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)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 26, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

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. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

Shana De Paoli
Name of the Holding Company Director and official

Director, President, Vice President
Title of the Holding Company Director and official

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.

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.

Signature of Holding Company Director and official
03/27/2019

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.

This report form is to be filed by all top-tier bank holding companies, top-tier savings and loan holding companies, and U.S. intermediate 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.FR. § 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.

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2018
Month / Day / Year
None

Report's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter’s Name, Street, and Mailing Address

Huntington Bancshares, Inc.
Legal Title of Holding Company

P.O. Box 1060
(Mailing Address of the Holding Company) Street / P.O. Box

Huntington TX 75949
City State Zip Code

208 Hwy 69 South, Huntington, TX 75949
Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
Chris B. Kelley
CFO

Name Title
(281) 467-7317
Area Code / Phone Number / Extension

Are Code / FAX Number
ckelley@huntingtonstatebank.com
E-mail Address
N/A

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

Is confidential treatment requested for any portion of this report submission? ☐ No ☑ Yes
0

In accordance with the General Instructions for this report (check only one),
1. a letter justifying this request is being provided along with the report ☐
2. a letter justifying this request has been provided separately ☐

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential.”

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.50 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

03/2018
FORM FR Y-6

HUNTINGTON BANCSHARES, INC.
HUNTINGTON, TEXAS
Fiscal Year Ending December 31, 2018

Report Item:
1  The BHC obtains an annual consolidated audit for its shareholders.
   A copy of the annual report will be submitted when it is completed.

2a  Organizational Chart:

```
Huntington Bancshares, Inc.
"LEI: None"
Huntington, Texas
Incorporated in Texas

100%
Huntington State Bank
LEI: 549300IVS7RAU1H3GS10
Huntington, Texas
Incorporated in Texas

100%
HSB Liquidation, Inc.
"LEI: None"
Huntington, Texas
Incorporated in Texas

100%
Statutory Trust I
"LEI: None"
Wilmington, Delaware
Incorporated in Delaware
```

2b  The branch data verification report is included in the file submitted 3/28/2019.

Report Item:
3.1  Securities holders (all individuals are U.S. citizens and all stock is common stock)
```
<table>
<thead>
<tr>
<th>1(a) Name &amp; Address</th>
<th>1(b) Country</th>
<th>1(c) Stock</th>
<th>Percent</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Elvin Lowery</td>
<td>USA</td>
<td>43,106,414</td>
<td>55.45%</td>
</tr>
<tr>
<td>2. Randy Lowery</td>
<td>USA</td>
<td>19,057,390</td>
<td>24.52%</td>
</tr>
<tr>
<td>3. Rex Lowery (Deceased)</td>
<td>USA</td>
<td>15,568,700</td>
<td>20.03%</td>
</tr>
<tr>
<td>Total</td>
<td></td>
<td>77,732,504</td>
<td>100.00%</td>
</tr>
</tbody>
</table>
```

