Annual Report of Holding Companies—FR-6

Board of Governors of the Federal Reserve System

Report at the close of business of the end of fiscal year.
<table>
<thead>
<tr>
<th>Physical Location (different from mailing address)</th>
<th>Physical Location (different from mailing address)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Street</td>
<td>City</td>
</tr>
<tr>
<td>mailing address of the subsidiary holding company</td>
<td>mailing address of the subsidiary holding company</td>
</tr>
<tr>
<td>Return Address</td>
<td>Return Address</td>
</tr>
<tr>
<td>Legal Name of the Subsidiary Holding Company</td>
<td>Legal Name of the Subsidiary Holding Company</td>
</tr>
<tr>
<td>mailing address of the subsidiary holding company</td>
<td>mailing address of the subsidiary holding company</td>
</tr>
<tr>
<td>Return Address</td>
<td>Return Address</td>
</tr>
<tr>
<td>Legal Name of the Subsidiary Holding Company</td>
<td>Legal Name of the Subsidiary Holding Company</td>
</tr>
</tbody>
</table>

For use by Tiered Holding Companies

Top-tiered Holding Companies must list the names, mailing addresses, and physical locations of each of their subsidiary holding companies.
Form 10-K filed with the S.E.C.

N/A
Attached

Annual Reports to Shareholders

Report Item 1b
Results: A list of branches for your depository institution: PEOPLES BANK (ID_RSSD: 819855).
This depository institution is held by PEOPLES BANCORP, INC. (2814528) of LUBBOCK, TX.
The data are as of 12/31/2017. data reflects information that was received and processed through 01/04/2018.

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 the 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 the FR Y-10 Domestic Branch Schedule 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 UNIUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID_RSSD*</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 UNIUM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID_RSSD*</th>
<th>Comments</th>
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<tbody>
<tr>
<td>OK</td>
<td></td>
<td>Full Service Head Office</td>
<td>819855</td>
<td>PEOPLES BANK</td>
<td>5820 82ND STREET</td>
<td>LUBBOCK</td>
<td>TX</td>
<td>79424-3617</td>
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<td>UNITED STATES</td>
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<tr>
<td>OK</td>
<td></td>
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<td>3211692</td>
<td>LORENZO BRANCH</td>
<td>416 HARRISON AVENUE</td>
<td>LORANZO</td>
<td>TX</td>
<td>79343-9501</td>
<td>CROSBY</td>
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<tr>
<td>OK</td>
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<td>5456521</td>
<td>31ST AND QUAKER BRANCH</td>
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<td>LUBBOCK</td>
<td>TX</td>
<td>79424</td>
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<tr>
<td>OK</td>
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<td>3228533</td>
<td>34TH STREET BRANCH</td>
<td>3803 34TH STREET</td>
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<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>3793856</td>
<td>NAZARETH BRANCH</td>
<td>1001 WEST HWY 66</td>
<td>NAZARETH</td>
<td>TX</td>
<td>79363</td>
<td>CASTRO</td>
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<td>OK</td>
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<td>Full Service</td>
<td>4568810</td>
<td>POST BRANCH</td>
<td>615 NORTH BROADWAY STREET</td>
<td>JOSIE</td>
<td>TX</td>
<td>79356</td>
<td>GANS</td>
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<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>3863168</td>
<td>SHALLOWATER BRANCH</td>
<td>7503 HIGHWAY 66</td>
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<td>TX</td>
<td>79363-3758</td>
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<tr>
<td>OK</td>
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<td>Full Service</td>
<td>4413840</td>
<td>SLATON BANKING CENTER</td>
<td>1605 WEST DIVISION STREET</td>
<td>SLATON</td>
<td>TX</td>
<td>79366</td>
<td>LUBBOCK</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>PEOPLES BANK</td>
<td>819855</td>
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</table>
Report item 3:
Shareholders exceeding 5%

