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FR Y-6
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Approval expires December 31, 2015
Page 1 of 2

MAR 20 2014

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6 **FRB RICHMOND**

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, 2013

Month / Day / Year

I, **Randall M. Robey**

Reporter's Name, Street, and Mailing Address

Peoples Bancorp, Inc

Name of the Holding Company Director and Official

Legal Title of Holding Company

CPA, EVP & Chief Financial Officer

P. O. Box 210

Title of the Holding Company Director and Official

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

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.

Chestertown MD 21620
City State Zip Code

100 Spring Avenue

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:

Ina May Puppe Reed Controller

Name Title

410-778-3500-105

Area Code / Phone Number / Extension

410-778-2089

Area Code / FAX Number

ireed@pbkc.com

E-mail Address

www.pbkc.com

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

Signature of Holding Company Director and Official

03/17/2014

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 _____
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

Form FR Y-6

PEOPLES BANCORP, INC.

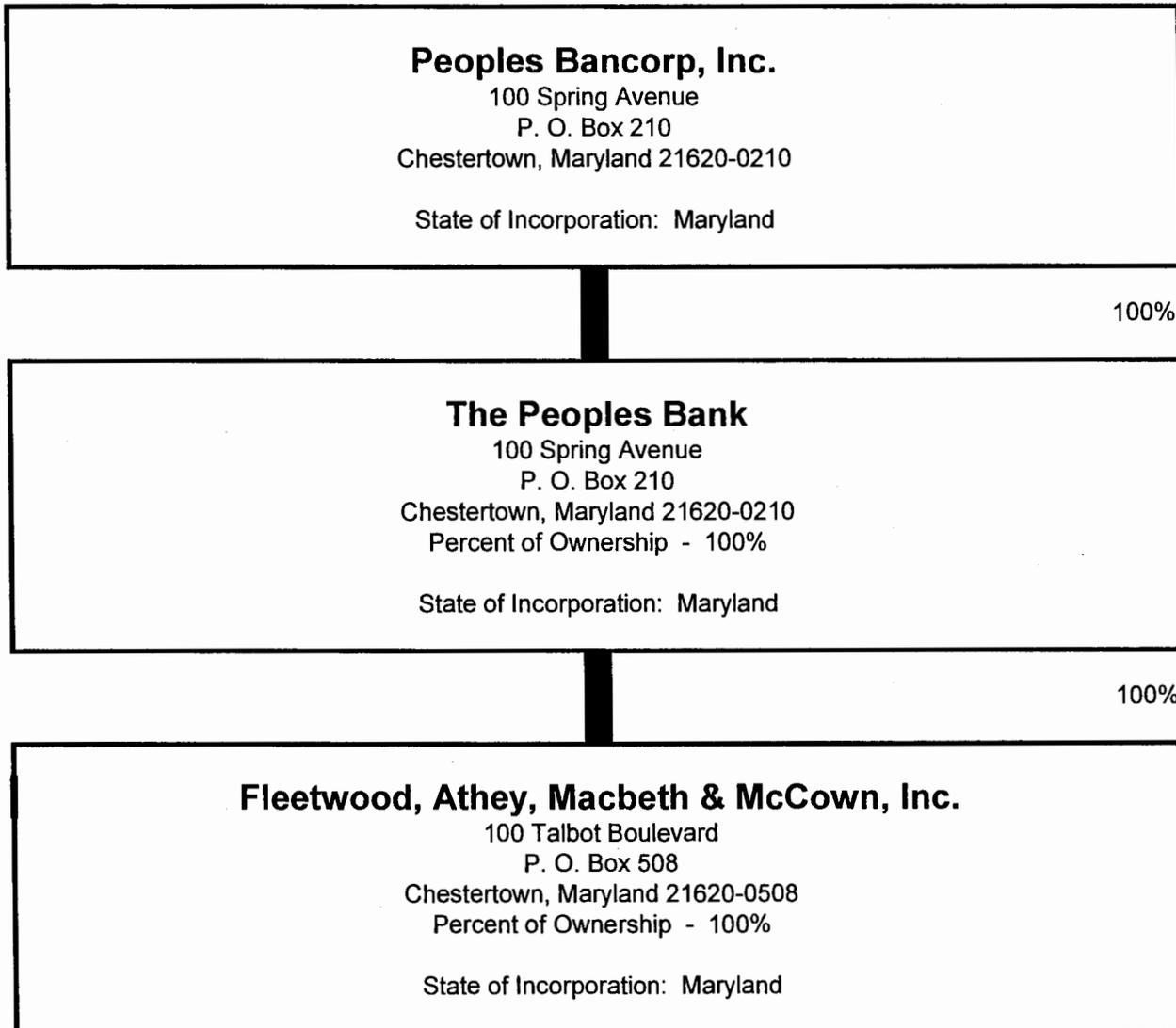
Chestertown, Maryland 21620-0210
Fiscal Year Ending December 31, 2013

