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 12(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 611(a)); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850(a)(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, Vice President, Secretary/Treasurer
Title of the Holding Company Director and Official

attest that the Annual Report of Holding Companies (including the reporting 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
03/26/2018
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

RJSSD 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.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.

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2017
Month / Day / Year

None
Reporters Legal Entity Identifier (LEI) (20 Character LEI Code)

Reporters 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
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

281/263-1107
Area Code / Phone Number / Extension

ckelley@huntingtonstatebank.com
Area Code / FAX Number

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? ☐ Yes ☐ No

In accordance with the General Instructions for this report (check only one):

☐ a letter justifying this request is being provided along with the report.

☐ 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.

03/18/2018
12/31/2017

Huntington Bancshares, Inc

P.O. Box 1060

Huntington, Texas 75949

208 Hwy 69 S

Chris Kelley, Chief Financial Officer

(281) - 263-1107

ckelley@huntingtonstatebank.com

www.huntingtonstatebank.com
FORM FR Y-6
HUNTINGTON BANCSHARES, INC.
HUNTINGTON, TEXAS
Fiscal Year Ending December 31, 2017

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: 5493001VS7RAU1H3GS10
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 3/30/2018.

Report Item:
3.1. Securities holders (all individuals are U.S. citizens and all stock is common stock)

<table>
<thead>
<tr>
<th></th>
<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.</td>
<td>Elvin Lowery</td>
<td>Huntington, TX 75949</td>
<td>USA</td>
<td>43,106.414</td>
</tr>
<tr>
<td>2.</td>
<td>Randy Lowery</td>
<td>Huntington, TX 75949</td>
<td>USA</td>
<td>19,057.390</td>
</tr>
<tr>
<td>3.</td>
<td>Rex Lowery (Deceased)</td>
<td>Huntington, TX 75949</td>
<td>USA</td>
<td>15,568.700</td>
</tr>
<tr>
<td>Total</td>
<td></td>
<td></td>
<td></td>
<td>77,732.504</td>
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3.2. N/A
<table>
<thead>
<tr>
<th>(1)</th>
<th>(2)</th>
<th>(3)(a)</th>
<th>(3)(b)</th>
<th>(3)(c)</th>
<th>(4)(a)</th>
<th>(4)(b)</th>
<th>(4)(c)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Names &amp; Addresses</td>
<td>Principal Occupation</td>
<td>Title &amp; Position with BHC</td>
<td>Title &amp; Position with Subsidiaries</td>
<td>Title &amp; Position with Other Businesses</td>
<td>Percentage of Voting Shares in BHC</td>
<td>Percentage of Voting Shares in Subsidiaries</td>
</tr>
<tr>
<td><strong>Elvin Lowery,</strong></td>
<td><strong>Huntington, Texas, USA</strong></td>
<td><strong>Real Estate and Timber Investor</strong></td>
<td><strong>Director, Chairman &amp; President</strong></td>
<td><strong>Director, Chairman - Huntington State Bank</strong></td>
<td><strong>General Partner-Smyrna Limited Partnership</strong></td>
<td><strong>55.45%</strong></td>
<td><strong>None</strong></td>
</tr>
<tr>
<td><strong>Randy Lowery,</strong></td>
<td><strong>Huntington, Texas, USA</strong></td>
<td><strong>Self-employed Cattleman</strong></td>
<td><strong>Shareholder</strong></td>
<td><strong>1. Director - HSB Liquidation, Inc.</strong></td>
<td><strong>1. President-Lowery Cattle Company, Inc.</strong></td>
<td><strong>24.52%</strong></td>
<td><strong>None</strong></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>2. President-Nacogdoches Livestock Exchange, Inc.</td>
<td></td>
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</tr>
<tr>
<td></td>
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<td></td>
<td>3. President-Center Livestock Auction Company, Inc.</td>
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<tr>
<td></td>
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<td></td>
<td>4. President-R. Lowery Investments, Inc. Anderson County Livestock Auction</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
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<td></td>
<td>5. President-Panola Livestock Enterprises, Inc.</td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Rex Lowery,</strong></td>
<td><strong>Huntington, Texas, USA (Deceased)</strong></td>
<td><strong>Insurance Agency Owner, Insurance Agent (Deceased)</strong></td>
<td><strong>Shareholder</strong></td>
<td><strong>None</strong></td>
<td><strong>1. President-Integra Financial Group, LTD</strong></td>
<td><strong>20.03%</strong></td>
<td><strong>None</strong></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>2. President-Lowery Nursery</td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Shana DePaoli,</strong></td>
<td><strong>Dallas, Texas, USA</strong></td>
<td><strong>Banker</strong></td>
<td><strong>Director, Vice President, Secretary/Treasurer</strong></td>
<td><strong>Senior Vice President-Financial Officer</strong></td>
<td><strong>1. Trustee-GEMS Family Trust</strong></td>
<td><strong>0.00%</strong></td>
<td><strong>None</strong></td>
</tr>
<tr>
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<td></td>
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<td>2. Co-Manager-Eagle 10 Management Company, LLC</td>
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<tr>
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<td></td>
<td></td>
<td></td>
<td>3. Co-Manager-Eagle 10 Investments, LLC</td>
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<td></td>
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<td>4. Co-Manager-Eagle 10 Properties, LLC</td>
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<td></td>
<td></td>
<td></td>
<td>5. Grantor-GEMS Dynasty Trust</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
Reconciliation and Verification Steps

