	

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PEOPLES BANKTRUST, INC.
Fiscal Year Ending December 31, 2013

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 12-31-2013			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 12-31-2013		
(1)(a) Name, City, State, Country	(1)(b) Country of Citizenship of Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name, City, State, Country	(2)(b) Country of Citizenship of Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Dover & Cheek, Inc. Buford, GA, USA	USA	142,082 - 6.3597% Common Stock	NA	NA	NA
Merrill Lynch Pierce Fenner & Smith Inc. As Trustee for Peoples Bank & Trust 401k/Profit Sharing Plan and ESOP Plan Newark, NJ, USA	USA	139,813 - 6.2581% Common Stock	NA	NA	NA
Gary D. Brown Buford, GA, USA	USA	115,501 - 5.1699% Common Stock	NA	NA	NA

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PEOPLES BANKTRUST, INC.
Fiscal Year Ending December 31, 2013

Report Item 4: Insiders

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

(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 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 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)
Douglas Nichols Buford, GA, USA	NA	President	Pres/CEO/CFO, PB&T	NA	3756%	None	NA
Ted Williams Buford, GA, USA	NA	Vice President	EVP/CLO, PB&T	NA	None	None	NA
Jan Wells Flowery Branch, GA, USA	NA	Secretary	EVP/COO, PB&T	NA	1.0158%	None	NA
Adam Allison Gainesville, GA, USA	NA	Treasurer	AVP, PB&T	NA	.0817%	None	NA
Larry Bailey Cleveland, GA, USA	Cabinet Maker	Director	Director, PB&T	President/Bailey Cabinet Co.	1.3550%	None	NA
Clayton Bartlett Flowery Branch, GA, USA	Retired	Director/Emeritus	Director/Emeritus, PB&T	NA	None	None	NA
Phillip Beard Buford, GA, USA	City of Buford	Director	Director, PB&T	Board Mem/City of Buford	1.8186%	None	NA
Robert Bowman Buford, GA, USA	Retired	Director	Director, PB&T	NA	1.9985%	None	NA
Larry Cheek Buford, GA, USA	Wholesale Elec/Plumb	Director	Director, PB&T	President/Dover & Cheek	3.9512%	None	NA
Wayne Hill Suwanee, GA, USA	Retired	Director	Director, PB&T	NA	1.8142%	None	NA
Donn M. Peevy Lawrenceville, GA, USA	Attorney	Director	Director, PB&T	President/Peevy Law Firm	.6901%	None	NA
Garrett Reed Buford, GA, USA	Building Supply	Director	Director, PB&T	Pres/Reed's Building Supply	1.1689%	None	NA
Garland J. Roberts Buford, GA, USA	Retired	Director/Emeritus	Director/Emeritus, PB&T	NA	1.7904%	None	NA