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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)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. 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 and top-tier savings and loan 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.

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2014

Month / Day / Year

N/A

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

I, Philip Calahan

Name of the Holding Company Director and Official

President/CEO

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.

Reporter's Name, Street, and Mailing Address

Peoples Bancorp, Inc.

Legal Title of Holding Company

P.O. Box 1049

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

Manchester

TN

37349

City

State

Zip Code

1203 Hillsboro Blvd., Manchester, Tn 37355

Physical Location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

Vicky Inzer

Secretary/Treasurer

Name

Title

931-728-3381

Area Code / Phone Number / Extension

931-728-3255

Area Code / FAX Number

vinzer@bankwithpeoples.com

E-mail Address

N/A

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

*Philip Calahan*

Signature of Holding Company Director and Official

3-26-15

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 1131554

C.I. \_\_\_\_\_

Does the reporter request confidential treatment for any portion of this submission?

Yes Please identify the report items to which this request applies:

- In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.
- The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

## For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

Peoples Bancorp, Inc.

Legal Title of Subsidiary Holding Company

P.O. Box 1049

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

Manchester TN 37349

City State Zip Code

1203 Hillsboro Blvd., Manchester TN 37355

Physical Location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

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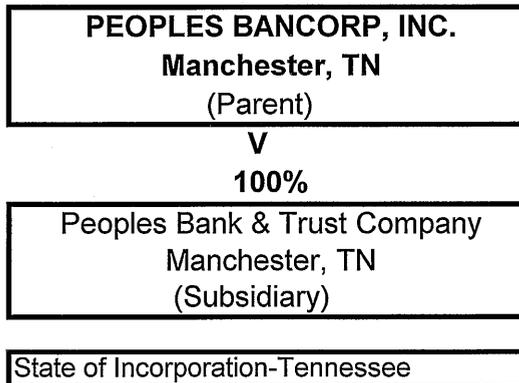
Physical Location (if different from mailing address)

**Form FR Y-6**  
PEOPLES BANCORP, INC.  
1203 Hillsboro Blvd  
Manchester, Tennessee 37355  
Fiscal Year Ending December 31, 2014

**Report Item 1:** b. The bank holding company prepares an annual report for its shareholders.  
One copy is enclosed

**Report Item 2: Organizational Chart**

The following chart shows the bank holding company's direct ownership and control of its wholly-owned subsidiary at December 31, 2014



- (1) Both entities are located at 1203 Hillsboro Blvd, Manchester, TN 37355.
- (2) The subsidiary does business under its own name.
- (3) There are no other subsidiaries.
- (4) Both are incorporated in state of TN

**Report Item 2b: Domestic Branch Listing**  
Attached

**Report Item 3: Shareholders**  
Attached

**Report Item 4: Insiders**  
Attached

**Results:** A list of branches for your depository institution: PEOPLES BANK & TRUST COMPANY (ID\_RSSD: 28732). This depository institution is held by PEOPLES BANCORP, INC. (1131554) of MANCHESTER, TN. The data are as of 12/31/2014. Data reflects information that was received and processed through 01/07/2015.

**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	12/31/2014	Full Service (Head Office)	28732	PEOPLES BANK & TRUST COMPANY	1203 HILLSBORO BOULEVARD	MANCHESTER	TN	37355	COFFEE	UNITED STATES	971	0	PEOPLES BANK & TRUST COMPANY	28732	

**Form FR Y-6**  
December 31, 2014

**REPORT ITEM 3: Security Holders**

(1)(a)(1)(b)(1)(c)(2)(a)(2)(b)(2)(c)

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2014			Shareholders not listed in (3)(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-14		
(1)(a)	(1)(b)	(1)(c)	(2)(a)	(2)(b)	(2)(c)
Dr or Mrs. Herschel S. Taylor Manchester, TN	U.S.A.	8,039 - 12.69% Common Stock	N/A		
Bobby G. Willis Hillsboro, TN	U.S.A.	5,775 - 9.12% Common Stock			
Joe M or Judith W Clem Trustees of the Clem Family Trust Eads TN	U.S.A.	3,500- 5.52% Common Stock			
Robert J Haley Reston VA	U.S.A.	3,250- 5.13% Common Stock			
June Willis Silver Dunlap TN	U.S.A.	3,500- 5.52% Common Stock			
Steven Willis and/or Donna Willis Manchester TN	U.S.A.	3,500- 5.52% Common Stock			

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**REPORT ITEM 4: Insiders**  
**(1)(2)(3)(a)(b)(c) and (4)(a)(b)(c)**

(1)	(2)	(3) (a)	(3) (b) Peoples Bank & Trust Company	(3) (c)	(4)(a)	(4)(b)	(4) (c)
Philip Calahan Manchester, TN United States	Banker	Director / President/CEC	Director / President/CEO	None	0.18%	N/A	N/A
D Michael England Manchester, TN United States	Real Estate Broker	Director	Director	None	0.39%	N/A	N/A
Elmer Morris, Jr. Manchester, TN United States	Banker-retired	Director /	Director /	None	2.74%	N/A	N/A
Herschel S Taylor Manchester, TN United States	Dentist-retired	Director & Chairman	Director & Chairman	None	12.69%	N/A	N/A
Bobby G Willis Hillsboro, TN United States	Farmer	Director & Vice Chmn.	Director & Vice Chairman	President Willis Farms, Inc. Hillsboro, TN	9.12%	N/A	Willis Farms, Inc. 40.0%
				Partner Pineview Development Co Hillsboro, TN			Pineview Development Co. 33.3%
				Partner Riverview Development Hillsboro, TN			Riverview Development 100.0%
David Young Manchester, TN United States	Electric Utility Manager	Director	Director	N/A	0.05%	N/A	N/A
Sammy Young Hillsboro, TN United States	Retired-Agribusiness Manager	Director	Director	N/A	0.47%	N/A	N/A