1. In the Data Action columns 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.

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**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 - http://y10online.federalreserve.gov.

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**FDIC LURNUM, Office Number, and ID_555 columns are for reference only. Verification of these values is not required.**

**Table: Data Action, Effective Date, Branch Service Type, Branch ID_555, Popular Name, Street Address, City, State, Zip Code, County, Country, FDIC LURNUM, Office Number, Head Office, Head Office ID_555, Comments**

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID_555</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 LURNUM</th>
<th>Office Number</th>
<th>Head Office</th>
<th>Head Office ID_555</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>917555</td>
<td>HUNTINGTON STATE BANK</td>
<td>208 SOUTH US HIGHWAY 69 HUNTINGTON TX 75963 ANGUINA UNITED STATES Not Required Not Required</td>
<td></td>
<td>HUNTINGTON STATE BANK</td>
<td>917555</td>
<td>917555</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>527351</td>
<td>LUFKIN BRANCH</td>
<td>2120 SOUTH FIRST STREET LUFKIN TX 75901 ANGUINA UNITED STATES Not Required Not Required</td>
<td></td>
<td>HUNTINGTON STATE BANK</td>
<td>917555</td>
<td>917555</td>
<td></td>
<td></td>
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<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>63457141</td>
<td>LUFKIN CHESTNUT STREET BRANCH</td>
<td>4822 NORTH STREET LUFKIN TX 75901 ANGUINA UNITED STATES Not Required Not Required</td>
<td></td>
<td>HUNTINGTON STATE BANK</td>
<td>917555</td>
<td>917555</td>
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<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>354344414</td>
<td>NACOGDOCHES BRANCH</td>
<td>2500 HOLLIS AVENUE NACOGDOCHES TX 75965 NACOGDOCHES UNITED STATES Not Required Not Required</td>
<td></td>
<td>HUNTINGTON STATE BANK</td>
<td>917555</td>
<td>917555</td>
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</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>33172041</td>
<td>SUGARLAND BRANCH</td>
<td>16555 SW FREeway, SUITE 100 SUGARLAND TX 77479 FORT BEND UNITED STATES Not Required Not Required</td>
<td></td>
<td>HUNTINGTON STATE BANK</td>
<td>917555</td>
<td>917555</td>
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</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>246387413</td>
<td>TYLER BRANCH</td>
<td>1921 OLD JACKSONVILLE ROAD TYLER TX 75701-8510 SMITH UNITED STATES Not Required Not Required</td>
<td></td>
<td>HUNTINGTON STATE BANK</td>
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<td>917555</td>
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