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. §§ 246(a), 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 officer 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
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 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 3186585
C.I.  

Date of Report (top-tier holding company’s fiscal year-end):
December 31, 2015

Month / Day / Year

N/A

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

Reporter’s Name, Street, and Mailing Address
PeoplesBancorp, MHC
330 Whitney Avenue
Holyoke, MA 01040

City
State
Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
Karen E. Sinopoli
Name
413-493-8668
Area Code / Phone Number / Extension
413-552-0588
Area Code / FAX Number
ksinopoli@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.”

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 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.

12/2015
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.

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<td>Zip Code</td>
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<tr>
<td>Physical Location (if different from mailing address)</td>
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12/2012
PEOPLESBANCORP, MHC
Corporate Organizational Chart
Fiscal Year Ending December 31, 2015

Board of Directors

Trustees

PEOPLESBANCORP, MHC
INC. IN HOLYOKE, MA

100%

Directors

PEOPLESBANK
INC. IN HOLYOKE, MA
(LEI:5493001YK1113566KAO5)

100%

Anando 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

Anando, Inc. - Created as a Massachusetts Security Corporation. Is taxed in Massachusetts at 1.32% (only owns securities that CANNOT be collateral for borrowing from FHIB)

PB Partners, Inc. - Created as a Massachusetts Security Corporation. Is taxed in Massachusetts at 1.32% (Owns securities that CANNOT be collateral for FHIB Purpose)

PBHQ Whitney - owns 330 Whitney Ave. All building operations at this location run through this company

NEFWC, Inc. - Acquired 12/23/11 from New England Farm Workers Council. Only asset is a Participant in Biggenden Apartments (Affordable Housing)

TNOP, Inc. - Other Real Estate Owned (OREO) subsidiary to hold problem or potential problem foreclosed properties

*LEI not applicable unless otherwise noted
Results: A list of branches for your depository institution: PEOPLESBANK (ID: RSSID: 63) are held by PEOPLESBANKCORP MHC (1186058) at HOLLISTON, MA. The data are as of 12/31/2015. Data reflects information that was received and processed through 01/10/2016.

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.

*FDIC UNNUM, Office Number, and ID: RSSID columns are for reference only. Verification of these values is not required.

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<th>Branch ID: RSSID</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 UNNUM</th>
<th>Office Number</th>
<th>Head Office</th>
<th>Head Office ID: RSSID</th>
<th>Comments</th>
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<td>HOLLISTON</td>
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## 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:

<table>
<thead>
<tr>
<th>(1)</th>
<th>(2)</th>
<th>(3)</th>
<th>(4)</th>
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</thead>
<tbody>
<tr>
<td>Name and address</td>
<td>Principal occupation, if other than the holding company organization</td>
<td>Title or 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</td>
<td>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.)</td>
</tr>
</tbody>
</table>

| Douglas A. Bowen | N/A | See Attached - Exhibit A | N/A |
| South Hadley, MA 01075 | | | |

| Thomas W. Senecal | N/A | See Attached - Exhibit A | N/A |
| South Hadley, MA 01075-1380 | | | |

| Janice Mazzaloli | N/A | See Attached - Exhibit A | N/A |
| Leeds, MA 01053-7004 | | | |

| Jacqueline B. Charron | N/A | See Attached - Exhibit A | N/A |
| St. Hadley, MA 01075-1795 | | | |

| Sheila King-Goodwin | N/A | See Attached - Exhibit A | N/A |
| Worcester, MA 01605-1028 | | | |

| Michael J. Clekaak | N/A | See Attached - Exhibit A | N/A |
| Feeding Hills, MA 01030-2552 | | | |

| Mr. H. Toby Driscoll | N/A | See Attached - Exhibit A | N/A |
| South Hadley, MA 01075-1364 | | | |

| Mr. David G. Healey | N/A | See Attached - Exhibit A | N/A |
| Holyoke, MA 01040-2055 | | | |

| Mr. James B. Newton | N/A | See Attached - Exhibit A | Horizons Solutions, LLC - 18% voting shares, but owns 26% of the LLC |
| Cape Elizabeth, ME 04107 | | | |
Report Item 4: Directors and Officers

