

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) of the Bank Holding Company Act (12 U.S.C. § 1844(c)(1)); section 10(b)(2) of the Home Owners' Loan Act (12 U.S.C. § 1467a(b)(2)); sections 102 (a)(1), 165, and 618 of the Dodd-Frank Wall Street Reform and Consumer Protection Act (12 U.S.C. §§ 5311(a)(1), 5365, and 1850a(c)(1)); and sections 8(a) and 13(a) of the International Banking Act of 1978 (12 U.S.C. §§ 3106(a) and 3108(a)). 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 chair of the board must sign the report. If the holding company is an Employee Stock Ownership Plan/Employee Stock Ownership Trust (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 (FDHC C490)

Secretary/Treasurer

Title of the Holding Company Director and Official (FDHC C491)

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 (FDHC H321)

03/19/2025

Date of Signature (FDHC J196)

For Federal Reserve Bank Use Only

RSSD ID 3923306

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 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.

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

12/31/2024

Month / Day / Year (FDHC 9999)

Reporter's Name, Street, and Mailing Address

COMMUNITY EXCHANGE BANCSHARES INC.

Legal Title of Holding Company (FDHC 9017)

1362 HINDMAN BYPASS

(Mailing Address of the Holding Company) Street / P.O. Box (FDHC 9110)

HINDMAN

City (FDHC F206)

KY

State (FDHC F207)

41822

Zip Code (FDHC F208)

Physical Location (if different from mailing address) Street / P.O. Box (FDHC 9028)

City (FDHC 9130)

State (FDHC 9200)

Zip Code (FDHC 9220)

Person to whom questions about this report should be directed:

MAEGYN MEEKS

Name (FDHC 8901)

Bank of Hindman CFO

Title (FDHC C496)

(606)785-3158 ext:

Area Code / Phone Number / Extension (FDHC 8902)

(606)785-3162

Area Code / FAX Number (FDHC 9116)

MAEGYN.MEEKS@BANKOFHINDMAN.COM

E-mail Address (FDHC 4086)

WWW.BANKOFHINDMAN.COM

Address (URL) for the Holding Company's web page (FDHC 4087)

Is confidential treatment requested for any portion of this report submission?

0=No	FDHC
1=Yes	C447 <u>0</u>

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

- a letter justifying this request is being provided along with the report (FDHC KY38) ☐
- a letter justifying this request has been provided separately (FDHC KY38) ☐

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

Report Item 1: Annual Report to Shareholders

For holding companies not registered with the U.S. Securities and Exchange Commission (SEC), **indicate the status of Annual Report to Shareholders:**

- ☐ is included with the FR Y-6 report (FDHC PV65)
- ☐ will be sent under separate cover (FDHC PV65)
- ☒ is not prepared (FDHC PV65)

Checklist

The checklist below is provided to assist the holding company in filing all the necessary responses and verifying changes from the prior year to the various report items. The completed checklist should be submitted with the report. Please see section A of the General Instructions for additional guidance.

Verification of Changes

All Reporters must respond to the following questions by checking the Yes or No box below, as appropriate.

Did the holding company have changes to any reportable FR Y-6 items (2a, 2b, 3, or 4) from the prior year? (Reporters must verify their item 2a, organization chart and 2b, domestic branch listing in Structure Central).

- ☒ Yes ☐ No (FDHC PV66)

Complete the remaining checklist for Report Items 2a, 2b, 3, and 4. See section A of the General Instructions for additional information.

Report Item 2a: Organization Chart

- ☐ Yes ☒ No (FDHC PV67)

If checked Yes, the Reporter must report any changes to their organization chart as specified in Report Item 2a instructions.

Report Item 2b: Domestic Branch Listing

- ☐ Yes ☒ No (FDHC PV68)

If checked Yes, the Reporter must report any changes to their domestic branch listing as specified in Report Item 2b instructions.

Report Item 3: Securities Holders

- ☐ Yes ☒ No (FDHC PV69)

If checked Yes, the Reporter must submit the information as specified in Report Item 3 instructions.

Report Item 4: Insiders

- ☒ Yes ☐ No (FDHC PV70)

If checked Yes, the Reporter must submit the information as specified in Report Item 4 instructions.

Legal Name of Holding Company: Community
Exchange
Bancshares, Inc.

