



Board of Governors of the Federal Reserve System



# Annual Report of Bank 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)). 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 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). 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 Bank Holding Companies* must be signed by one director of the top-tier bank holding company. This individual should also be a senior official of the top-tier bank holding company. In the event that the top-tier bank 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 bank holding company's fiscal year-end):  
December 31, 2011  
Month / Day / Year

I, A. Christopher White  
Name of the Bank Holding Company Director and Official  
Director/CEO  
Title of the Bank Holding Company Director and Official

Reporter's Name, Street, and Mailing Address  
Peoples Bancshares of TN, Inc.  
Legal Title of Bank Holding Company  
4511 Hwy. 411, P.O. Box 128  
(Mailing Address of the Bank Holding Company) Street / P.O. Box  
Madisonville TN 37354  
City State Zip Code  
4511 Hwy. 411, Madisonville, TN  
Physical location (if different from mailing address)

attest that the *Annual Report of Bank Holding Companies* (including the supporting attachments) for this report date have 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.

Person to whom questions about this report should be directed:  
Leonard Blevins, EVP  
Name Title  
423-442-8239  
Area Code / Phone Number / Extension  
423-442-8056  
Area Code / FAX Number  
lblevins@PeoplesBank-TN.com  
E-mail Address  
peoplesbank-tn.com  
Address (URL) for the Bank Holding Company's web page

[Signature]  
Signature of Bank Holding Company Director and Official  
3/27/12  
Date of Signature

For bank 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 340316  
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 Bank Holding Companies

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

Legal Title of Subsidiary Bank Holding Company	Legal Title of Subsidiary Bank Holding Company
(Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical location (if different from mailing address)	Physical location (if different from mailing address)
Legal Title of Subsidiary Bank Holding Company	Legal Title of Subsidiary Bank Holding Company
(Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Bank Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical location (if different from mailing address)	Physical location (if different from mailing address)
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City State Zip Code	City State Zip Code
Physical location (if different from mailing address)	Physical location (if different from mailing address)

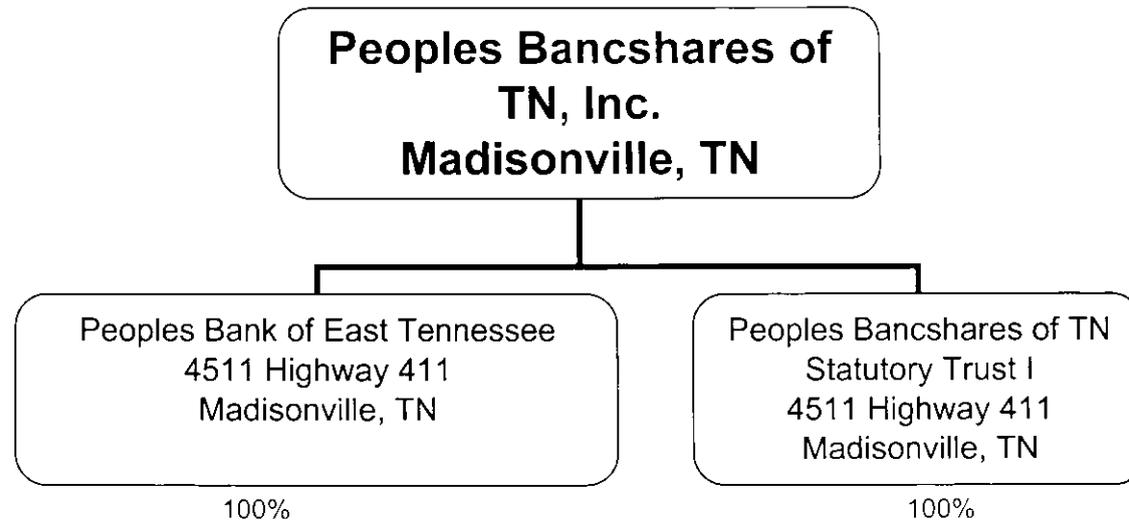
**Form FR Y-6**

Peoples Bancshares of TN, Inc.  
4511 highway 411  
Madisonville, TN 37354  
Fiscal Year Ending December 31, 2011

Report Item

1: The bank holding company prepares an annual report for its shareholders.  
Two copies will be sent under separate cover.