attached
Report Item 3: Securities Holders

<table>
<thead>
<tr>
<th>(1)(a)</th>
<th>(1)(b)</th>
<th>(1)(c)</th>
<th>(2)(a)</th>
<th>(2)(b)</th>
<th>(2)(c)</th>
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</thead>
<tbody>
<tr>
<td>Name &amp; Address (City, State, Country)</td>
<td>Country of Citizenship or Incorporation</td>
<td>Number and Percentage of Each Class of Voting Securities</td>
<td>Name &amp; Address (City, State, Country)</td>
<td>Country of Citizenship or Incorporation</td>
<td>Number and Percentage of Each Class of Voting Securities</td>
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<tr>
<td>Samuel R. Scheef, Lubbock, TX USA 79424</td>
<td>USA</td>
<td>60,420 (9.44%)</td>
<td>None</td>
<td>None</td>
<td>None</td>
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<tr>
<td>Larry &amp; Vanita Moore, Lubbock, TX USA 79424</td>
<td>USA</td>
<td>41,544 (6.49%)</td>
<td>None</td>
<td>None</td>
<td>None</td>
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<tr>
<td>Davron Santa Fe Properties, Ltd., Wolfforth, TX USA 79382 (Partnership between Ronnie Silbo and David Foster, Lubbock, TX USA 79424 who also each have 1.86% ownership individually)</td>
<td>USA</td>
<td>39,800 (6.22%)</td>
<td>None</td>
<td>None</td>
<td>None</td>
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<tr>
<td>Shipley Brothers, Inc. Levelland, TX USA 79336</td>
<td>USA</td>
<td>37,252 (5.82%)</td>
<td>None</td>
<td>None</td>
<td>None</td>
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<tr>
<td>Russell Lepard, Lubbock TX USA 79407</td>
<td>USA</td>
<td>34,000 (5.32%)</td>
<td>None</td>
<td>None</td>
<td>None</td>
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</tbody>
</table>
Report Item 4: Directors and Officers attached
<table>
<thead>
<tr>
<th>Report Item 4: Insiders (1)(a)(b)(c) and (2)(a)(b)(c)</th>
<th>Legend</th>
<th>TPS I - Peoples Statutory Trust I</th>
<th>TPSII - Peoples Statutory Trust II</th>
<th>PB - Peoples Bank</th>
</tr>
</thead>
<tbody>
<tr>
<td>(1)</td>
<td>(2)</td>
<td>(3)(a)</td>
<td>(3)(b)</td>
<td>(3)(c)</td>
</tr>
<tr>
<td>Names &amp; Address (City, State, Country)</td>
<td>Principal Occupation if other than with holding company</td>
<td>Title &amp; Position with holding company</td>
<td>Title &amp; Position with Subsidiaries (include names of subsidiaries)</td>
<td>Title &amp; Position with Other Businesses (include names of other businesses)</td>
</tr>
<tr>
<td>Larry Allen Lubbock, TX 79424</td>
<td>Chairman &amp; CEO &amp; Director</td>
<td>Chairman &amp; CEO &amp; Director Peoples Bank</td>
<td>N/A</td>
<td>3.67% TPSI-N/A TPSII-N/A PB-N/A</td>
</tr>
<tr>
<td>Ronnie Blibo Lubbock, TX 79424</td>
<td>Ind. Business Owner Director</td>
<td>Director Peoples Bank</td>
<td>Vice President - Outerwear USA President - Rehab Plus Partner - Davron Santa Fe Prop.</td>
<td>4.77% TPSI-N/A TPSII-N/A PB-N/A</td>
</tr>
<tr>
<td>David Foster Lubbock, TX 79424</td>
<td>Ind. Business Owner Director</td>
<td>Director Peoples Bank</td>
<td>President - Outerwear USA Executive V. P. - Rehab Plus Partner - Davron Santa Fe Prop.</td>
<td>4.77% TPSI-N/A TPSII-N/A PB-N/A</td>
</tr>
</tbody>
</table>
### Report Item 4: Insiders