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

| Name and address (city, state/country) | Principal occupation, if other than the holding company organization | Title or position with: | Percentage of each class of voting securities owned, controlled, or held with power to vote in:
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<td></td>
<td>(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</td>
<td>(a) the bank holding company; (b) direct and indirect subsidiaries of the bank holding company; and (c) any other company, if 25 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.)</td>
</tr>
<tr>
<td>Mr. Mark P. Detling</td>
<td></td>
<td>See Attached - Exhibit A</td>
<td>C &amp; D Electronics, Inc. - 0%</td>
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<tr>
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<td>C &amp; D Industries, Inc. - 100%</td>
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<td>CDP Fastener Group, Inc. - 51%</td>
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<tr>
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<td></td>
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<td>CDP Manufacturing, LLC - 51%</td>
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<td>Ms. Carol C. Katz</td>
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<td>See Attached - Exhibit A</td>
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<td>See Attached - Exhibit A</td>
<td>Whitney &amp; Hadley P.C. - 25%</td>
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<td>TRAMBL Realty Partnership - 26.7%</td>
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<td>Mr. Thomas A. Terry</td>
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<td>See Attached - Exhibit A</td>
<td>Marcus Company Inc - 58%</td>
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<tr>
<td>Ms. Susan Goldsmith</td>
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<tr>
<td>Mr. Russell J. Pfeffer</td>
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<tr>
<td>Mr. James M. Lavelle</td>
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<td>Mr. Steven M. Mitus</td>
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<td>See Attached - Exhibit A</td>
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Insiders' Affiliations
as of December 2015

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, NEFWC, Inc.
Director, COCC

Thomas W. Senecal
Executive Vice President, CFO & Treasurer, PeoplesBank
Director, Executive Vice President, CFO & Treasurer, TNOP, Inc.
Executive Vice President, CFO, Treasurer & Secretary, Arundo, Inc.
Director & Treasurer, PBHQ Whitney, Inc.
Treasurer & Secretary, PB Partners, Inc.
CFO & Treasurer, NEFWC, 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
Chairman of the Board, New England Trust (NEIT) (A For Profit Trust)
Director/Vice Chair, 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.
Board Member, Springfield Technical Community College Foundation
Member, Audit Committee, Community Foundation
Trustee, Springfield Museums

Janice Mazzallo
Executive Vice President, PeoplesBank
Member, Board of Directors, Northampton Survival Center
Member, Governance Committee, Northampton Survival Center
Member, ABA Stonier Advisory Board of Directors
Volunteer, Link to Libraries
Jacqueline B. Charron
Senior Vice President, PeoplesBank
Member, Community & Economic Development Council, Town of South Hadley
Member, COCC Strategic Development Council
Director, 1st Vice President, Chair - Audit Committee, Member - Finance and Investment Committees
The Food Bank of Western Massachusetts

Sheila King-Goodwin
Senior Vice President, PeopleBank
Director, River Valley Counseling Center
Director, YWCA, Worcester
Director, MA Fair Housing Center
Member, Carl Joseph Walker Foundation
STCC Foundation Board
Trustee, Belmont A.M.E. Zion Church
Director, Urban League

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

H. Toby Driscoll
Trustee, PeoplesBancorp, MHC
Clerk, PeoplesBancorp, MHC
Director, PeoplesBank
Clerk, PeoplesBank
Director, Arundo, Inc.
Director, PB Partners, Inc.
Director, NEFWC Inc.
Member, Finance Committee, Holyoke Medical Center
Member, Investment Committee, Holyoke Medical Center
Insiders' Affiliations
as of December 2015

Susan R. Goldsmith
Trustee, PeoplesBancorp, MHC
Director, PeoplesBank
President, Marcus Company, Inc.
Director, Holyoke Community College Foundation
Director, JGS Lifecare, Inc.

David G. Healey
Trustee, PeoplesBancorp, MHC
Director, PeoplesBank
Director, 53 SR, LLC
Director, Horizon Solutions, LLC
Director, Willington Oaks, LLC

Carol C. Katz
Trustee, PeoplesBancorp, MHC
Director, PeoplesBank
Chair, Personnel Committee, Congregation B'nai Israel, Northampton, MA

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
Vice President, Municipal Electric Association of Massachusetts
Director, Greater Holyoke Chamber of Commerce
Finance Committee, St. Jerome's Parish
Director, Northeast Public Power Association
Insiders' Affiliations
as of December 2015

Paul J. McDonald

Trustee, PeoplesBancorp, MHC
Director, PeoplesBank
Director, Arundo, Inc.
Director, PB Partners, Inc.
Director, NEFVC, Inc.
Director, Polytechnic'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,
Lugert College of Business, Florida Gulf Coast University

James B. Newton, Jr.