2: Organizational Chart



**Form FR Y-6**  
 Peoples Bancshares of TN, Inc.  
 Fiscal Year Ending December 31, 2012

**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 12/31/2012		
(1)(a) Name & Address	(1)(b) Country	(1)(c) Number & Percentage of Each Clas of Voting Sec.	(2)(a) Name & Address	(2)(b) Country	(2)(c) Number & Percentage of Each Clas of Voting Sec.
D. Allan Benton Madisonville, TN	USA	84,028 Common Stock 9.70%	N/A		
Charles T. Harrison Loudon, TN	USA	59,734 Common Stock 6.89%			

**Form FR Y-6**

Peoples Bancshares of TN, Inc.  
Fiscal Year Ending December 31, 2011

Page 1 of 3

**Report item 4: Insiders**

1	2	3(a)	3(b)	3(c)	4(a)	4(b)	4(c)
Name & Address	Principal Occupation  other than holding company	Title & Position with holding company	Title & Position with Subsidiaries  (include names of subsidiaries)	Title & Position with other Business  (include names of subsidiaries)	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Subsidiaries  (including names of subsidiaries)	List of names of other companies(including partnerships)  If 25% or more of voting securities are held (list names of companies and percentage of voting securities held)
Darrell D. Atkins Madisonville, TN	Sales Representative	Director	Director & Sec. Peoples Bank	N/A	1.73%	None	N/A
D. Allan Benton Madisonville, TN	Retail Sales Benton Hams	Director & Chairman	Director & Chairman Peoples Bank	Benton Hams, Inc. President	9.70%	None	Benton Hams, Inc. 100%
Leonard Blevins Madisonville, TN	N/A	Executive Vice President & Sec.	Executive Vice President & CFO Peoples Bank	N/A	0.30%	None	N/A
Bryan S. Hall Madisonville, TN	Florist Sales Owner	Director	Director Peoples Bank	Halls Florist, Inc. President	3.32%	None	Halls Florist, Inc. 100%
Harold Hawkins Jr. Tellico Plains, TN	Retired Mail Carrier	Director	Director Peoples Bank	N/A	0.93%	None	N/A

**Form FR Y-6**

Peoples Bancshares of TN, Inc.  
Fiscal Year Ending December 31, 2011

Page 2 of 3

**Report item 4: Insiders**

1	2	3(a)	3(b)	3(c)	4(a)	4(b)	4(c)
Name & Address	Principal Occupation  other than holding company	Title & Position with holding company	Title & Position with Subsidiaries  (include names of subsidiaries)	Title & Position with other Business  (include names of subsidiaries)	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Subsidiaries  (including names of subsidiaries)	List of names of other companies(including partnerships)  If 25% or more of voting securities are held (list names of companies and percentage of voting securities held)
Bill Shadden Tellico Plains, TN	Retired Teacher	Director	Director Peoples Bank	N/A	1.10%	None	N/A
William W. Sloan Madisonville, TN	Retail Sales Hardware	Director	Director Peoples Bank	N/A	2.00%	None	N/A
Larry C. Sloan Tellico Plains	Government County Clerk	Director	Director Peoples Bank	N/A	1.35%	None	N/A
John Thompson Philadelphia, TN	Farmer	Director	Director Peoples Bank	N/A	0.83%	None	N/A
Douglas E. Warren Madisonville, TN	Accountant CPA	Director	Director Peoples Bank	N/A	1.57%	None	N/A
A. Christopher White Vonore, TN	N/A	Director /CEO President	Director Peoples Bank	N/A	0.34%	None	N/A

