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. § 1844c(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.

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, 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
01/22/2020

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

RSSID ID __________________________
C.I. ________________________________

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 a 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.

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

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@firstandpeoplesbank.com
E-mail Address

www.firstandpeoplesbank.com
Address (URL) for the Holding Company’s web page

Is confidential treatment requested for any portion of this report submission? ☐ No ☑ 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."

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.50 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.

12/2019
Annual Report of Bank Holding Companies - FR Y-6
First & Peoples Bancshares, Inc.
Russell, Kentucky
Fiscal Year Ending December 31, 2019

Report Item

1  Annual Report is not prepared.

2a  Organizational Chart

First & Peoples Bancshares, Inc.
Russell, Kentucky
Incorporated in Kentucky

* LEI is NA unless noted.

100%

First & Peoples Bank and Trust Company
LEI - 549300B7FZCKGNZF2Y52
Russell, Kentucky
Incorporated in Kentucky

2b  Attached
Reconciliation and Verification Steps

1. In the Date 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 Date Action column.
Change: If the branch information is incorrect or incomplete, revise the data, enter "Change" in the Date 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 Date 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 Date Action column.
Add: If a reportable branch is missing, insert a row, add the branch data, and enter "Add" in the Date Action column and the opening or acquisition date in the Effective Date column.

Submission Procedure
When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information.

Note:
To satisfy the FR Y-10 reporting requirements, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a Date 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 UNNUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

<table>
<thead>
<tr>
<th>Date Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID_RSSD*</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>Country</th>
<th>Country</th>
<th>FDIC UNNUM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID_RSSD*</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td></td>
<td>Full Service (Head Office)</td>
<td>391438</td>
<td>FIRST &amp; PEOPLES BANK AND TRUST COMPANY</td>
<td>1001 DIEDERICH</td>
<td>RUSSELL</td>
<td>KY</td>
<td>41169</td>
<td>GREENUP</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>FIRST &amp; PEOPLES BANK AND TRUST COMPANY</td>
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<td></td>
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<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>242211</td>
<td>FLATWOODS BRANCH</td>
<td>1005 ARGILLITE ROAD</td>
<td>FLATWOODS</td>
<td>KY</td>
<td>41139</td>
<td>GREENUP</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>FIRST &amp; PEOPLES BANK AND TRUST COMPANY</td>
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</tr>
<tr>
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<td>Full Service</td>
<td>513715</td>
<td>GREENUP BRANCH</td>
<td>401 MAIN ST</td>
<td>CREW</td>
<td>KY</td>
<td>41144</td>
<td>GREENUP</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>FIRST &amp; PEOPLES BANK AND TRUST COMPANY</td>
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<td></td>
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<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>241729</td>
<td>SOUTH SHORE BRANCH</td>
<td>435 MAIN STREET</td>
<td>SOUTH SHORE</td>
<td>KY</td>
<td>41175</td>
<td>GREENUP</td>
<td>UNITED STATES</td>
<td>Not Required</td>
<td>Not Required</td>
<td>FIRST &amp; PEOPLES BANK AND TRUST COMPANY</td>
<td>391438</td>
<td></td>
</tr>
</tbody>
</table>
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 12/31/19.

<table>
<thead>
<tr>
<th>(1)(a) Name / City / State / Country</th>
<th>(1)(b) Country of Citizenship</th>
<th>(1)(c) Number and Percent of each class of voting stock</th>
<th>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.</th>
</tr>
</thead>
<tbody>
<tr>
<td>Martha R. Clarke Estate, Ashland, Kentucky, USA</td>
<td>USA</td>
<td>6,051 - 37.61% Common Stock</td>
<td>N/A</td>
</tr>
<tr>
<td>William J. Bentley, South Shore, Kentucky, USA</td>
<td>USA</td>
<td>1,650 - 10.26% Common Stock</td>
<td>N/A</td>
</tr>
<tr>
<td>Frank H. Warnock, Ashland, Kentucky, USA</td>
<td>USA</td>
<td>983 - 6.11% Common Stock</td>
<td>N/A</td>
</tr>
</tbody>
</table>
### Report Item 4: Insiders

<table>
<thead>
<tr>
<th>Name / City / State / Country</th>
<th>Principal Occupation if other than with Bank Holding Co.</th>
<th>Title / Position with Subsidiaries (Subsidiary Name)</th>
<th>Title / Position with other businesses (Business Names)</th>
<th>Percentage of voting shares in Subsidiaries (Subsidiary Name)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Wm. Buffin Clarke Russell, Kentucky USA</td>
<td>N/A</td>
<td>Chairman, Director, President (First &amp; Peoples Bank and Trust Co.)</td>
<td>Director (Bellefonte Memorial Gardens, Inc.)</td>
<td>2.42%</td>
</tr>
<tr>
<td>Frank H. Warnock Ashland, Kentucky USA</td>
<td>Attorney</td>
<td>Director, Secretary (First &amp; Peoples Bank and Trust Co.)</td>
<td>Partner (Warnock &amp; Warnock, LLP)</td>
<td>37.61%</td>
</tr>
</tbody>
</table>

**(4)(c)** List names of other companies (includes partnerships) if 25% or more of voting securities are held.

- **W. A. Clarke Estate**
- **Warnock & Warnock, LLP (35%)**
- **Sanlea (50%)**
<table>
<thead>
<tr>
<th>Name / City / State / Country</th>
<th>Principal Occupation</th>
<th>Title / Position with Bank Holding Co.</th>
<th>Title / Position with Subsidiaries (Subsidiary Name)</th>
<th>Title / Position with other businesses (Business Names)</th>
<th>Percentage of voting shares in Subsidiaries (Subsidiary Name)</th>
</tr>
</thead>
<tbody>
<tr>
<td>William J. Bentley, South Shore, KY USA</td>
<td>Pharmacist</td>
<td>Director, Vice President</td>
<td>President (First &amp; Peoples Bank and Trust Co.)</td>
<td>President (McDonald Pharmacy, Inc.)</td>
<td>10.26%</td>
</tr>
<tr>
<td>Matthew J. Warnock, Ashland, Kentucky USA</td>
<td>Attorney</td>
<td>Director</td>
<td>Partner (Warnock &amp; Warnock, LLP)</td>
<td></td>
<td>N/A</td>
</tr>
<tr>
<td>Robert R. Sorrell, Ashland, Kentucky USA</td>
<td>N/A</td>
<td>Director, Vice Pres. &amp; Cashier</td>
<td>Member (Crimson Cross, LLC)</td>
<td></td>
<td>N/A</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>Member (Big Blue Real Estate, LLC)</td>
<td></td>
<td>N/A</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>Member (Saratoga Capital Group, LLC)</td>
<td></td>
<td>N/A</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>Member (Big Blue Pizza, LLC)</td>
<td></td>
<td>N/A</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>Member (Warnock Properties, LLC)</td>
<td></td>
<td>N/A</td>
</tr>
</tbody>
</table>