

COPY

Board of Governors of the Federal Reserve System

FR Y-6
OMB Number 7100-0297
Expires December 31, 2015
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MAR 24 2014



Annual Report of Holding Companies—FRB 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):

Month / Day / Year

I, Robert C. Abernethy

Reporter's Name, Street, and Mailing Address
Peoples Bancorp of North Carolina, Inc.

Name of the Holding Company Director and Official
Chairman of the Board

Legal Title of Holding Company
518 West C Street, P.O. Box 467

Title of the Holding Company Director and Official

(Mailing Address of the Holding Company) Street / P.O. Box
Newton NC 28658
City State Zip Code

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.

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:

A. Joseph Lampron, Jr. EVP, CFO, Corp Treasurer
Name Title

828-464-5620

Area Code / Phone Number / Extension

828-465-6780

Area Code / FAX Number

alampron@peoplesbanknc.com

E-mail Address

peoplesbanknc.com

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

Signature of Holding Company Director and Official

3-20-2014

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 _____

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

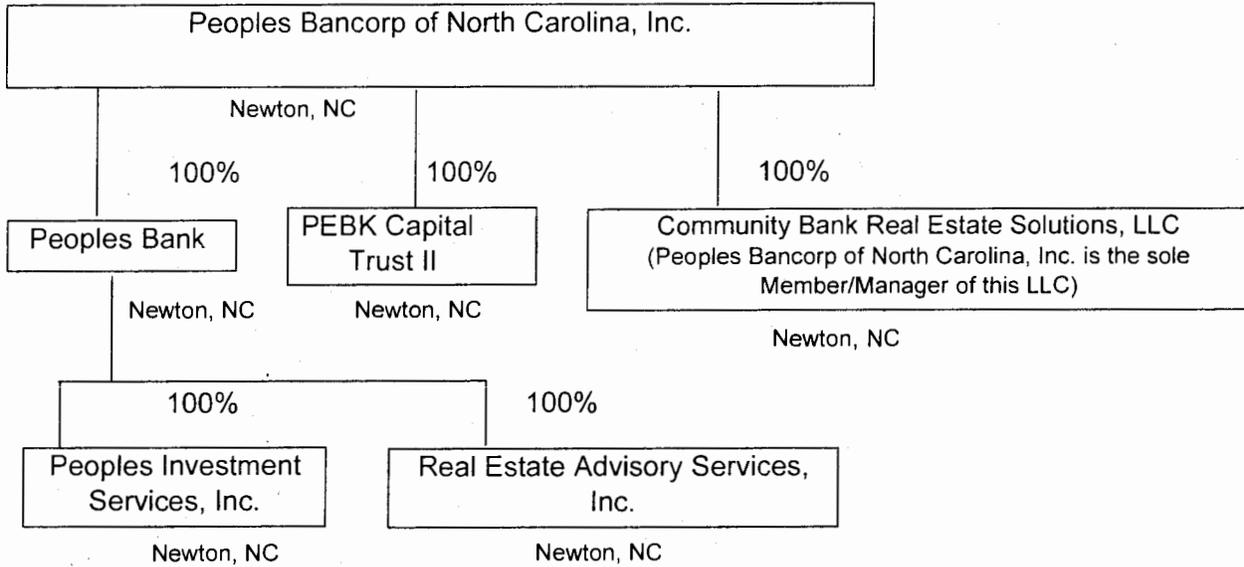
Form FR Y-6

Peoples Bancorp of North Carolina, Inc.
Newton, North Carolina
Fiscal Year Ending December 31, 2013

Report Item

1: The bank holding company prepares an annual report for its shareholders and is registered with the SEC.

2a: Organizational Chart



PEBK Capital Trust II is a Delaware Statutory trust, which was formed in Delaware. All of the other entities in the organizational chart above were incorporated in the State of North Carolina.

