

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)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). 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, top-tier savings and loan holding companies, and U.S. intermediate 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. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

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

December 31, 2018

Month / Day / Year

N/A

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

Reporter's Name, Street, and Mailing Address

First & Peoples Bancshares, Inc.

Legal Title of Holding Company

1001 Diederich Blvd.

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

Russell	KY	41169
City	State	Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Robert R. Sorrell Treasurer

Name Title

606.833.5902

Area Code / Phone Number / Extension

606.833.0521

Area Code / FAX Number

rrsorrell@firststandpeoplesbank.com

E-mail Address

www.firststandpeoplesbank.com

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

I, Robert R. Sorrell

Name of the Holding Company Director and Official

Treasurer

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

7/3/19

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. _____

Is confidential treatment requested for any portion of this report submission? 0=No
1=Yes 0

In accordance with the General Instructions for this report (check only one),

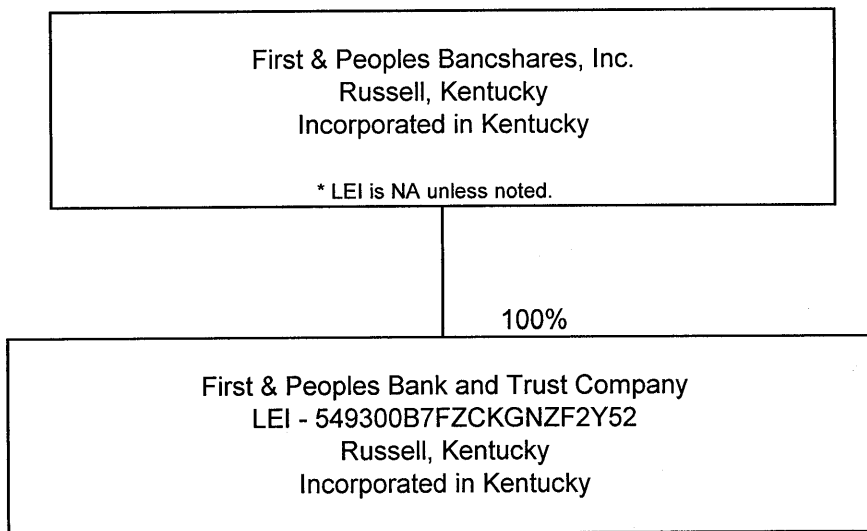
- 1. a letter justifying this request is being provided along with the report
- 2. a letter justifying this request has been provided separately ...

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

Annual Report of Bank Holding Companies - FR Y-6
First & Peoples Bancshares, Inc.
Russell, Kentucky
Fiscal Year Ending December 31, 2018

Report Item

- 1 Annual Report to Shareholders to be sent under separate cover.
- 2a Organizational Chart



- 2b Attached

Results: A list of branches for your depository institution: FIRST & PEOPLES BANK AND TRUST COMPANY (ID_RSSD: 391418).

This depository institution is held by FIRST & PEOPLES BANCSHARES, INC. (1363935) of RUSSELL, KY.

The data are as of 12/31/2018. Data reflects information that was received and processed through 01/06/2019.

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)	391418	FIRST & PEOPLES BANK AND TRUST COMPANY	1001 DIEDERICH	RUSSELL	KY	41169	GREENUP	UNITED STATES	Not Required	Not Required	FIRST & PEOPLES BANK AND TRUST COMPANY	391418	
OK		Full Service	471516	ASHLAND PLAZA BRANCH	418 RUSSELL ROAD	ASHLAND	KY	41101	GREENUP	UNITED STATES	Not Required	Not Required	FIRST & PEOPLES BANK AND TRUST COMPANY	391418	
OK		Full Service	242211	FLATWOODS BRANCH	1903 ARGILLITE ROAD	FLATWOODS	KY	41139	GREENUP	UNITED STATES	Not Required	Not Required	FIRST & PEOPLES BANK AND TRUST COMPANY	391418	
OK		Full Service	513715	GREENUP BRANCH	401 MAIN ST	GREENUP	KY	41144	GREENUP	UNITED STATES	Not Required	Not Required	FIRST & PEOPLES BANK AND TRUST COMPANY	391418	
OK		Full Service	329112	FERRY STREET BRANCH	400 FERRY ST	RUSSELL	KY	41169	GREENUP	UNITED STATES	Not Required	Not Required	FIRST & PEOPLES BANK AND TRUST COMPANY	391418	
OK		Full Service	241719	SOUTH SHORE BRANCH	435 MAIN STREET	SOUTH SHORE	KY	41175	GREENUP	UNITED STATES	Not Required	Not Required	FIRST & PEOPLES BANK AND TRUST COMPANY	391418	

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Report Item 3: Shareholders
 (1)(a)(b)(c) and (2)(a)(b)(c)

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/18.

