

Board of Governors of the Federal Reserve System

MAR 31 2014



Annual Report of Holding Companies — ~~FEDERAL~~ RICHMOND

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, R. L. Bowling

Reporter's Name, Street, and Mailing Address

Peoples Bankshares, Inc.

Name of the Holding Company Director and Official

Legal Title of Holding Company

President and CEO

PO Box 817

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.

Mullens WV 25882

City State Zip Code

200 First Street

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:

R. L. Bowling President and CEO

Name Title

304-295-7115

Area Code / Phone Number / Extension

304-294-7147

Area Code / FAX Number

rlbowling@firstpeoplesbank.org

E-mail Address

Signature of Holding Company Director and Official

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

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 1472211
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

FRY-6 Report Item 2a - Organizational Chart

Peoples Bankshares, Inc.

PO Box 817, 200 First Street

Mullens, WV 25882

Incorporated in West Virginia

Peoples Bankshares, Inc. Owns 100% of First Peoples Bank, Inc.

First Peoples Bank, Inc.

PO Box 817, 200 First Street

Mullens, WV 25882

Incorporated in West Virginia

Results: A list of branches for your holding company: PEOPLES BANKSHARES, INC. (1472211) of MULLENS, WV.
 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	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)	708333	FIRST PEOPLES BANK, INC.	200-206 FIRST STREET	MULLENS	WV	25882	WYOMING	UNITED STATES	4157	0	FIRST PEOPLES BANK, INC.	708333	
OK		Full Service	3958063	MACARTHUR BRANCH	123 BETHEL ROAD	MACARTHUR	WV	25873	RALEIGH	UNITED STATES	492676	2	FIRST PEOPLES BANK, INC.	708333	
OK		Full Service	707831	PINEVILLE BRANCH	243 MAIN AVENUE	PINEVILLE	WV	24874	WYOMING	UNITED STATES	208919	3	FIRST PEOPLES BANK, INC.	708333	

First Peoples Bank
Current Shareholders with Ownership, Control or Holdings of
5% or More with Power to Vote as of December 31, 2013
FR Y-6 Report Item 3.1: Securities Holders

Name and Address	Country	Number and Percentage of Each Class of Voting Securities
Barbara Davis Pauley Gaithersburg, MD	USA	10.68% - 57,900 shares common stock
Susan D. Steele Dallas, TX	USA	5.53% - 30,000 shares common stock
Trust u/w of H. E. Lilly c/o First Peoples Bank Mullens, WV Ronald L. Bowling, Michael N. Wikel, and Barbara Lilly Howard, Trustees	USA	27.67% - 150,000 shares common stock

REPORT ITEM 3.2 - 5% OR MORE DURING FISCAL YEAR BUT NOT AT YEAR-END

none

PEOPLES BANKSHARES, INC.
REPORT OF BANK HOLDING COMPANIES
FR Y-6 FOR PERIOD ENDING DECEMBER 31, 2013
REPORT ITEM 4 - DIRECTORS AND OFFICERS

QUESTION #1	QUESTION #2	QUESTION #3	QUESTION #4
NAME AND ADDRESS	PRINCIPAL OCCUPATION	TITLE OR POSITION a) Holding Co. b) Subsidiaries c) Other Business	PERCENTAGE OF EACH CLASS OF VOTING SECURITIES OWNED, CONTROLLED OR HELD WITH POWER TO VOTE IN A) Holding Company; B) Direct and indirect subsidiaries of holding co.; and C) Other business

Ronald L. Bowling Mullens, WV USA		a) President and CEO b) President, CEO, Director c) N/A	a) 10.52% b) N/A c) N/A
Robert Browning, Jr. Pineville, WV USA	Legal Services	a) Director b) Director c) Owner, Robert Browning, Jr., LC	a) 0.02% b) N/A c) 100%
Charles T. Feller Mullens, WV USA	Insurance Agent	a) Director b) Director c) Part Owner, C. V. Feller Insurance	a) 3.11% b) N/A c) 50%
Randy R. Hamilton Bud, WV USA		a) Executive VP & COO b) EVP, COO, Director c) N/A	a) 0.17% b) N/A c) N/A
Kenneth W. McBride, Jr. Mullens, WV USA	Independent Xerox Agent	a) Director b) Director c) Owner, Professional Business Products	a) 0.18% b) N/A c) 100%
Joseph G. Mason, III Cincinnati, OH USA	Founder of PetSuites of America, Inc.	a) Director b) Director c) Founder PetSuites of America, Inc.	a) 0.26% b) N/A c) 10%
Barbara Davis Pauley Gaithersburg, MD USA	Retired	a) Director b) Director c) N/A	a) 10.87% b) N/A c) N/A
Michael N. Wikel Mullens, WV USA	Retired Prep Plant Foreman, Eastern Assoc. Coal Co.	a) Director b) Director c) N/A	a) 10.79% b) N/A c) N/A
John R. Wilcox Mullens, WV USA	Business Owner	a) Director b) Director c) Owner, Dairy Queen	a) 0.46% b) N/A c) 50%

**PEOPLES BANKSHARES, INC.
 REPORT OF BANK HOLDING COMPANIES
 FR Y-6 FOR PERIOD ENDING DECEMBER 31, 2013
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Ronald L. Bowling Mullens, WV USA		a) President and CEO, Chairman b) President, CEO, Director c) N/A	a) 1.29% b) N/A c) N/A
Robert Browning, Jr. Pineville, WV USA	Legal Services	a) Director b) Director c) Owner, Robert Browning, Jr., LC	a) 0.02% b) N/A c) 100%
Charles T. Feller Mullens, WV USA	Insurance Agent	a) Director b) Director c) Part Owner, C. V. Feller Insurance	a) 3.11% b) N/A c) 50%
Randy R. Hamilton Bud, WV USA		a) Executive VP & COO b) EVP, COO, Director c) N/A	a) 0.17% b) N/A c) N/A
Kenneth W. McBride, Jr. Mullens, WV USA	Independent Xerox Agent	a) Director b) Director c) Owner, Professional Business Products	a) 0.18% b) N/A c) 100%
Joseph G. Mason, III Cincinnati, OH USA	Founder of PetSuites of America, Inc.	a) Director b) Director c) Founder PetSuites of America, Inc.	a) 0.26% b) N/A c) 10%
Barbara Davis Pauley Gaithersburg, MD USA	Retired	a) Director b) Director c) N/A	a) 10.87% b) N/A c) N/A
Michael N. Wikel	Retired Prep Plant	a) Director	a) 1.29%

PEOPLES BANKSHARES, INC.
REPORT OF BANK HOLDING COMPANIES
FR Y-6 FOR PERIOD ENDING DECEMBER 31, 2013
REPORT ITEM 4 - DIRECTORS AND OFFICERS

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Mullens, WV USA	Foreman, Eastern Assoc. Coal Co.	b) Director c) N/A	b) N/A c) N/A
John R. Wilcox Mullens, WV USA	Business Owner	a) Director b) Director c) Owner, Dairy Queen	a) 0.46% b) N/A c) 50%
Trust u/w of H. E. Lilly Ronald L. Bowling, Trustee Mullens, WV USA	Trust	a) N/A b) N/A c) N/A	a) 27.67% b) N/A c) N/A
Michael N. Wikel, Trustee Mullens, WV USA			
Andrew J. Lilly, Trustee Blacksburg, VA USA			