2b: Domestic branch listing provided to the Federal Reserve Bank on February 11, 2014

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Peoples Bancorp of North Carolina, 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 12/31/13			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 12/31/13		
(1)(a) Name City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities (1), (2)	(2)(a) Name City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Mrs. Christine S. Abernethy Newton, NC	USA	660,495 (3) 11.766%	Not applicable		
Tontine Financial Partners, L.P. Greenwich, CT	USA	371,604 (4) 6.620%			
Tontine Management, L.L.C. Greenwich, CT	USA	371,604 (4) 6.620%			
Tontine Asset Associates, L.L.C. Greenwich, CT	USA	141,361 (4) 2.518%			
Jeffrey L. Gendell Greenwich, CT	USA	512,965 (4) 9.138%			

(1) Unless otherwise noted, all shares are owned directly of record by the named individuals, by their spouses and minor children, or by other entities controlled by the named individuals. Voting and investment power is not shared unless otherwise indicated.

2) Based upon a total of 5,613,495 shares of common stock outstanding as of December 31, 2013.

(3) Carolina Glove Company, Inc. owns 107,604 shares of common stock. These shares are included in the calculation of Ms. Abernethy's total beneficial ownership interest. Ms. Abernethy owns approximately 50% of the stock of Carolina Glove Company, Inc. The business is operated by a family committee. Ms. Abernethy has no active day-to-day participation in the business affairs of Carolina Glove Company, Inc..

(4) Based on a Schedule 13G/A (Amendment No. 5) filed by Tontine Financial Partners, L.P., Tontine Management, L.L.C., Tontine Overseas Associates, L.L.C., Tontine Asset Associates, LLC and Jeffrey L. Gendell with the SEC on February 14, 2014 and represents the total number of shares controlled by Jeffrey Gendell and the related Tontine entities.

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Peoples Bancorp of North Carolina, 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 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)
Mrs. Christine S. Abemethy Newton, NC (USA)	Majority Owner of Carolina Glove Company, Inc.	N/A	N/A	N/A	11%	N/A	Carolina Glove Company, Inc. - 50%
Robert C. Abemethy Newton, NC (USA)	President, Secretary and and Treasurer, Carolina Glove Company, Inc.; Secretary and Asst. Treasurer, Midstate Contractors, Inc.	Chairman of the Board of Directors	Chairman of the Board of Directors (Peoples Bank)	President, Secretary and and Treasurer, Carolina Glove Company, Inc.; Secretary and Asst. Treasurer, Midstate Contractors, Inc.	2%	N/A	B&L Investments, LLC - 98%, Abemethy Asset Holdings, LLC - 33.33%
James S. Abemethy Newton, NC (USA)	President and Assistant Secretary, Midstate Contractors, Inc.; Vice President, Carolina Glove Company, Inc.; Vice President, Secretary and Chairman of the Board, Alexander Railroad Co.	Director	Director (Peoples Bank)	President and Assistant Secretary, Midstate Contractors, Inc.; Vice President, Carolina Glove Company, Inc.; Vice President, Secretary and Chairman of the Board, Alexander Railroad Co.	3% *	N/A	Abemethy Asset Holdings, LLC - 33.33%
Joseph F. Beaman, Jr. Newton, NC (USA)	N/A	Executive Vice President and Corporate Secretary	Executive Vice President, Chief Administrative Officer and Secretary (Peoples Bank)	N/A	1%	N/A	N/A
William D. Cable, Sr. Newton, NC (USA)	N/A	Executive Vice President, Assistant Corporate Secretary and Assistant Corporate Treasurer	Executive Vice President and Chief Operating Officer (Peoples Bank)	N/A	1%	N/A	N/A
Douglas S. Howard Denver, NC (USA)	Vice President, Secretary and Treasurer, Denver Equipment of Charlotte, Inc.	Director	Director (Peoples Bank)	Owner, Howard Ventures; Member Manager, Denver Investors, LLC; Member Manager, The Denver Group, LLC	1%	N/A	Howard Ventures - 100%
A. Joseph Lampron, Jr. Denver, NC (USA)	N/A	Executive Vice President Chief Financial Officer and Corporate Treasurer	Executive Vice President and Chief Financial Officer (Peoples Bank)	N/A	1%	N/A	N/A
John W. Lineberger, Jr. Lincolnton, NC (USA)	President, Lincoln Bonded Warehouse Company	Director	Director (Peoples Bank)	President, Lincoln Bonded Warehouse Company; Vice President, Lineberger Bros; Partner, Shortgrass Associates, LLC	1%	N/A	Four-Way Dist - 25%, Shortgrass Assoc, LLC - 25%

