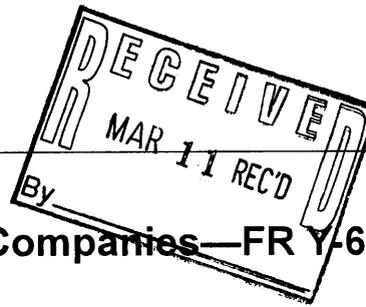


Board of Governors of the Federal Reserve System



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, Renny B. Eadie, III, President & Chairman

Reporter's Name, Street, and Mailing Address

PSB BancGroup, Inc.

Name of the Holding Company Director and Official

Legal Title of Holding Company

PSB BancGroup, Inc.

PO Box 2199

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.

Lake City FL 32056  
City State Zip Code

350 SW Main Blvd., Lake City, FL 32025

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:

Cessie Cothran Vice President/C.F.O.

Name Title

386-754-0002

Area Code / Phone Number / Extension

386-754-0919

Area Code / FAX Number

ccothran@psb.biz

E-mail Address

none

Signature of Holding Company Director and Official

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

03/01/2013

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 2650324  
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

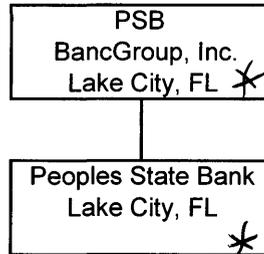
Form FR Y-6

PSB BancGroup, Inc.  
Lake City, Florida  
Fiscal Year Ending December 31, 2012

Report Item

- 1 a) Form 10-K. Not applicable.  
b) Annual report to shareholders, and proxy information, enclosed.
  
- 2 a) Organizational Chart - PSB BancGroup and Peoples State Bank are both incorporated.

PSB BancGroup owns 100%  
of Peoples State Bank.



There are no other affiliates or subsidiaries of PSB BancGroup other than Peoples State Bank.

**b) Domestic Branches**

Peoples State Bank has two banking facilities, a Main Office and a single branch.

Main Office - 350 SW Main Blvd, Lake City, FL 32025

West Office Branch - 3882 West US Highway 90, Lake City, FL 32055

- 3 Shareholders information enclosed.
  
- 4 Directors and officers information enclosed.

\* Incorporated in Florida

**Form FR Y-6**  
December 31, 2012

**Report Item 3: Shareholders**

(1)(a) (1)(b) (1)(c)

Current Shareholders with Ownership, control or holdings of 5% or more with power to vote as of 12/31/12

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 12-31-12

(1)(a)	(1)(b)	(1)(c)
Name & Address	Country of Citizenship	Number and Percentage of
(City, State, Country)	or Incorporation	Each Class of Voting
		Securities

(2)(a)	(2)(b)	(2)(c)
Name & Address	Country of Citizenship	Number and Percentage of
(City, State, Country)	or Incorporation	Each Class of Voting
		Securities

Figures represent actual shares held for common stock of PSB BancGroup, Inc.

<b>Renny B. Eadie, III</b>	<b>USA</b>	
<b>Lake City, FL</b>		<b>29,100 Held</b>
		<b>16,665 Preferred Stock Conversion</b>
	<b>7.29%</b>	<b>45,765 Total</b>

<b>Robert M. Eadie</b>	<b>USA</b>	<b>22,900 Held</b>
<b>Lake City, FL</b>		<b>5,100 Warrants</b>
		<b>8,334 Preferred Stock Conversion</b>
	<b>5.82%</b>	<b>36,334 Total</b>

<b>Garland Kirby</b>	<b>USA</b>	
<b>Lake City, FL</b>		<b>31,201 Held</b>
		<b>8,334 Preferred Stock Conversion</b>
	<b>6.38%</b>	<b>39,535 Total</b>

<b>Alfred W. Torrans</b>	<b>USA</b>	<b>19,000 Held</b>
<b>Lake City, FL</b>		<b>8,100 Warrants</b>
		<b>10,500 Preferred Stock Conversion</b>
	<b>5.97%</b>	<b>37,600 Total</b>

Warrants expired on December 9, 2012.

Preferred stock may not be converted prior to November 2, 2013.

Percentage of Item 2 based on shares o/s as of December 31, 2012, adjusted for new shares issued to the individual shareholder.

revised

Report Item 4: Directors and Officers of PSB Bancgroup, Inc.

Form FR Y-6  
December 31, 2012

(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)
Renny B. Eadie, III Lake City, FL USA	Owner (50%) Columbia Ready Mix	Pres & Chairman Director	Chairman & Director Peoples State Bank	Owner Owner	4.76%	N/A	50% Columbia Block, Inc. 50% Lake City Industries, Inc. 100% Columbia RMC Inc. 50% Columbia Ready Mix Concrete, Inc.
Robin C. Green Lake City, FL USA	President/CEO Peoples State Bank	Sr. Vice President, Corporate Secretary Director	President/CEO Director	N/A	0.00%	N/A	N/A
John W. Burns, III Lake City, FL USA	Insurance Agent	Director	None	Agent State Farm Insurance	2.67%	N/A	100% State Farm Insurance Agency
Robert M. Eadie Lake City, FL USA	Owner Building Materials Co	Director	None	Owner Lake City Industries, Inc	3.75%	N/A	50% Lake City Industries, Inc. 50% Columbia Ready Mix Concrete, Inc.
Shilpa U. Mhatre Lake City, FL USA	Office Manager Medical Practice	Director	None	Office Manager Psychiatric Assoc of Lake City	3.20%	N/A	N/A