



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

January 6, 2011

Mr. Tony W. Wolfe  
President and Chief Executive Officer  
Peoples Bancorp of North Carolina, Inc.  
518 West C Street  
Newton, North Carolina 28658

**Re: Peoples Bancorp of North Carolina, Inc.**  
**Form 10-K for the Fiscal Year Ended December 31, 2009**  
**Form 10-K/A for the Fiscal Year Ended December 31, 2009**  
**File No. 000-27205**

Dear Mr. Wolfe:

We have completed our review of your filings and do not have any further comments at this time.

Sincerely,

Erin Magnor  
Attorney