Report Item

- 1: The bank holding company prepares and annual report for its shareholders.
We will forward three copies of the annual report when the printing is completed.

2a: Organizational Chart

ORGANIZATIONAL CHART



Form FR Y-6

FYE 12/31/2013

PEOPLES BANCORP, INC.

**Chestertown, Maryland 21620-0210
Fiscal Year Ending December 31, 2013**

**Report Item 2b: Domestic Branch Listing
Submitted via email on 2/19/2014**

Results: A list of branches for your depository institution: PEOPLES BANK, THE (ID_RSSD: 750127).
 This depository institution is held by PEOPLES BANCORP, INC. (2531049) of CHESTERTOWN, MD.
 The data are as of 12/31/2013. Data reflects information that was received and processed through 03/07/2014.

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		Full Service (Head Office)	750127	PEOPLES BANK, THE	100 SPRING AVENUE	CHESTERTOWN	MD	21620	KENT	UNITED STATES	8157	0	PEOPLES BANK, THE	750127	
OK		Full Service	752224	WASHINGTON AVENUE BRANCH	600 WASHINGTON AVE	CHESTERTOWN	MD	21620	KENT	UNITED STATES	228175	2	PEOPLES BANK, THE	750127	
OK		Full Service	3726299	CHURCH HILL BRANCH	1005 SUDLERSVILLE ROAD	CHURCH HILL	MD	21623	QUEEN ANNES	UNITED STATES	467328	5	PEOPLES BANK, THE	750127	
OK		Full Service	1360868	GALENA BRANCH	166 N MAIN ST	GALENA	MD	21635	KENT	UNITED STATES	228176	3	PEOPLES BANK, THE	750127	
OK		Full Service	2728885	MILLINGTON BRANCH	31905 RIVER ROAD	MILLINGTON	MD	21651	KENT	UNITED STATES	228177	4	PEOPLES BANK, THE	750127	
OK		Full Service	934628	ROCK HALL BRANCH	21337 ROCK HALL AVENUE	ROCK HALL	MD	21661	KENT	UNITED STATES	228174	1	PEOPLES BANK, THE	750127	
Change		Full Service	3925225	SUDLERSVILLE BRANCH	228 EAST MAIN STREET	SUDLERSVILLE	MD	21668	QUEEN ANNES	UNITED STATES	484680	6	PEOPLES BANK, THE	750127	

FORM FR Y-6

December 31, 2013

PEOPLES BANCORP, INC.

