

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.

I, Tracey A. Smith

Name of the Holding Company Director and Official

Secretary/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.

Tracey A. Smith

Signature of Holding Company Director and Official

03/27/2020

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. _____

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

December 31, 2019

Month / Day / Year

N/A

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

Reporter's Name, Street, and Mailing Address

Community Exchange Bancshares, Inc.

Legal Title of Holding Company

P.O. Box 786

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

| | | |
|---------|-------|----------|
| Hindman | KY | 41822 |
| City | State | Zip Code |

1362 Hindman Bypass, Hindman, KY 41822

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

| | |
|--------------|---------------------------|
| Byron Jacobs | Bank of Hindman President |
| Name | Title |

606-785-3158

Area Code / Phone Number / Extension

606-785-3162

Area Code / FAX Number

byron.jacobs@bankofhindman.com

E-mail Address

www.bankofhindman.com

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

| | | |
|--|--------------------------|---|
| 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 | <input type="checkbox"/> | |
| 2. a letter justifying this request has been provided separately ... | <input type="checkbox"/> | |
| NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential." | | |

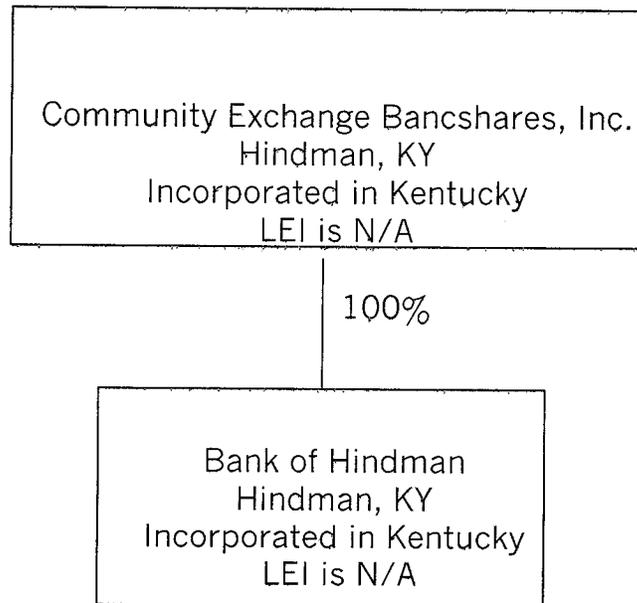
Form FR Y-6

**Community Exchange Bancshares, Inc.
Hindman, Kentucky
Fiscal Year Ending December 31, 2019**

Report Item

1: The BHC does not prepare an annual report for its shareholders.

2a: Organizational Chart



2b: Branch Verification submitted via email on 03/27/20.

Form FR Y-6
Community Exchange Bancshares, Inc.
Fiscal Year Ending December 31, 2019

Report Item 3: Securities holders

(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 12/31/19. | | | 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 12/31/19. | | |
|---|--|--|---|--|--|
| (1)(a) Name & Address (City, State, Country) | (1)(b) Country of Citizenship or Incorporation | (1)(c) Number and Percentage of Each Class of Voting Securities | (2)(a) Name & Address (City, State, Country) | (2)(b) Country of Citizenship or Incorporation | (2)(c) Number and Percentage of Each Class of Voting Securities |
| Theresa Johnson Hazard, KY | USA | 435 shares - 43.50% of common stock | none | | |
| Lois C. Weinberg Hindman, KY | USA | 163 shares - 16.30% of common stock | | | |
| Jed Weinberg Hindman, KY | USA | 65.5 shares - 6.55% of common stock | | | |
| Tracey A. Smith * Hindman, KY | USA | 184 shares - 18.40% of common stock | | | |
| William R. Weinberg Hindman, KY | USA | 45.8 shares - 4.58% of common stock | | | |
| Zachary Weinberg Hindman, KY | USA | 49.5 shares - 4.95% of common stock | | | |
| Carley Weinberg Hindman, KY | USA | 45.6 shares - 4.56% of common stock | | | |
| William Miller Weinberg Hindman, KY | USA | 11.6 shares - 1.16% of common stock | | | |
| * Tracey A. Smith - Carley Weinberg's and William Miller Weinberg's mother | | | | | |

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Community Exchange Bancshares, Inc.
Fiscal Year Ending December 31, 2019