<table>
<thead>
<tr>
<th>Names &amp; Address</th>
<th>Principal Occupation if other than with holding company</th>
<th>Title &amp; Position with holding company</th>
<th>Title &amp; Position with Subsidiaries (include names of subsidiaries)</th>
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<th>Percentage of Voting Securities in Subsidiaries (include names of subsidiaries)</th>
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<th>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)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Wait Hagood</td>
<td>Farmer</td>
<td>Director</td>
<td>Director - Peoples Bank</td>
<td>J. Walt &amp; Glinda Hagood JV</td>
<td>1.4% TPSI - NA</td>
<td>1.41%</td>
<td>J. Walt &amp; Glinda Hagood JV 50% Haggold Lyons LLC 25% Haggold Family Trust 33.3%</td>
</tr>
<tr>
<td>Wolfeith, TX 79382</td>
<td></td>
<td></td>
<td></td>
<td>Haggold Lyons LLC Member</td>
<td>TPSII - NA</td>
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<tr>
<td>Samuel A. Hale, Jr.</td>
<td>Doctor</td>
<td>Director</td>
<td>Director - Peoples Bank</td>
<td>Haggold Family Trust, Trustee</td>
<td>TPSII - NA</td>
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<td></td>
</tr>
<tr>
<td>Lubbock, TX 79423</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>PB - NA</td>
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<td></td>
</tr>
<tr>
<td>Russell Lepard</td>
<td>Farmer</td>
<td>Director</td>
<td>Director - Peoples Bank</td>
<td>President &amp; Owner - Hallo Land Farms, Inc</td>
<td>5.32% TPSI - NA</td>
<td>5.32%</td>
<td>Half Mile Farms, Inc.-50% Russell Lepard Farms-100% Lepard Farm Service, Inc.-50%</td>
</tr>
<tr>
<td>Lubbock, TX 79407</td>
<td></td>
<td></td>
<td></td>
<td>President &amp; Owner - Russell Lepard Farms</td>
<td>TPSII - NA</td>
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<td>President &amp; Owner - Lepard Farm Service, Inc.</td>
<td>TPSII - NA</td>
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<tr>
<td></td>
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<td></td>
<td></td>
<td>President &amp; Owner - 86 Inc.</td>
<td>TPSII - NA</td>
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<tr>
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<td>Partner - Hallo Land Co.</td>
<td>TPSII - NA</td>
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<td>Partner - Lepard Family Ptn</td>
<td>TPSII - NA</td>
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<td>(Family Entity)</td>
<td>TPSII - NA</td>
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<tr>
<td>Names &amp; Address</td>
<td>Principal Occupation if other than with holding company</td>
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<tr>
<td>Todd McKee, Lubbock, TX 79424</td>
<td>Banker</td>
<td>President &amp; Director</td>
<td>Vice Chairman/CLO, Director Peoples Bank</td>
<td>N/A</td>
<td>4.43% TPSI-N/A TPSII-N/A PB-N/A</td>
<td>N/A</td>
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<tr>
<td>Larry Moore, Lubbock, TX 79423 (Note: Shares include those associated with Vanita Moore's IRA)</td>
<td>Ind. Business Owner/Director</td>
<td>Director Peoples Bank</td>
<td>President &amp; Owner -MoCo, Inc.</td>
<td>6.49% TPSI-N/A TPSII-N/A PB-N/A</td>
<td>MoCo, Inc.-87%</td>
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<tr>
<td>Jack Nelson, Jr., Lubbock, TX 79401</td>
<td>Attorney</td>
<td>Director</td>
<td>Partner - Nelson &amp; Nelson Law Firm</td>
<td>4.14% TPSI-N/A TPSII-N/A PB-N/A</td>
<td>Nelson &amp; Nelson -50%</td>
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<tr>
<td>Tim Farris, Lubbock, TX 79407</td>
<td>Banker</td>
<td>EVP &amp; Director</td>
<td>President/Rural Markets, Director Peoples Bank</td>
<td>Partner -Farris Land Partnership 44 Capital LLC Owner - oil &amp; gas 44 AG Services, LLC - Owner-Custom Work</td>
<td>0.84% TPSI-N/A PB-N/A</td>
<td>Farris Land Partnership-33% 44 Capital LLC -50% 44 AG Services, LLC-100%</td>
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<tr>
<td>Names &amp; Address (City, State, Country)</td>
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<tr>
<td>Sam Schef, Lubbock, TX 79424</td>
<td>Ind. Business Owner Director</td>
<td>Director</td>
<td>Manager - SMS AG Holdings</td>
<td>9.44% TPSI-N/A</td>
<td>TPSII-N/A</td>
<td>SMS AG Holdings-100%</td>
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<td>People's Bank</td>
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<td>President-SMS AG Mgt LLC</td>
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<td>SMS AG Mgt LLC-100%</td>
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<td>Manager-Schef Capital Mgt, LLC</td>
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<td>Scheef Capital Co., LLC-100%</td>
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<td>Partner - Johnson &amp; Schef Real Estate</td>
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<td>Scheef Capital Mgt, LP-100%</td>
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<td>Partner-Leon &amp; Schef Real Estate</td>
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<td>Johnson &amp; Scheef Real Estate-50%</td>
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<td>Director-ArmTech Inc.</td>
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<td>Leon &amp; Scheef Real Estate-50%</td>
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<tr>
<td>Names &amp; Address</td>
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</tr>
<tr>
<td>David Teague</td>
<td>Retired</td>
<td>Director</td>
<td>Director- MD Investments</td>
<td>Partner- Teague Resources Ltd.</td>
<td>2.24% TPSI - N/A</td>
<td>30%-MD Investments</td>
<td>100%-Teague Resources 50%-KelDav 100%-Milwaukee Partners 100%-Kelyn GP 100%-Teague Partners 80%-Kalyn Investments 100%-Teague Resources</td>
</tr>
<tr>
<td>Lubbock, TX 79424</td>
<td></td>
<td>Peoples Bank</td>
<td></td>
<td>Partner- Keldav Operating</td>
<td></td>
<td>N/A</td>
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<tr>
<td>Jon D. Drake</td>
<td>Banker</td>
<td>EVP &amp; Director, Secretary</td>
<td>Sr. EVP &amp; CFO, Director</td>
<td>Partner- Milwaukee Partners</td>
<td>2.03% TPSI - N/A</td>
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<td>Lubbock, Texas 79407</td>
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<td>Peoples Bank</td>
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<td>Partner- Kalyn GP LLC</td>
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<tr>
<td>Steve Nieman</td>
<td>Retired</td>
<td>Director</td>
<td>Director</td>
<td>Partner- Kelyn Investments LTD</td>
<td>0.80% TPSI - N/A</td>
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<tr>
<td>Shallowater, Texas 79353</td>
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<td>Peoples Bank</td>
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<td>Partner- Teague Resources</td>
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<td>N/A</td>
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</tr>
<tr>
<td>Blake J. Boyd</td>
<td>Banker</td>
<td>EVP &amp; Director</td>
<td>President &amp; Director</td>
<td>Partner- Kelyn Investments LTD</td>
<td>2.57% TPSI - N/A</td>
<td>N/A</td>
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<tr>
<td>Slaton, Texas 79354</td>
<td></td>
<td>Peoples Bank</td>
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<td>Partner- Teague Resources</td>
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<td>N/A</td>
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</tr>
</tbody>
</table>