**Form FR Y-6**

Peoples Bancshares of TN, Inc.  
Fiscal Year Ending December 31, 2011

Page 3 of 3

**Report item 4: Insiders**

1	2	3(a)	3(b)	3(c)	4(a)	4(b)	4(c)
Name & Address	Principal Occupation  other than holding company	Title & Position with holding company	Title & Position with Subsidiaries  (include names of subsidiaries)	Title & Position with other Business  (include names of subsidiaries)	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Subsidiaries  (including names of subsidiaries)	List of names of other companies(including partnerships)  If 25% or more of voting securities are held (list names of companies and percentage of voting securities held)
Robert Wooldridge Madisonville, TN	Retired Store Owner	Director	Director Peoples Bank	N/A	1.03%	None	N/A

Results: A list of branches for your depository institution: **PEOPLES BANK OF EAST TENNESSEE (ID\_RSSD\_2618344)**. This depository institution is held by **PEOPLES BANKSHARES OF TN, INC. (3483151) of MADISONVILLE, TN**. The data are as of **12/31/2011**. Data reflects information that was received and processed through **01/05/2012**.

**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, UNIFORM, 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	Country	Country	FDIC UNIFORM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
		Full Service (Head Office)	2618344	PEOPLES BANK OF EAST TENNESSEE	4511 US HIGHWAY 411	MADISONVILLE	TN	37354	MONROE	UNITED STATES	39072	Not Required	0 PEOPLES BANK OF EAST TENNESSEE	2618344	
		Full Service	4224457	MCCOYSVILLE BRANCH	109 BLUE RIDGE ROAD	MCCOYSVILLE	GA	30655	FANNING	UNITED STATES	Not Required	Not Required	PEOPLES BANK OF EAST TENNESSEE	2618344	
		Full Service	4165309	MURPHY BRANCH	592 WEST US HIGHWAY 64 ST	MURPHY	NC	28906	CHEROKEE	UNITED STATES	Not Required	Not Required	PEOPLES BANK OF EAST TENNESSEE	2618344	
		Full Service	8288233	DUCKTOWN BRANCH	105 FIVE POINTS DRIVE	DUCKTOWN	TN	37326	POLA	UNITED STATES	456807	Not Required	9 PEOPLES BANK OF EAST TENNESSEE	2618344	
		Full Service	3291144	PEOPLE BANK OF EAST TENNESSEE BRANCH	19 MAIN STREET	ENGLWOOD	TN	37329	MCKINN	UNITED STATES	432489	Not Required	5 PEOPLES BANK OF EAST TENNESSEE	2618344	
		Full Service	3430121	CHILHOWEE AVENUE BRANCH	103 CHILHOWEE AVENUE	GREENBACK	TN	37742	LOUDON	UNITED STATES	446981	Not Required	7 PEOPLES BANK OF EAST TENNESSEE	2618344	
		Full Service	3865595	PLAZA BRANCH, THE	904 TELICO STREET	MADISONVILLE	TN	37354	MONROE	UNITED STATES	441844	Not Required	6 PEOPLES BANK OF EAST TENNESSEE	2618344	
		Full Service	3108846	NOTA BRANCH	9 WEST WILSON STREET	NOTA	TN	37824	MCKINN	UNITED STATES	470600	Not Required	10 PEOPLES BANK OF EAST TENNESSEE	2618344	
		Full Service	2795122	SWEETWATER BRANCH	117 MONROE STREET	SWEETWATER	TN	37824	MONROE	UNITED STATES	290675	Not Required	2 PEOPLES BANK OF EAST TENNESSEE	2618344	
		Full Service	2615905	TELICO PLAINS BRANCH	9186 NEW HWY 68	TELICO PLAINS	TN	37285	MONROE	UNITED STATES	290674	Not Required	3 PEOPLES BANK OF EAST TENNESSEE	2618344	
		Full Service	3248009	VONORE BRANCH	1010 HIGHWAY 411	VONORE	TN	37885	MONROE	UNITED STATES	456117	Not Required	8 PEOPLES BANK OF EAST TENNESSEE	2618344	