Report Item 4: Insiders

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

| (1) Names & Address (City, State, Country) | (2) Principal Occupation if other than with 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) | (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) |
|--|--|--|---|---|--|---|---|
| William R. Weinberg Hindman, KY USA | Retired Attorney | Director & Chairman President and CEO | Director | Tina Gas Co., Inc. Owner | 4.58% | None | Tina Gas Co., Inc. 25.50% |
| | | | | BiLo 5 Partnership Owner | | | BiLo 5 Partnership 50% |
| | | | | Essex Properties Owner | | | Essex Properties 33% |
| Jed Weinberg Hindman, KY USA | Manager, Natural Gas Provider | Director | Director | BSW Owner | 6.55% | None | BSW 50% |
| | | | | Cottonwood Farms, LLC Owner | | | Cottonwood Farms, LLC 50% |
| | | | | JZT Production LLC Owner, President | | | JZT Production LLC 33% |
| | | | | JZT Construction LLC Owner | | | JZT Construction LLC 33% |
| | | | | Heritage Gas Co LLC Owner | | | Heritage Gas Co LLC 37.50% |
| | | | | EKY Energy, LLC Owner | | | EKY Energy, LLC 100% |
| | | | | COPO, LLC Owner | | | COPO, LLC 33% |
| | | | | JZ Enterprises Owner | | | JZ Enterprises 50% |
| NGL Holdings, LLC Owner | NGL Partners, LLC 60% | | | | | | |
| Rock Lick, LLC Owner | Rock Lick, LLC 100% | | | | | | |

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Fiscal Year Ending December 31, 2019

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|--|--|--|---|---|--|---|---|
| | | | | Salyersville IGA, LLC Owner | | | Salyersville IGA, LLC 100% |
| | | | | Southern Energy, LLC Owner | | | Southern Energy, LLC 50% |
| | | | | Quality Propane, LLC Owner | | | Quality Propane, LLC 100% |
| | | | | Martin Gas, Inc. Owner | | | Martin Gas Inc. 46% |
| | | | | CW Foods, LLC Owner | | | CW Foods, LLC 100% |
| | | | | Frenchburg Market, LLC Owner | | | Frenchburg Market, LLC 100% |
| | | | | Frenchburg Fuels, LLC Owner | | | Frenchburg Fuels, LLC 100% |
| | | | | Frenchburg Center, LLC Owner | | | Frenchburg Center, LLC 100% |
| | | | | KCR, Ltd. Owner, President | | | KCR, Ltd. 100% |
| Lois Weinberg Hindman, KY USA | Education Leadership | None | Director | Clean Gas Inc. Owner | 16.30% | None | Clean Gas Inc. 61% |
| | | | | Mountain Drilling, Inc. Owner | | | Mountain Drilling, Inc. 50% |
| | | | | Stable Branch Gas Co LLC Owner | | | Stable Branch Gas Co LLC 25% |
| | | | | Tina Gas Company Inc. Owner | | | Tina Gas Company Inc. 25.50% |

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|--|--|--|---|---|--|---|---|
| | | | | Montgomery Creek Gas Co LLC Owner | | | Montgomery Creek Gas Co LLC 52.50% |
| | | | | Jakes Branch Gas Co LLC Owner | | | Jakes Branch Gas Co LLC 56.67% |
| | | | | Spradlin Gas Company Owner | | | Spradlin Gas Company 37.67% |
| | | | | Laurel Branch Gas Co Owner | | | Laurel Branch Gas Co 25% |
| | | | | Univest Partnership Owner | | | Univest Partnership 50% |
| | | | | East Mineral Inc. Owner | | | East Mineral Inc. 43.74% |
| | | | | Whippoorwill Development Inc. Owner | | | Whippoorwill Development Inc. 75% |
| | | | | BiLo 5 Partnership Owner | | | BiLo 5 Partnership 50% |
| | | | | Clean Gas Partners, LLC Owner | | | Clean Gas Partners, LLC 61% |
| Tracey A. Smith Hindman, KY USA | Banker | Director, Secretary & Treasurer | Director Exec VP & Chairman | None | 18.40% | None | None |
| Theresa Johnson Hazard, KY USA | Restaurant & Hotel Ownership | Director | None | Neighborhood Restaurants Inc. Owner | 43.50% | None | Neighborhood Restaurants Inc. 50% |
| | | | | Neighborhood Restaurants of West Virginia, Inc. Owner | | | Neighborhood Restaurants of West Virginia, Inc. 40% |
| | | | | Old Dominion Restaurants, Inc. | | | Old Dominion Restaurants, Inc. |