Report Item 3: SECURITIES HOLDERS

TOTAL SHARES OF STOCK

779,512

(1)(a)(b)(c) and (2)(a)(b)©

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of 12-31-13

Security holders 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 12-31-13

(1)(a) Name (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of each class of Voting Securities	(2)(a) Name (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of each class of voting Securities
Elmer E. Horsey Chestertown, Maryland	United States of America	100 - 0.013% Common Stock	NONE		
AND					
Nylon Capital Shopping Center, Inc. Chestertown, Maryland	United States of America	50,594 - 6.490% Common Stock			
TOTAL		50,694 - 6.503%			
Stefan R. Skipp Arnold, Maryland	United States of America	37,962 - 4.870% Common Stock			
AND					
Stefan R. Skipp custodian for Brendan Philip Skipp Arnold, Maryland	United States of America	600 - 0.077% Common Stock			
AND					
Stefan R. Skipp custodian for Philip Leane Skipp Arnold, Maryland	United States of America	600 - 0.077% Common Stock			
AND					
Stefan R. Skipp custodian for Richard Hynson Skipp Arnold, Maryland	United States of America	600 - 0.077% Common Stock			
AND					
Stefan R. Skipp & Mary G. Skipp surviving trustees U/W Philip J. Skipp dated 1/15/1991 Arnold, Maryland	United States of America	1797 - 0.231% Common Stock			
AND					
Stefan R. Skipp & Mary G. Skipp surviving trustees U/W Harriett R. Skipp dated 1/15/1991 Arnold, Maryland	United States of America	8450 - 1.084% Common Stock			
TOTAL		50,009 6.415%			

Report Item 4: Insiders

(1) (2) (3)(a)(b)(c) and (4)(a)(b)(c)

(1) Names (City, State, Country)	(2) Principal Occupation if other than Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (Include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (Include names of) other businesses)	Number of shares In Holding Company	(4)(a) Percentage of voting Shares In Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (Include names) of subsidiaries)	(4)(c) 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)
Patricia Joan Horsey Chestertown, MD	Real Estate Salesman	Director	Director, The Peoples Bank	Trustee, H & S Investments President, Unity, Inc. President, Delmarva Publications, Inc.	2,500	0.321%	NONE	Jimstown Partnership, 25% Unity, Inc., 100% Delmarva Publications, Inc., 100%
P. Patrick McClary Cecilton, MD	Real Estate Broker	Director	Director, The Peoples Bank	Director & President, Gunther McClary Real Estate, Inc. Director & President, P. Patrick McClary Real Estate, Inc. Member, Cecilton, LLC	852	0.109%	NONE	Gunther McClary Real Estate, Inc., 100% P. Patrick McClary Real Estate, Inc., 100% Cecilton, LLC, 100%
Stefan R. Skipp Chestertown, MD	Attorney, Public Defender, State of Maryland	Director	Director & Co-Chair, The Peoples Bank	Owner, Violet Grove Farm	50,009	6.415%	NONE	Violet Grove Farm, 100%
Elizabeth A. Strong Chestertown, MD	Retired	Director & Secretary of the Board of Directors	Director, The Peoples Bank Trustee, Employees' Retirement Plan	Retired	339	0.043%	NONE	Shipyard Fam, LLC, 25%
William G. Wheatley Worton, MD	N/A	Director & Executive Vice President	Director & EVP & CLO, The Peoples Bank	N/A	7,686	0.986%	NONE	N/A
H. Lawrence Lyons Chestertown, MD	N/A	EVP & COO	EVP & COO, The Peoples Bank Trustee, Employees' Retirement Plan	N/A	138	0.018%	NONE	N/A
Ralph W. Dowling Chestertown, MD	N/A	President & CEO	President & CEO, The Peoples Bank		0	0.000%	NONE	N/A
Randall M. Robey Severna Park, MD	N/A	EVP & CFO	EVP & CFO, The Peoples Bank		0	0.000%	NONE	N/A

Report Item 4: Insiders

(1) (2) (3)(a)(b)(c) and (4)(a)(b)(c)

(1) Names (City, State, Country)	(2) Principal Occupation if other than Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (Include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (Include names of) other businesses)	Number of shares In Holding Company	(4)(a) Percentage of voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (Include names) of subsidiaries)	(4)(c) 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)
Nancy L. Greenwood Still Pond, MD	N/A	SVP & CCO	SVP & CCO, The Peoples Bank	N/A	100	0.013%	NONE	J-N-B Properties, 33.3%
Stephanie L. Usilton Rock Hall, MD	N/A	Senior Vice President	Senior Vice President & HR Officer The Peoples Bank	N/A	612	0.079%	NONE	N/A
Nylon Capital Shopping Center, Inc. % Elmer E. Horsey, President Chestertown, MD	N/A	Principal Shareholder	N/A	N/A	50,594	6.490%	NONE	N/A