Trustee, PeoplesBancorp, MHC
Director, PeoplesBank
Partner, Director and Executive Chairman, Horizons Solutions, LLC

Russell J. Peotter

Trustee, PeoplesBancorp, MHC
Director, PeoplesBank
WGBH Educational Foundation Vice President
America's Public Television Stations (APTS) Director and Trustee
American Public Television (Eastern Educational TV) Director
Community Involved in Sustaining Agriculture Director
Springfield Central Cultural District Director, Chair
The Trustees of Reservations Corporate Trustee, Advisory Council
MassCreative, Inc. Boston Director
Greater Northampton Chamber of Commerce Ex Officio Director
Hampshire Regional Chamber of Commerce Director, Chair
Hilltown Land Trust Director
Enchanted Circle Theatre Director
Double Edge Theater Director
Old Sturbridge Village Honorary Trustee
American Red Cross, Pioneer Valley Director
Mass College of Liberal Arts Foundation Corporator

Thomas A. Terry

Trustee, PeoplesBancorp, MHC
Director, PeoplesBank
Partner, CPA, Whittlesey & Hadley, P.C.
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
Steven M. Mitus

Trustee, PeoplesBancorp, MHC
Director, PeoplesBank
Director, Executive Vice President, CFO/Treasurer, Shareholder, Balise Motor Sales Company
  BMSC dba Balise Honda, Balise Chevrolet Buick, dba Balise Ready Credit, dba Balise Collision centers
Director, Executive Vice President, CFO/Treasurer, Shareholder, BLS, Inc. dba Balise Lexus
Director, Executive Vice President, CFO/Treasurer, Shareholder, BLTS, Inc. dba Balise Toyota
Director, Executive Vice President, CFO/Treasurer, Shareholder, Balise FOW, Inc. dba Balise Ford
Director, Executive Vice President, CFO/Treasurer, Shareholder, Jimbob Aviation, Inc.
Director, Executive Vice President, CFO/Treasurer, Shareholder, Jimbob Air Charter Services, Inc.
Director, Executive Vice President, CFO/Treasurer, Shareholder, Balise JRN, Inc. dba Jerry Rome Nissan
Director, Executive Vice President, CFO/Treasurer, Shareholder, Balise Hy, Inc. dba Balise Hyundai
Director, CFO/Treasurer, Auto Credit Express, Inc.
Director, CFO/Treasurer, Fairfield HY Inc. dba Fairfield Hyundai
Director, Executive Vice President, CFO/Treasurer, Shareholder, Balise V Inc. Balise Volkswagen
Director, Executive Vice President, CFO/Treasurer, Shareholder, Balise Ford of Cape Cod
Director, Executive Vice President, CFO/Treasurer, Shareholder, R&J Nissan, Inc. dba Balise Nissan of Cape Cod
Director, Executive Vice President, CFO/Treasurer, Cape Hy, Inc. dba Balise Hyundai of Cape Cod
Director, Executive Vice President, CFO/Treasurer, Shareholder, Balise Car Wash Inc.
Director, Executive Vice President, CFO/Treasurer, Shareholder, Balise Auto Sales, Inc.
Manager, Executive Vice President, CFO/Treasurer, Balise C, LLC dba Balise Chevrolet of Warwick
Manager, Executive Vice President, CFO/Treasurer, Balise T, LLC dba Balise Toyota of Warwick
Manager, Executive Vice President, CFO/Treasurer, Balise K, LLC dba Balise Collision Repair
Manager, Executive Vice President, CFO/Treasurer, Balise N, LLC dba Balise Nissan of Warwick
Manager, Executive Vice President, Treasurer, Balise Subaru, Inc.
Manager, Executive Vice President, CFO/Treasurer, MBB-T, LLC dba Colonial Toyota
Manager, Executive Vice President, CFO/Treasurer, Shareholder, Balise H1, dba Majestic Honda
Manager, Executive Vice President, CFO/Treasurer, Shareholder, Balise H2 West Warwick, dba Balise Honda of WW
Partner, Balise Automotive Realty, Limited Partnership
Manager, Cape Cod Properties, LLC
Manager, QLP, 1, LLC
Manager, Columbus Avenue Realty, LLC
Manager, YGP, LLC
Manager, 635 Riverdale St, LLC
Manager, Carlex CT, LLC
Manager, Carlex Realty, LP
Manager, North Broad Street Realty, LLC
Manager, BAR RI, LLC
Manager, BAR R2, LLC
Manager, BAR R3, LLC
Director, Treasurer, Shareholder, Car Development, Inc.
Director, Treasurer, Balise Real Estate, Inc.
Manager, Consumer Insurance Associates, LLC
Agent, Allstate Insurance Company
Director, Health New England
Trustee, Baystate Health
Trustee, Chair of Audit & Finance, Community Foundation of Western Mass.
Trustee, BMSC 401k Retirement Plan
Director, Shareholder Key Royal Insurance, Ltd
Director, Shareholder, North Bay Reinsurance, Ltd
Trustee, Holyoke Community College

Indirect non controlling ownership through parent entity.