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), 25, 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.

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.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. 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.

I, 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.

Shana De Paoli
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. _____

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2018
Month / Day / Year

None
Reporter'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

Area 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? ..... 0=No 1=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.

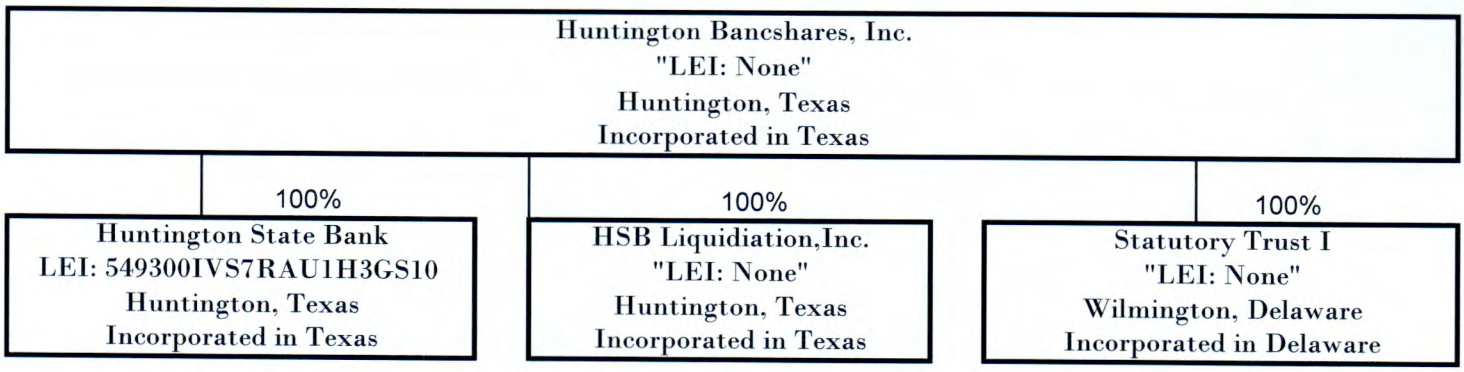
FORM FR Y-6

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:



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)

	1(a) Name & Adress	1(b) Country	1(c)Stock	Percent
1.	Elvin Lowery Huntington, TX 75949	USA	43,106.414	55.45%
2.	Randy Lowery Huntington, TX 75949	USA	19,057.390	24.52%
3.	Rex Lowery (Deceased) Huntington, TX 75949	USA	15,568.700	20.03%
	Total		77,732.504	100.00%

3.2. N/A

FORM FR Y-6

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

Report Item 4: Insiders

(1) Names & Addresses	(2) Principal Occupation	(3)(a) Title & Position with BHC	(3)(b) Title & Position with Subsidiaries	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in BHC	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) Percentage of Voting Shares in Other Businesses
Elvin Lowery, Huntington, Texas, USA	Real Estate and Timber Investor	Shareholder	None	General Partner-Smyrna Limited Partnership	55.45%	None	48.3% of Smyrna Limited Partnership
Randy Lowery, Huntington, Texas, USA	Self-employed Cattleman	Shareholder	1. Director - HSB Liquidation, Inc.	1. President-Lowery Cattle Company, Inc.	24.52%	None	100% of Lowery Cattle Company, Inc.
				2. President-Nacogdoches Livestock Exchange, Inc.			33 1/3% of Nacogdoches Livestock Exchange, Inc.
				3. President-Center Livestock Auction Company, Inc.			50% of Center Livestock Auction Company, Inc.
				4. President-R. Lowery Investments, Inc. Anderson County Livestock Auction			100% of Lowery Investments, Inc. Anderson County Livestock Auction
				5. President-Panola Livestock Enterprises, Inc.			50% of Panola Livestock Enterprises, Inc.
Rex Lowery, Huntington, Texas, USA (Deceased)	Insurance Agency Owner, Insurance Agent (Deceased)	Shareholder	None	1. President-Integra Financial Group, LTD	20.03%	None	100% of Integra Financial Group, LTD
				2. President-Lowery Nursery			100% of Lowery Nursery
Don Neill, Lufkin, Texas, USA	Banker	Director, Chairman	Director/Chairman, Chief Executive Officer				
Shana DePaoli, Dallas, Texas, USA	Banker	Director, President/Vice President	Director, Senior Vice President-Financial Officer	1. Trustee-GEMS Family Trust	0.00%	None	50% of GEMS Family Trust
				2. Co-Manager-Eagle 10 Management Company, LLC			N/A
				3. Co-Manager-Eagle 10 Investments, LLC			N/A
				4. Co-Manager-Eagle 10 Properties, LLC			N/A
				5. Grantor-GEMS Dynasty Trust			50% of GEMS Dynasty Trust
				6. Partner-Smyrna Limited Partnership			1.2% of Smyrna Limited Partnership

Results: A list of branches for your depository institution: HUNTINGTON STATE BANK (ID_RSSD: 917555).
This depository institution is held by HUNTINGTON BANCSHARES, INC. (1109601) of HUNTINGTON, TX.
The data are as of 12/31/2018. Data reflects information that was received and processed through 01/06/2019.

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)	917555	HUNTINGTON STATE BANK	208 SOUTH US HIGHWAY 69	HUNTINGTON	TX	75949	ANGELINA	UNITED STATES	Not Required	Not Required	HUNTINGTON STATE BANK	917555	
OK		Full Service	577351	LUFKIN BRANCH	2120 SOUTH FIRST STREET	LUFKIN	TX	75901	ANGELINA	UNITED STATES	Not Required	Not Required	HUNTINGTON STATE BANK	917555	
OK		Full Service	4245724	LUFKIN CHESTNUT STREET BRANCH	403 SOUTH CHESTNUT STREET	LUFKIN	TX	75901-4967	ANGELINA	UNITED STATES	Not Required	Not Required	HUNTINGTON STATE BANK	917555	
OK		Full Service	3543414	NACOGDOCHES BRANCH	4822 NORTH STREET	NACOGDOCHES	TX	75965	NACOGDOCHES	UNITED STATES	Not Required	Not Required	HUNTINGTON STATE BANK	917555	
OK		Full Service	3317204	SUGAR LAND BRANCH	16555 SW FREEWAY, SUITE 100	SUGAR LAND	TX	77479	FORT BEND	UNITED STATES	Not Required	Not Required	HUNTINGTON STATE BANK	917555	
OK		Full Service	3458741	TYLER BRANCH	3921 OLD JACKSONVILLE ROAD	TYLER	TX	75701-8519	SMITH	UNITED STATES	Not Required	Not Required	HUNTINGTON STATE BANK	917555	