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.

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.

I, Douglas A. Bowen
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.

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

Date of Report (top-tier holding company’s fiscal year-end):
December 31, 2013
Month / Day / Year

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: 318 6585 - 613400
C.I.

Reporters Name, Street, and Mailing Address
Peoples Bancorp, MHC
Legal Title of Holding Company
330 Whitney Avenue
(Mailing Address of the Holding Company) Street / P.O. Box
Holyoke MA 01040
City State Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:
Thomas W. Senecal
EVP, CFO & Treasurer
Name Title
413-493-7540
Area Code / Phone Number / Extension
413-552-0598
Area Code / FAX Number
tsenecal@bankatpeoples.com
E-mail Address
www.bankatpeoples.com
Address (URL) for the Holding Company’s web page

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

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.26 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, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

12/2012
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.

<table>
<thead>
<tr>
<th>Legal Title of Subsidiary Holding Company</th>
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<tbody>
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<td>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</td>
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Physical location (if different from mailing address)

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</tr>
</tbody>
</table>

Physical location (if different from mailing address)

12/2012
PEOPLESBANCORP, MHC
Corporate Organizational Chart
Fiscal Year Ending December 31, 2013

Board of Directors

Trustees

PEOPLESBANCORP, MHC INC. IN HOLYOKE, MA

100%

Directors

PEOPLESBANK INC. IN HOLYOKE, MA

100%

Arundo Inc.
Inc. in Holyoke, MA

PB Partners, Inc.
Inc. in Holyoke, MA

PBHQ Whitney, Inc.
Inc. in Holyoke, MA

TNOP, Inc.
Inc. in Holyoke, MA

NEFWC Inc.
Inc. in Holyoke, MA

Arundo, Inc. - Created as a Massachusetts Security Corporation. It is taxed in Massachusetts at 1.32% (only own securities that CAN be collateral for borrowing from PHILB)
PB Partners, Inc. - Created as a Massachusetts Security Corporation. It is taxed in Massachusetts at 1.32% (Own securities that CANNOT be collateral for PHILB Purpose)
PBHQ Whitney, Inc. - owns 330 Whitney Ave. All building operations at this location run through this company
NEFWC, Inc. - Acquired 12/23/10 from New England Farm Workers Council. Only asset is a LP interest in Borinquen Apartamentos (affordable Housing)
TNOP, Inc. - Other Real Estate Owned (OREO) subsidiary to hold problem or potential problem foreclosed properties
| Date Action | Effective Date | Branch ID & SEIS* | Popular Name | Street Address | City | State | Zip Code | State | County | County | FDIC UNNUM* | Office Number* | Head Office | Head Office ID & SEIS* | Comments |
|-------------|----------------|------------------|--------------|----------------|------|-------|----------|-------|--------|--------|------------|-------------|------------|--------------------------|----------|-------------------|
| OK          | Full Service   | 018040          | PEOPLESBANK  | 101 HIGH ST    | MIODORE | MA    | 01040    | HAMPDEN  | UNITED STATES | 01804   | OPEOPLESBANK | 018040      | 634300      |                         | 634300   |
| OK          | Full Service   | 018040          | PEOPLESBANK  | 826 HAMPSTON ST | MIODORE | MA    | 01040    | HAMPDEN  | UNITED STATES | 01804   | OPEOPLESBANK | 018040      | 634300      |                         | 634300   |
| OK          | Full Service   | 018040          | PEOPLESBANK  | 610 MEMORIAL DRIVE | CHECOP | MA    | 01040    | HAMPDEN  | UNITED STATES | 01804   | OPEOPLESBANK | 018040      | 634300      |                         | 634300   |
| OK          | Full Service   | 018040          | PEOPLESBANK  | 500 SOUTH STREET | MIODORE | MA    | 01040    | HAMPDEN  | UNITED STATES | 01804   | OPEOPLESBANK | 018040      | 634300      |                         | 634300   |
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List each principal shareholder, director, trustee, partner, executive officer, or person exercising similar functions, regardless of title or compensation, of the bank holding company showing the following:

<table>
<thead>
<tr>
<th>Name and address</th>
<th>Principal occupation, if other than the holding company organization</th>
<th>Title or position with:</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td>(a) the bank holding company; and</td>
</tr>
<tr>
<td></td>
<td></td>
<td>(b) all direct and indirect subsidiaries of the holding company;</td>
</tr>
<tr>
<td></td>
<td></td>
<td>(c) any other company in which the person is a director, trustee, partner, or executive officer</td>
</tr>
<tr>
<td>Douglas A. Bowen</td>
<td>N/A</td>
<td>See Attached - Exhibit A</td>
</tr>
<tr>
<td>Thomas W. Senecal</td>
<td>N/A</td>
<td>See Attached - Exhibit A</td>
</tr>
<tr>
<td>Janice Mazzulla</td>
<td>N/A</td>
<td>See Attached - Exhibit A</td>
</tr>
<tr>
<td>Jacqueline B. Chamon</td>
<td>N/A</td>
<td>See Attached - Exhibit A</td>
</tr>
<tr>
<td>Sheila K. Goodwin</td>
<td>N/A</td>
<td>See Attached - Exhibit A</td>
</tr>
<tr>
<td>Michael J. Oleksak</td>
<td>N/A</td>
<td>See Attached - Exhibit A</td>
</tr>
</tbody>
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Percentage of each class of voting securities owned, controlled, or held with power to vote in: (a) the bank holding company; (b) direct and indirect subsidiaries of the bank holding company; and (c) any other company, if 20 percent or more of its outstanding voting securities or proportionate interest in a partnership are held. (List the name of the company and the percentage of voting securities owned, controlled, or held with power to vote.)

N/A
**Report Item 4:**

List each principal shareholder, director, trustee, partner, executive officer, or person exercising similar functions, regardless of title or compensation, of the bank holding company showing the following:

<table>
<thead>
<tr>
<th>(1) Name and address (city, state, country)</th>
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<th>(3) Title of position with: (a) the bank holding company; and (b) all direct and indirect subsidiaries of the holding company; (c) any other company in which the person is a director, trustee, partner, or executive officer</th>
<th>(4) Percentage of each class of voting securities owned, controlled, or held with power to vote in: (a) the bank holding company; (b) direct and indirect subsidiaries of the bank holding company; and (c) any other company, if 20 percent or more of its outstanding voting securities or proportionate interest in a partnership are held. (List the name of the company and the percentage of voting securities owned, controlled, or held with power to vote.)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mr. Gerard N. Aubrey</td>
<td></td>
<td>See Attached - Exhibit A</td>
<td>245 North Wall Street, LLC - 45% 9 Interlakes Drive, LLC - 33% Aubrey Dixon &amp; Turgeon, LLC - 4% BGM Realty, LLC - 25% 5 Star Jet Center, Inc. - 50% One Corporate Drive, LLC - 50% Copley Center, LLC - 50% HCC, 4 - 25% each JSH Nominees Trust - 50% Panter Nominees Trust - 50% Partner, Grennan Associates, LLC - 45% Trustee, OOGNA, LLC - 100% Trustee, 66 Cumberland St, Trust - 100% Trustee, Copley St, Trust - 100% Trustee, Middletown St, Trust - 100% Partner, Atlantic Highland, LLC - 20% Partner, Blue Ox, LLC - 20% Trustee, Dover Nominees Trust - 30% Trustee, Grennan Nominees Trust - 50% Partner, Willington Oaks - 17.60% Trustee, Dixon Nominees Trust - 50%</td>
</tr>
<tr>
<td>Mr. H. Toby Driscoll</td>
<td></td>
<td>See Attached - Exhibit A</td>
<td>NA</td>
</tr>
<tr>
<td>Mr. David G. Heasley</td>
<td></td>
<td>See Attached - Exhibit A</td>
<td>Engineers Realty Corp. - 31%</td>
</tr>
<tr>
<td>Mr. James B. Newton</td>
<td></td>
<td>See Attached - Exhibit A</td>
<td>Horizons Solutions, LLC - 16% voting shares, but owns 26% of the LLC</td>
</tr>
</tbody>
</table>
Report Item 4:

Directors and Officers

List each principal shareholder, director, trustee, partner, executive officer, or person exercising similar functions, regardless of title or compensation, of the bank holding company showing the following:

