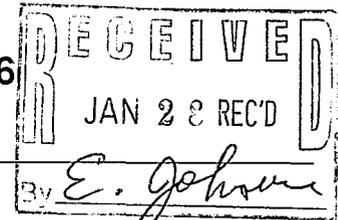


Board of Governors of the Federal Reserve System



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, Becky Snyder

Reporter's Name, Street, and Mailing Address

Peoples Exchange Bancshares, Inc

Name of the Holding Company Director and Official

Legal Title of Holding Company

Chairman

PO Box 865

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.

<u>Monroeville</u>	<u>AL</u>	<u>36460</u>
City	State	Zip Code

2013 Highway 21 Bypass

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.

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Becky Snyder Chairman

Name Title

251-575-4555 228

Area Code / Phone Number / Extension

251-575-7609

Area Code / FAX Number

beckysnyder@pebmc.com

E-mail Address

Becky Snyder

Signature of Holding Company Director and Official

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

01/22/2013

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 1138870
 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

Revised 4-29-13

FR Y-6 2012

2a

PEOPLES EXCHANGE BANCSHARES, INC.

Organization Chart

Fiscal Year Ending December 31, 2012

Peoples Exchange Bancshares, Inc. owns 100% of Peoples Exchange Bank of Monroe County.

Peoples Exchange Bancshares, Inc. owns no other stock, nor conducts any other business.

PEOPLES EXCHANGE BANCSHARES, INC.

PO BOX 865

MONROEVILLE, AL 36461

PEOPLES EXCHANGE BANK OF MONROE COUNTY

PO BOX 865

MONROEVILLE, AL36461

Peoples Exchange Bancshares, Inc. does not file with the SEC and did not have any insider trading.

*All entities are Incorporated in Alabama

FRY-6 2012
Item # 2b Branch List

PEOPLES EXCHANGE BANSHARES, INC
December 31, 2012

Peoples Exchange Bancshares, Inc
2013 HWY 21 Bypass
Monroeville, AL 36460

Peoples Exchange Bank of Monroe County Main Office
2013 HWY 21 Bypass
Monroeville, AL 36460

Peoples Exchange Bank of Monroe County *Branch
1112 Main Street
Beatrice, AL 36425

The branch office in Beatrice closed on December 31, 2012

Revised 4-22-13

FR Y-6 2012
ITEM # 3 (1)
Securities Holders

PEOPLES EXCHANGE BNACSHARES, INC
5% SHAREHOLDER LIST
Fiscal Year Ending December 31, 2012

<u>Name & Address</u>	<u>Country of Citizenship</u>	<u>Number of Shares</u>	<u>Percentage Ownership</u>
Thomas A. Black, III [REDACTED] Beatrice, AL 36425	USA	2699	21
James H. Durdan & Doris F. Durdan Trustees of the James H. Durdan & Doris F. Durdan Trust [REDACTED] Menomonee Falls, WI 53051	USA	1299	9.99
Claudia B. Smith [REDACTED] Beatrice, AL 36425	USA	2679	21
Kenneth M. Smith [REDACTED] Beatrice, AL 36425	USA	52	.4
Rebecca B. Snyder [REDACTED] Monroeville, AL 36460	USA	2699	21

ITEM # 3 (2) NONE

FRY-6 2012
Item # 4: Insiders

PEOPLES EXCHANGE BANCSHARES, INC
Fiscal Year Ending December 31, 2012

Name & Address	Principal Occupation	Title & Position Holding Co	Title & Position Subsidiaries	Title & Position Other Bus.	Percentage of Voting Shares in Bank Hold. Co	Percentage of Voting Shares in Subsidiaries	Other Companies
Thomas A Black, III Beatrice, AL USA	Banker	V Pres Director	V Pres Director	None	21%	21%	None
Jim & Doris Durdan Trust Menomonee Falls, WI	Retired	Prin Stk	None	None	9%	9%	None
Harvey J Gaston, Jr. Frisco City, AL USA	Banker	CEO Director	CEO Director	None	None	None	None
Kevin Norris Monroeville, AL USA	Banker	President	President	None	None	None	None
Bill Rogers Franklin, AL USA	Banker	None	V Pres	None	None	None	None
Claudia B Smith Beatrice, AL USA	Retired	Princ Stk	None	None	21%	21%	None
Kenneth M Smith Beatrice, AL USA	Banker	Director	Director	None	.4%	.4%	None
Rebecca B Snyder Monroeville, AL USA	Banker	Chairman	Chairman	None	21%	21%	None
Claire B Stallworth Beatrice, AL USA	Timber	Director	Director	None	4.85%	4.85%	None