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|--|--|--|---|---|--|---|---|
| | | | | Owner | | | 37.5% |
| | | | | Old Dominion Restaurants LP, Inc Owner | | | Old Dominion Restaurants LP, Inc 37.5% |
| | | | | Neighborhood Hospitality, Inc. Owner | | | Neighborhood Hospitality, Inc. 47.5% |
| | | | | WV Neighborhood Hospitality, LLC Owner | | | WV Neighborhood Hospitality, LLC 50% |
| | | | | Perry Hotel Group, Inc. Owner | | | Perry Hotel Group, Inc. 50% |
| | | | | Appalachian Land & Leasing Co LLC Owner | | | Appalachian Land & Leasing Co LLC 50% |
| | | | | Employee Resource Group LLC Owner | | | Employee Resource Group LLC 47.25% |
| | | | | Ridgeview Management Corp Owner | | | Ridgeview Management Corp 50% |
| | | | | Florida Flight LLC Owner | | | Florida Flight LLC 50% |
| | | | | Fast Staff, LLC Owner | | | Fast Staff, LLC 50% |
| | | | | TateCo Properties, LLC Owner | | | TateCo Properties, LLC 50% |
| | | | | Prestonsburg Hospitality, LLC Owner | | | Prestonsburg Hospitality, LLC 50% |
| | | | | Neighborhood Taco, LLC Owner | | | Neighborhood Taco, LLC 50% |
| | | | | Neighborhood Partners, LLC | | | Neighborhood Partners, LLC |

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|--|--|--|---|---|--|---|---|
| | | | | Owner | | | 50% |
| | | | | Sassafras Land & Leasing LLC Owner | | | Sassafras Land & Leasing LLC 50% |
| | | | | Neighborhood Ford LLC Owner | | | Neighborhood Ford LLC 50% |
| | | | | NHI Land, LLC Owner | | | NHI Land, LLC 47.5% |
| | | | | WV Land, LLC Owner | | | WV Land, LLC 40% |
| | | | | Barren Fork Land, LLC Owner | | | Barren Fork Land, LLC 50% |
| | | | | Eagle Chevrolet Buick GMC, LLC Owner | | | Eagle Chevrolet Buick GMC, LLC 100% |
| Luther Marty Johnson Hazard, KY USA | Restaurant & Hotel Ownership | Director | Director | Neighborhood Restaurants Inc. Owner | 0.00% | None | Neighborhood Restaurants Inc. 50% |
| | | | | Neighborhood Restaurants of West Virginia, Inc. Owner | | | Neighborhood Restaurants of West Virginia, Inc. 40% |
| | | | | Old Dominion Restaurants, Inc. Owner | | | Old Dominion Restaurants, Inc. 37.5% |
| | | | | Old Dominion Restaurants LP, Inc Owner | | | Old Dominion Restaurants LP, Inc 37.5% |
| | | | | Neighborhood Hospitality, Inc. Owner | | | Neighborhood Hospitality, Inc. 47.5% |
| | | | | WV Neighborhood Hospitality, LLC Owner | | | WV Neighborhood Hospitality, LLC 50% |

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|--|--|--|---|---|--|---|---|
| | | | | Perry Hotel Group, Inc. Owner | | | Perry Hotel Group, Inc. 50% |
| | | | | Appalachian Land & Leasing Co LLC Owner | | | Appalachian Land & Leasing Co LLC 50% |
| | | | | Employee Resource Group LLC Owner | | | Employee Resource Group LLC 47.25% |
| | | | | Ridgeview Management Corp Owner | | | Ridgeview Management Corp 50% |
| | | | | Florida Flight LLC Owner | | | Florida Flight LLC 50% |
| | | | | Prestonsburg Hospitality, LLC Owner | | | Prestonsburg Hospitality, LLC 25% |
| | | | | Neighborhood Taco, LLC Owner | | | Neighborhood Taco, LLC 50% |
| | | | | Neighborhood Partners, LLC Owner | | | Neighborhood Partners, LLC 50% |
| | | | | Sassafras Land & Leasing LLC Owner | | | Sassafras Land & Leasing LLC 50% |
| | | | | Neighborhood Ford LLC Owner | | | Neighborhood Ford LLC 50% |
| | | | | NHI Land, LLC Owner | | | NHI Land, LLC 47.5% |
| | | | | WV Land, LLC Owner | | | WV Land, LLC 40% |
| | | | | Barren Fork Land, LLC Owner | | | Barren Fork Land, LLC 50% |

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|--|--|--|---|---|--|---|---|
| | | | | Boxwood Development, LLC Owner | | | Boxwood Development, LLC 50% |

Results: A list of branches for your depository institution: **BANK OF HINDMAN (ID_RSSD: 763211)**.
 This depository institution is held by **COMMUNITY EXCHANGE BANCSHARES INC. (3923306) of HINDMAN, KY**.
 The data are as of **12/31/2019**. Data reflects information that was received and processed through **03/05/2020**.

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) | 763211 | BANK OF HINDMAN | 1362 HINDMAN BYPASS | HINDMAN | KY | 41822 | KNOTT | UNITED STATES | Not Required | Not Required | BANK OF HINDMAN | 763211 | |
| OK | | Full Service | 700515 | HINDMAN BRANCH | 55 HOLLY HILLS VILLA ROAD | HINDMAN | KY | 41822 | KNOTT | UNITED STATES | Not Required | Not Required | BANK OF HINDMAN | 763211 | |