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 12/31/18.

(1)(a) Name / City / State	(1)(b) Country of Citizenship	(1)(c) Number and Percent of each class of voting stock	(2)(a) Name / City / State	(2)(b) Country of Citizenship	(2)(c) Number and Percent of each class of voting stock
Martha R. Clarke Estate Ashland, Kentucky	USA	6,051 - 37.61% Common Stock	N/A	N/A	N/A
William J. Bentley South Shore, Kentucky	USA	1,650 - 10.26% Common Stock			
Frank H. Warnock Ashland, Kentucky	USA	974 - 6.05% Common Stock			

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 Russell, Kentucky
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Report Item 4: Insiders

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

(1) Name / City / State	(2) Principal Occupation if other than with Bank Holding Co.	(3)(a) Title / Position with Bank Holding Co.	(3)(b) Title / Position with Subsidiaries (Subsidiary Name)	(3)(c) Title / Position with other businesses (Business Names)	(4)(a) Percentage of voting shares in Bank Holding Co.	(4)(b) Percentage of voting shares in Subsidiaries (Subsidiary Name)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names and % of voting securities)
Wm. Buffin Clarke Russell, Kentucky	N/A	Chairman, Director, President	Chairman, Director, President (First & Peoples Bank and Trust Co.)	N/A	2.41%	N/A	N/A
				Executor (Martha R. Clarke Estate)	37.61%		
Frank H. Warnock Ashland, Kentucky	Attorney	Director, Secretary	Director (First & Peoples Bank and Trust Co.)	Partner (Warnock & Warnock, LLP)	6.05%	N/A	Warnock & Warnock, LLP (35%)
				Director & Secretary (Sanlea, Inc.)			Sanlea (50%)
				Director & Secretary (Greenup County Broadcasting, Inc.)			
				Director & Secretary (Hometown Broadcasting of Portsmouth, Inc.)			
				Secretary (Bellefonte Land, Inc.)			
				Director (Siloam Land, Inc.)			
James R. Osman South Shore, KY	Funeral Director	Director	Director, Secretary (First & Peoples Bank and Trust Co.)	N/A	3.39%	N/A	N/A
				Director & Secretary (Hometown Broadcasting of Portsmouth #2, Inc.)			

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

(1) Name / City / State	(2) Principal Occupation if other than with Bank Holding Co.	(3)(a) Title / Position with Bank Holding Co.	(3)(b) Title / Position with Subsidiaries (Subsidiary Name)	(3)(c) Title / Position with other businesses (Business Names)	(4)(a) Percentage of voting shares in Bank Holding Co.	(4)(b) Percentage of voting shares in Subsidiaries (Subsidiary Name)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names and % of voting securities)
William J. Bentley South Shore, KY	Pharmacist	Director, Vice President	Director (First & Peoples Bank and Trust Co.)	President (McDonald Pharmacy, Inc.)	10.26%	N/A	McDonald Pharmacy, Inc. (100%)
Matthew J. Warnock Ashland, Kentucky	Attorney	Director	Director (First & Peoples Bank and Trust Co.)	Partner (Warnock & Warnock, LLP) Member (Crimson Cross, LLC) Member (Big Blue Real Estate, LLC) Member (Saratoga Capital Group, LLC) Member (Big Blue Pizza, LLC) Member (Warnock Properties, LLC)	0.03%	N/A	Warnock & Warnock, LLP (65%) Crimson Cross, LLC (50%) Big Blue Real Estate, LLC (33%) Saratoga Capital Group, LLC (100%) Big Blue Pizza, LLC (33%) Warnock Properties, LLC (25)
Robert R. Sorrell Ashland, Kentucky	N/A	Director, Treasurer	Director, Vice Pres. & Cashier (First & Peoples Bank and Trust Co.)	N/A	0.20%	N/A	N/A