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<td></td>
<td>(c) any other company in which the person is a director, trustee, partner,</td>
<td>(c) any other company, if 25 percent</td>
</tr>
<tr>
<td></td>
<td>or executive officer</td>
<td>or more of its outstanding voting securities or proportionate interest</td>
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<td></td>
<td></td>
<td>as a partnership are held. (List the names</td>
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<tr>
<td></td>
<td></td>
<td>of the company and the percentage of</td>
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<tr>
<td></td>
<td></td>
<td>voting securities owned, controlled, or</td>
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<td></td>
<td></td>
<td>held with power to vote.)</td>
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<thead>
<tr>
<th>Name of Individual</th>
<th>Principal Occupation</th>
<th>Title/Position</th>
<th>Percentage of Voting Securities Owned/Controlled/Held with Power to Vote</th>
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</thead>
<tbody>
<tr>
<td>Mr. Mark P. Cutting</td>
<td>See Attached - Exhibit A</td>
<td>C &amp; D Electronics, Inc - 0%</td>
<td></td>
</tr>
<tr>
<td>Ms. Carol C. Katz</td>
<td>See Attached - Exhibit A</td>
<td>N/A</td>
<td></td>
</tr>
<tr>
<td>Mr. Paul J. McDonald</td>
<td>See Attached - Exhibit A</td>
<td>N/A</td>
<td></td>
</tr>
<tr>
<td>Mr. Thomas A. Terry</td>
<td>See Attached - Exhibit A</td>
<td>TRAMBL Realty Partnership -26.7%</td>
<td>Eastern Helpem &amp; Company - 25%</td>
</tr>
<tr>
<td>Ms. Susan Goldsmith</td>
<td>See Attached - Exhibit A</td>
<td>Marcus Company Inc - 68%</td>
<td></td>
</tr>
<tr>
<td>Mr. Russell J. Pecller</td>
<td>See Attached - Exhibit A</td>
<td>N/A</td>
<td></td>
</tr>
<tr>
<td>Mr. James M. Lavelle</td>
<td>See Attached - Exhibit A</td>
<td>N/A</td>
<td></td>
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</table>
Douglas A. Bowen
Trustee, PeoplesBancorp, MHC
President & CEO, PeoplesBancorp, MHC
Director, PeoplesBank
President and Chief Executive Officer, PeoplesBank
Director and President, Arundo Inc.
Director and President, TNOP, Inc.
Director and President, PBHQ Whitney, Inc.
Director and President, PB Partners, Inc.
Director and President, NEFVC, Inc.
Director, COCC
Trustee, Pioneer Valley Plan for Progress
Member, Holyoke Innovation Task Force

Thomas W. Senecal
Executive Vice President, CFO & Treasurer, PeoplesBank
Director, Executive Vice President, CFO & Treasurer, TNOP, Inc.
Executive Vice President, CFO, Treasurer & Clerk, Arundo, Inc.
Director & Treasurer, PBHQ Whitney, Inc.
Treasurer & Clerk, PB Partners, Inc.
CFO & Treasurer, NEFVC, Inc.
Director, Holyoke Community College Foundation
Member, Finance and Audit Committee, Holyoke Community College Foundation
Member, Finance Committee, Loomis Communities, Inc.
Director and Corporator Loomis Communities, Inc.
Member, Dean’s Advisory Council, Isenberg School of Management
Director, Hampshire Regional Chamber of Commerce
Director/Trustee, New England Insurance Trust (NEIT) (A For Profit Trust)
Director/Trustee, New England Mortgage Insurance Exchange (NEMIE) (A For Profit Trust)

Michael J. Oleksak
Executive Vice President, PeoplesBank
Director and Executive Vice President, TNOP, Inc.
Executive Vice President, Arundo, Inc.
Director, PBHQ Whitney, Inc.
Executive Vice President, PB Partners, Inc.
Chairman, Springfield Technical Community College Foundation
Member, Audit Committee, Community Foundation
Director, Westmass Area Development Corp
Member, Economic Advisory Committee to Mayor of Holyoke

Janice Mazzallo
Executive Vice President, PeoplesBank
Member, Personnel Committee for Economic Development Fund

Jacqueline B. Charron
Senior Vice President, PeoplesBank
Member, Community & Economic Development Council, Town of South Hadley
Member, COCC Strategic Development Council
Director, Treasurer, Chair of Finance Committee, and Member of Investment Committee, The Food Bank of Western Massachusetts

Sheila King-Goodwin
Senior Vice President, PeopleBank
Director, River Valley Counseling Center
Corporator, Ecostarium
Director, MA Fair Housing Center
Member, Carl Joseph Walker Foundation
STCC Foundation Board
Trustee, Belmont A.M.E. Zion Church
Gerard N. Aubrey
Trustee, PeoplesBancorp, MHC
Director, PeoplesBank
Partner, Aubrey Dixon & Turgeon, LLC (owns 4% - guarantees debt)
Partner, 69 Interstate Drive, LLC
Partner, BGM Realty, LLC
Treasurer, Five Star Jet Center, Inc.
Partner, One Corporate Drive, LLC
Partner, Coolidge Center, LLC
Partner, HDC 2, 4
Partner, Atlantic Highland, LLC
Partner, Blue Ox, LLC
Trustee, JSH Nominee Trust
Trustee, Panther Nominee Trust
Partner, Grennan Associates, LLC
Trustee, GOGNA, LLC
Trustee, 66 Cumberland St. Trust
Trustee, Copley St. Trust
Trustee, Middlesex St. Trust
Trustee, Dover Nominee Trust
Partner, Willington Oaks, LLC
Trustee, Grennan Nominee Trust
Trustee, Downe Nominee Trust
Partner, 6434 Muirland, LLC