3.2  N/A
### Report Item 4: Insiders

<table>
<thead>
<tr>
<th>(1) Names &amp; Addresses</th>
<th>(2) Principal Occupation</th>
<th>(3)(a) Title &amp; Position with BHC</th>
<th>(3)(b) Title &amp; Position with Subsidiaries</th>
<th>(3)(c) Title &amp; Position with Other Businesses</th>
<th>(4)(a) Percentage of Voting Shares in BHC</th>
<th>(4)(b) Percentage of Voting Shares in Subsidiaries</th>
<th>(4)(c) Percentage of Voting Shares in Other Businesses</th>
</tr>
</thead>
<tbody>
<tr>
<td>Elvin Lowery,</td>
<td>Real Estate and Timber Investor</td>
<td>Shareholder</td>
<td>None</td>
<td>General Partner-Smyrna Limited Partnership</td>
<td>55.45%</td>
<td>None</td>
<td>48.3% of Smyrna Limited Partnership</td>
</tr>
<tr>
<td>Huntington, Texas, USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Randy Lowery,</td>
<td>Self-employed Cattleman</td>
<td>Shareholder</td>
<td>1. Director - HSB Liquidation, Inc.</td>
<td>1. President-Lowery Cattle Company, Inc.</td>
<td>24.52%</td>
<td>None</td>
<td>100% of Lowery Cattle Company, Inc.</td>
</tr>
<tr>
<td>Huntington, Texas, USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>33 1/3% of Nacogdoches Livestock Exchange, Inc.</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>50% of Center Livestock Auction Company, Inc.</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>100% of Lowery Investments, Inc. Anderson County Livestock Auction</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>50% of Panola Livestock Enterprises, Inc.</td>
</tr>
<tr>
<td></td>
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<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Rex Lowery,</td>
<td>Insurance Agency Owner,</td>
<td>Shareholder</td>
<td>None</td>
<td>1. President-Integra Financial Group, LTD</td>
<td>20.03%</td>
<td>None</td>
<td>100% of Integra Financial Group, LTD</td>
</tr>
<tr>
<td>Huntington, Texas, USA</td>
<td>Insurance Agent (Deceased)</td>
<td></td>
<td></td>
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<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>100% of Lowery Nursery</td>
</tr>
<tr>
<td></td>
<td></td>
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<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Don Neill,</td>
<td>Banker</td>
<td>Director, Chairman,</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Lufkin, Texas, USA</td>
<td></td>
<td>Chief Executive Officer</td>
<td></td>
<td></td>
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<td></td>
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</tr>
<tr>
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<td></td>
</tr>
<tr>
<td>Shana DePaoli,</td>
<td>Banker</td>
<td>Director, President/Vice President</td>
<td></td>
<td></td>
<td>0.00%</td>
<td>None</td>
<td>50% of GEMS Family Trust</td>
</tr>
<tr>
<td>Dallas, Texas, USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
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</tr>
<tr>
<td></td>
<td></td>
<td>Director, Senior Vice President</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>N/A</td>
</tr>
<tr>
<td></td>
<td></td>
<td>President-Financial Officer</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>N/A</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>N/A</td>
</tr>
<tr>
<td></td>
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<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>50% of GEMS Dynasty Trust</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>1.2% of Smyrna Limited Partnership</td>
</tr>
</tbody>
</table>
### 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.

#### Submission Procedure

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.

#### 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](https://y10online.federalreserve.gov).

---

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID RISSD*</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FDIC UNNUM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID RISSD*</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td>Full Service (Head Office)</td>
<td>917555</td>
<td>HUNTINGTON STATE BANK</td>
<td>208 SOUTH US HIGHWAY 69</td>
<td>HUNTINGTON</td>
<td>TX</td>
<td>75949</td>
<td>ANGELINA</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>HUNTINGTON STATE BANK</td>
<td>917555</td>
<td></td>
<td></td>
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<tr>
<td>OK</td>
<td>Full Service</td>
<td>577571</td>
<td>LUFKIN BRANCH</td>
<td>2120 SOUTH FIRST STREET</td>
<td>LUFKIN</td>
<td>TX</td>
<td>75901</td>
<td>ANGELINA</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>HUNTINGTON STATE BANK</td>
<td>917555</td>
<td></td>
<td></td>
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<tr>
<td>OK</td>
<td>Full Service</td>
<td>425074</td>
<td>LUFKIN CHESTNUT STREET BRANCH</td>
<td>403 SOUTH CHESTNUT STREET</td>
<td>LUFKIN</td>
<td>TX</td>
<td>75901</td>
<td>ANGELINA</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>HUNTINGTON STATE BANK</td>
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<tr>
<td>OK</td>
<td>Full Service</td>
<td>354949</td>
<td>MACOOGOOGCHES BRANCH</td>
<td>8621 NORTH STREET</td>
<td>MACOOGOOGCHES</td>
<td>TX</td>
<td>75960</td>
<td>ANGELINA</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>HUNTINGTON STATE BANK</td>
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<tr>
<td>OK</td>
<td>Full Service</td>
<td>312759</td>
<td>SUGAR LAND BRANCH</td>
<td>5555 SW FREEWAY, SUITE 100</td>
<td>SUGAR LAND</td>
<td>TX</td>
<td>77479</td>
<td>FORT BEND</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>HUNTINGTON STATE BANK</td>
<td>917555</td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>345874</td>
<td>TYLER BRANCH</td>
<td>3921 OLD JACKSONVILLE ROAD</td>
<td>TYLER</td>
<td>TX</td>
<td>75701</td>
<td>SMITH</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>HUNTINGTON STATE BANK</td>
<td>917555</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>