Form FR Y-6
Peoples Bancorp of North Carolina, 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 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)
Gary E. Matthews Conover, NC (USA)	President and Director, Matthews Construction Company, Inc.	Director	Director (Peoples Bank)	Director and Treasurer, Conover Metal Products, Inc.; Member G&A Properties of Conover, LLC and BGA Properties LLC; Consultant for MHBPC, Inc.	1%	N/A	G&A Properties of Conover, LLC - 50%; BG&A Properties, LLC - 33.33%; Matthews Realty, LLC - 33.33%
Dr. Billy L. Price, Jr. Hickory, NC (USA)	Internist and Partner, Catawba Valley Internal	Director	Director (Peoples Bank)	Managing Partner and Practitioner of Internal Medicine, Catawba Valley Internal Medicine, P.A.	1%	N/A	Price Business Properties, LLC - 100%
Larry E. Robinson Newton, NC (USA)	President and Chief Exec. Officer, The Blue Ridge Distributing Company., Inc.	Director	Director (Peoples Bank)	Partner and Vice President, United Beverages of North Carolina, LLC	1%	N/A	N/A
Lance A. Sellers Hickory, NC (USA)	N/A	President and Chief Executive Officer	President and Chief Executive Officer (Peoples Bank)	N/A	1%	N/A	N/A
William Gregory Terry Conover, NC (USA)	General Manager, Drum and Willis-Reynolds Funeral Homes, LLC	Director	Director (Peoples Bank)	N/A	1%	N/A	Drum Funeral Home, LLC - 75%, Willis-Reynolds Funeral Home, LLC - 99%
Dan Ray Timmerman, Sr. Conover, NC (USA)	Chairman of the Board and Chief Executive Officer - Timmerman Manufacturing, Inc.	Director	Director (Peoples Bank)	Chairman of the Board and Chief Executive Officer - Timmerman Manufacturing, Inc. Partner, D & B Properties	1%	N/A	Timmerman Mfg., Inc.-76%, D & B Properties - 50%
Benjamin I. Zachary Taylorsville, NC (USA)	President, Treasurer, General Manager and Director of Alexander Railroad Company	Director	Director (Peoples Bank)	N/A	1% *	N/A	N/A

* 64,038 shares of Common Stock owned by Alexander Railroad Company are included in the percentage of voting shares for Mr. J. Abernethy and Mr. Zachary