Mark P. Cutting
Trustee, PeoplesBancorp, MHC
Director, PeoplesBank
Owner, President & Treasurer, C & D Electronics, Inc.
Owner, President & Treasurer, C & D Industries, Inc.
Owner & President, CDP Fastener Group, Inc.
Owner & President, CDP Manufacturing, LLC
Trustee, Williston Northampton School

H. Toby Driscoll
Trustee, PeoplesBancorp, MHC
Clerk, PeoplesBancorp, MHC
Director, PeoplesBank
Clerk, PeoplesBank
Member, Finance Committee, Holyoke Medical Center
Member, Investment Committee, Holyoke Medical Center

Susan R. Goldsmith
Trustee, PeoplesBancorp, MHC
Director, PeoplesBank
Director, Arundo, Inc.
Director, PB Partners, Inc.
Director, NEFVC, Inc.
President, Marcus Company, Inc.
Director, Holyoke Community College Foundation
Director, Breast Form Fund
Director, Jewish Geriatric Services, Inc.
David G. Healey
Trustee, PeoplesBancorp, MHC
Director, PeoplesBank
President and Chairman, Engineers Realty Corp.
Member, Westfield North Realty, LLC (Own 7% - neither B or C)
Director, Holyoke Economic & Industrial Development Corp.
Director, Loomis Communities, Inc.
Director, Horizon Solutions, LLC
Director, Willington Oaks, LLC

Carol C. Katz
Trustee, PeoplesBancorp, MHC
Director, PeoplesBank
Director, Arundo, Inc.
Director, PB Partners, Inc.
Director, NEFWC, Inc.
President and Chief Executive Officer, Loomis House, Inc
President and Chief Executive Officer, Loomis Communities, Inc
President and Chief Executive Officer, Pioneer Valley Living Care Center, Inc.
President and Chief Executive Officer, Loomis Senior Living, Inc.
President and Chief Executive Officer, Wright Charities, Inc.
Chair, Finance Committee, Congregation B’nai Israel, Northampton, MA
Director, Vice-Chair, United Way of Pioneer Valley

James M. Lavelle
Trustee, PeoplesBancorp, MHC
Director, PeoplesBank
General Manager, Holyoke Gas & Electric
Director/President, Holyoke Solar Cooperative
Director/President, Massachusetts Clean Energy Cooperative
Trustee, Holyoke Community College
Director, Massachusetts Municipal Wholesale Electric Co.
Director, Public Utilities Risk Management Association
Director, VP, Public Utility Mutual Insurance Co.
Director, Greater Holyoke Chamber of Commerce
Director, Holyoke Visiting Nurse Association
Finance Committee, St. Jerome’s Parish

Paul J. McDonald
Trustee, PeoplesBancorp, MHC
Director, PeoplesBank
Director, Polytainer’s, LLC (Toronto, Ontario, Canada)
Managing Partner, Otis Reservoir Associates Venture Capital
Director, Schumacher Co., NYC
Advisory Board, Long River Venture Fund
Member, Dean’s Advisory Council, Isenberg School of Management
Advisory Board, Institute for Responsible Corporate Governance,
Lutgert College of Business, Florida Gulf Coast University

James B. Newton, Jr.
Trustee, PeoplesBancorp, MHC
Director, PeoplesBank
Director, NEFWC, Inc.
Partner, Director and Executive Officer (President/CEO), Horizons Solutions, LLC
Russell J. Peuffer
Trustee, PeoplesBancorp, MHC
Director, PeoplesBank
WGBH Educational Foundation
America’s Public Television Stations (APTS)
Community Involved in Sustaining Agriculture
American Red Cross, Pioneer Valley
The Trustees of Reservations
MassCreative, Inc. Boston
The Institute for Learning Innovation
Northampton Chamber of Commerce
Hampshire Regional Chamber of Commerce
Hilltown Land Trust
Enchanted Circle Theatre
Old Sturbridge Village
Mass College of Liberal Arts Foundation
Glenmeadow Retirement Community
Colonial Care At Home, Inc.

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Director and Trustee
Director
Corporator
Corporate Trustee, Advisory Council
Director, Chair
Director, Treasurer
Director
Director, Chair
Director
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Corporator
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Thomas A. Terry

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Director, PeoplesBank
Partner, CPA, Lester Halpern & Company
Director & Treasurer, One Ames Hill Corp.
Director & Treasurer, Holyoke Lions Club
Director & Treasurer, So. Hadley Swim Club
Director & Treasurer, Michael E. Smith Endowment for Excellence in Education
Chair, Appropriations Committee, Town of South Hadley
Partner, TRAMBL Realty Partnership
Treasurer, Committee to Elect John Scibak