

Board of Governors of the Federal Reserve System

MAR



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, MICHAEL W. ROBINSON

Reporter's Name, Street, and Mailing Address

PEOPLES FINANCIAL GROUP, INC

Name of the Holding Company Director and Official

Legal Title of Holding Company

EVP

PO BOX 297

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.

IVA SC 29655-0297

City State Zip Code

801 EAST FRONT 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:

MICHAEL W. ROBINSON EVP

Name Title

864-348-6181

Area Code / Phone Number / Extension

864-348-6180

Area Code / FAX Number

mrobinson@peoplesbanksc.com

E-mail Address

PEOPLESBANKSC.COM

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

Signature of Holding Company Director and Official

03/05/2014

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."

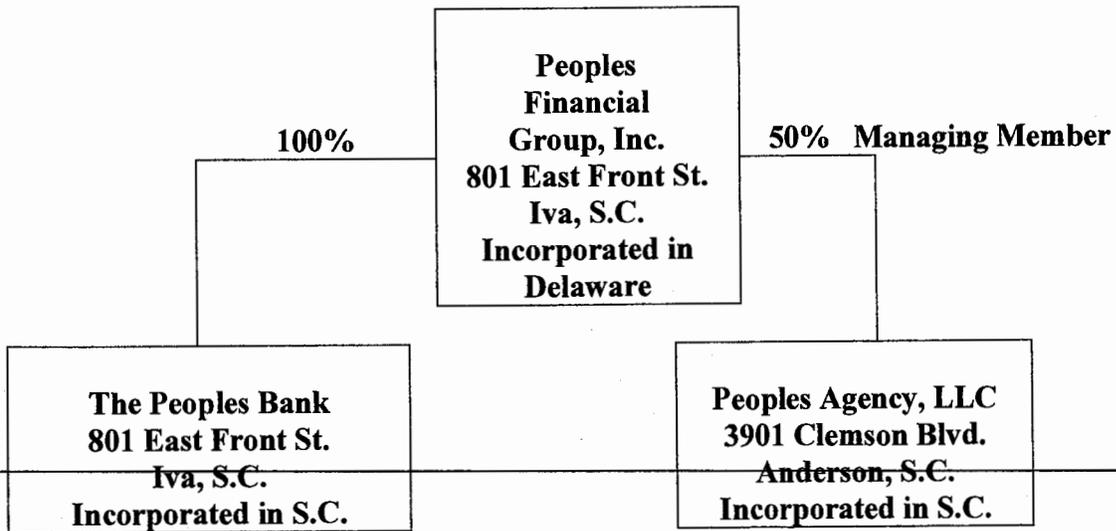
No

Form FR Y-6

**Peoples Financial Group, Inc.
Iva, South Carolina
Fiscal Year Ending December 31, 2013**

Report Item

- 1: a. ~~The BHC is not required to prepare form 10K with the SEC.~~
- 1: b. The BHC does prepare an annual report for its shareholders. We will mail two copies when available.
- 2: a. Organizational Chart



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

Results: A list of branches for your depository institution: PEOPLES BANK THE (ID_RSSD: 285928).
 This depository institution is held by PEOPLES FINANCIAL GROUP, INC. (2916020) of IVA, SC.
 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)	285928	PEOPLES BANK THE	801 EAST FRONT STREET	IVA	SC	29655	ANDERSON	UNITED STATES	11044	0	PEOPLES BANK THE	285928	
OK		Full Service	3539770	CLEMSON BOULEVARD BRANCH	3901 CLEMSON BOULEVARD	ANDERSON	SC	29621	ANDERSON	UNITED STATES	239783	3	PEOPLES BANK THE	285928	
OK		Full Service	2583338	DOWNTOWN BRANCH	605 NORTH MAIN STREET	ANDERSON	SC	29621	ANDERSON	UNITED STATES	239782	2	PEOPLES BANK THE	285928	
OK		Full Service	3677869	GREENVILLE STREET BRANCH	1921 E GREENVILLE ST	ANDERSON	SC	29621	ANDERSON	UNITED STATES	445177	4	PEOPLES BANK THE	285928	
OK		Full Service	3721315	HIGHWAY 24 BRANCH	3009 WHITEHALL ROAD	ANDERSON	SC	29626	ANDERSON	UNITED STATES	462435	5	PEOPLES BANK THE	285928	
OK		Full Service	472728	HOMELAND PARK BRANCH	3010 SOUTH MAIN ST	ANDERSON	SC	29624	ANDERSON	UNITED STATES	239781	1	PEOPLES BANK THE	285928	

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Report Item 3: Shareholders
(1)(a) (1)(b) (1)(c) (2)(a) (2)(b) (2)(c)

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-13

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 12-31-13

(1) (a) Name & Address (City, State, Country)	(1) (b) Country of Citizenship or Incorporation	(1) (c) Number and Percentage of Each Class of Voting Securities	(2) (a) Name & Address (City, State, Country)	(2) (b) Country of Citizenship or Incorporation	(2) (c) Number and Percentage of Each Class of Voting Securities
Linda Alewine Iva, SC	USA	40,064 7.7% Common Stock	N/A		
Peoples Financial Group ESOP Iva, SC	USA	74,556 14.4% Common Stock			

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Report Item 4: Directors and Officers

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

(1) Names & Address (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)
J. R. McGee Iva, SC	N/A	Director & Chairman Vice-President	Director & Chairman (The Peoples Bank)	N/A	1.6%	None	N/A
Shawn McGee Iva, SC	N/A	Director & President	Director & CEO & President (The Peoples Bank)	N/A	1.5%	None	N/A
Michael W. Robinson Belton, SC	N/A	Director & Secretary/Treasurer	Director & CFO & Executive VP (The Peoples Bank)	N/A	1.4%	None	N/A
Mathew W. Thrasher Anderson, SC	Restaurant Business	Director	Director (The Peoples Bank)	Skins, Inc.- Mgr. Thrasher Family Partnership -Ptr. Hudgens Street Partnership - Ptr	.1%	None	Skin's Inc. 33% Thrasher Family Partnership - 25% Hudgens Street Partnership - 33%

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George Sullivan Anderson, SC	Attorney	Director	Director The Peoples Bank	Partner (McIntosh, Sherard, and Sullivan)	1.3%	None	McIntosh, Sherard and Sullivan 33.3%
Vance Wells, Jr. Anderson, SC	Mobile Home Sales	Director	Director The Peoples Bank	Partner (V&V Investments) (Tri-County Mobile Home Sales)	.2%	None	V&V Invest. 50% Tri-County Mobile Home Sales 70%
Randall Shirley Iva, SC	Owner -5 & 10 Store	Director	Director The Peoples Bank	Owner (Brown's 5&10 Variety Store)	1.6%	None	Brown's 5&10 100%
A. Fred Stringer Anderson, SC	Veterinarian- <u>Retired</u>	Director	Director The Peoples Bank	N/A	3.2%	None	N/A

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T. E. Dudley Iva, SC	Convenience Store owner	Director	Director The Peoples Bank	Sav- A- Stop Owner	1.1%	None	Sav-A-Stop 100%
B. Steve White Anderson, SC	Realtor	Director	Director The Peoples Bank	All Star Realty Owner	.2%	None	All Star Realty 100%
Peoples Financial Group ESOP Iva, SC	N/A	N/A	N/A	N/A	14.4%	None	N/A