Results: A list of branches for your depository institution: PEOPLES BANK (ID_RSSD: 220527).
This depository institution is held by PEOPLES BANCORP OF NORTH CAROLINA, INC. (2818245) of NEWTON, NC.
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)	220527	PEOPLES BANK	518 WEST C STREET	NEWTON	NC	28658	CATAWBA	UNITED STATES	4040	0	PEOPLES BANK	220527	
OK		Full Service	602525	CATAWBA BRANCH	106 NORTH MAIN STREET	CATAWBA	NC	28609	CATAWBA	UNITED STATES	208537	3	PEOPLES BANK	220527	
OK		Full Service	3305809	BANCO DE LA GENTE SOUTH BOULEVARD BRANCH	6300 SOUTH BOULEVARD	CHARLOTTE	NC	28217	MECKLENBURG	UNITED STATES	432097	17	PEOPLES BANK	220527	
OK		Full Service	3342390	BANCO DE LA GENTE-CENTRAL AVENUE BR	4451-A CENTRAL AVENUE	CHARLOTTE	NC	28205	MECKLENBURG	UNITED STATES	439384	18	PEOPLES BANK	220527	
OK		Full Service	2572501	CLAREMONT BRANCH	3261 EAST MAIN STREET	CLAREMONT	NC	28610	CATAWBA	UNITED STATES	205316	7	PEOPLES BANK	220527	
OK		Full Service	2438821	CONOVER BRANCH	213 FIRST STREET WEST	CONOVER	NC	28613	CATAWBA	UNITED STATES	208540	6	PEOPLES BANK	220527	
OK		Full Service	3604968	CORNELIUS BRANCH	9624-I BAILEY ROAD	CORNELIUS	NC	28031	MECKLENBURG	UNITED STATES	464959	20	PEOPLES BANK	220527	
OK		Full Service	3305818	DENVER BRANCH	6125 HIGHWAY 16 SOUTH	DENVER	NC	28037	LINCOLN	UNITED STATES	208541	9	PEOPLES BANK	220527	
OK		Full Service	3305827	TRIANGLE CROSSING BRANCH	142 HIGHWAY 16 SOUTH	DENVER	NC	28037	LINCOLN	UNITED STATES	208543	11	PEOPLES BANK	220527	
OK		Full Service	3156896	CATAWBA VALLEY BOULEVARD BRANCH	2050 CATAWBA VALLEY BLVD SE	HICKORY	NC	28602	CATAWBA	UNITED STATES	419770	16	PEOPLES BANK	220527	
OK		Full Service	1215829	SPRINGS ROAD BRANCH	3310 SPRINGS ROAD, NE	HICKORY	NC	28601	CATAWBA	UNITED STATES	208538	4	PEOPLES BANK	220527	
OK		Full Service	3305845	VIEWMONT BRANCH	1333 2ND ST NE STE 100	HICKORY	NC	28601	CATAWBA	UNITED STATES	208542	10	PEOPLES BANK	220527	
OK		Full Service	1358016	HIDDENITE BRANCH	5153 NC HWY 90 E	HIDDENITE	NC	28636	ALEXANDER	UNITED STATES	208539	5	PEOPLES BANK	220527	
OK		Full Service	2985295	LINCOLNTON BRANCH	1910 EAST MAIN ST	LINCOLNTON	NC	28092	LINCOLN	UNITED STATES	359696	12	PEOPLES BANK	220527	
OK		Full Service	3305854	WEST LINCOLN BRANCH	760 HIGHWAY 27 W	LINCOLNTON	NC	28092	LINCOLN	UNITED STATES	419769	15	PEOPLES BANK	220527	
OK		Full Service	129620	MAIDEN BRANCH	200 ISLAND FORD ROAD	MAIDEN	NC	28650	CATAWBA	UNITED STATES	208536	2	PEOPLES BANK	220527	
OK		Full Service	3719189	BANCO DE LA GENTE MONROE BRANCH	501 WEST ROOSEVELT BOULEVARD	MONROE	NC	28110	UNION	UNITED STATES	452046	19	PEOPLES BANK	220527	
OK		Full Service	3967609	GATEWAY BRANCH	125-E TRADE COURT	MOORESVILLE	NC	28117	IREDELL	UNITED STATES	495729	24	PEOPLES BANK	220527	
OK		Full Service	3921517	MOORESVILLE BRANCH	1074 RIVER HIGHWAY	MOORESVILLE	NC	28117	IREDELL	UNITED STATES	470787	21	PEOPLES BANK	220527	
OK		Limited Service	3539118	ABERNETHY CENTER BRANCH	102 LEONARD AVENUE	NEWTON	NC	28658	CATAWBA	UNITED STATES	364776	14	PEOPLES BANK	220527	
OK		Full Service	3306020	NEWTON BRANCH	420 WEST A STREET	NEWTON	NC	28658	CATAWBA	UNITED STATES	359700	13	PEOPLES BANK	220527	
OK		Limited Service	417822	NORTH NEWTON EXPRESS BRANCH	2619 NORTH MAIN AVE	NEWTON	NC	28658	CATAWBA	UNITED STATES	208535	1	PEOPLES BANK	220527	
OK		Full Service	3921526	BANCO DE LA GENTE - RALEIGH BRANCH	3023 CAPITAL BOULEVARD, SUITE 105	RALEIGH	NC	27604	WAKE	UNITED STATES	470788	22	PEOPLES BANK	220527	