FDHCPV98

Item 4(1)(a)	Item 4(1)(b)	Item 4(1)(c)	Item 4(1)(d)	Item 4(2)	Item 4(3)(a)	Item 4(3)(b)
Name	City	State	Country	Principal Occupation if other than with holding company	Title or Position with the Holding Company	Percentage of each class of voting securities owned, controlled, or held with power to vote in the holding company (including options, warrants or other securities or rights that can be converted into or exercised for voting securities)
FDHCPV99	FDHCPW00	FDHCPW01	FDHCPW02	FDHCPW03	FDHCPW04	FDHCPW05
William R. Weinberg	Hindman	KY	USA	Retired Attorney	Director & Chairman	4.58%
					President and CEO	
Jed Weinberg	Hindman	KY	USA	Manager, Natural Gas Provider	Director	6.55%
Lois Weinberg	Hindman	KY	USA	Education Leadership	None	16.30%
Tracey A. Smith	Hindman	KY	USA	Banker	Director, Secretary, & Treasurer	18.40%
Theresa Johnson	Hazard	KY	USA	Restaurant & Hotel Ownership	Director	43.50%
Luther Marty Johnson	Hazard	KY	USA	Restaurant & Hotel Ownership	Director	0.00%

Legal Name of Holding
Company:Community Exchange
Bancshares, Inc.
FDHCPV98

Item 4(1)(a)	Item 4(4)(a)	Item 4(4)(b)	Item 4(4)(c)
Name	Title or Position with direct and indirect subsidiaries	Name of direct and indirect subsidiaries in which Insider has a title or position or ownership in	Percentage of each class of voting securities owned, controlled, or held with power to vote in subsidiaries of the holding company (including options, warrants or other securities or rights that can be converted into or exercised for voting securities)
FDHCPV99	FDHCPW06	FDHCPW07	FDHCPW08
William R. Weinberg	Director	Bank of Hindman	N/A
Jed Weinberg	Director	Bank of Hindman	N/A
Lois Weinberg	Director	Bank of Hindman	N/A
Tracey A. Smith	Director, Exec VP, & Chairman	Bank of Hindman	N/A
Luther Marty Johnson	Director	Bank of Hindman	N/A

Legal Name of Holding Company:
Community Exchange Bancshares,
Inc.
FDHCPV98

Item 4(1)(a) Name	Item 4(5)(a) Title or Position with any other company in which the person is a director, trustee, partner, or executive officer.	Item 4(5)(b) Name of any other company in which the person is a director, trustee, partner, or executive officer, or owns, controls, or holds with power to vote 25% or more of its outstanding voting securities or proportionate in a partnership.	Item 4(5)(c) Percentage of each class of voting securities owned, controlled, or held with power to vote in any other company (including options, warrants or other securities or rights that can be converted into or exercised for voting securities), or proportionate interest held in a partnership, if 25% or more
FDHCPV99	FDHCPW09	FDHCPW10	FDHCPW11
William R. Weinberg	Owner	Tina Gas Co., Inc	25.50%
	Owner	BiLo 5 Partnership	50.00%
	Owner	Essex Properties	33.00%
	Owner	BSW	50.00%
Jed Weinberg	Owner	Cottonwood Farms, LLC	50.00%
	Owner	JZT Production, LLC	33.00%
	Owner	JZT Construction, LLC	33.00%
	Owner	Heritage Gas Co LLC	37.50%
	Owner	EKY Energy, LLC	100.00%
	Owner	COPO, LLC	33.00%
	Owner	JZ Enterprise	50.00%
	Owner	NGL Holdings, LLC	60.00%
	Owner	Rock Lick, LLC	100.00%
	Owner	Salyersville IGA, LLC	100.00%
	Owner	Southern Energy, LLC	50.00%
	Owner	Quality Propane, LLC	100.00%
	Owner	Martin Gas, Inc	46.00%
	Owner	CW Foods, LLC	100.00%
	Owner	Frenchburg Market, LLC	100.00%
	Owner	Frenchburg Fuels, LLC	100.00%
	Owner	Frenchburg Center, LLC	100.00%
	President/Owner	KCR, Ltd.	100.00%
Lois Weinberg	Owner	Clean Gas, Inc	61.00%
	Owner	Moutain Drilling, Inc	50.00%
	Owner	Stable Branch Gas Co LLC	25.00%
	Owner	Tina Gas Co., Inc	25.50%
	Owner	Montgomery Creek Gas Co LLC	52.50%
	Owner	Jakes Branch Gas Co LLC	56.67%
	Owner	Spradlin Gas Company	37.67%
	Owner	Laurel Branch Gas Co	25.00%
	Owner	Univest Partnership	50.00%
	Owner	East Mineral Inc.	43.74%

	Owner	Whippoorwill Development Inc	75.00%
	Owner	BiLo 5 Partnership	50.00%
Theresa Johnson	Owner	Neighborhood Restaurants, Inc	50.00%
	Owner	Neighborhood Restaurants of West Virginia, Inc	40.00%
	Owner	Old Dominion Restaurants, Inc.	37.50%
	Owner	Neighborhood Hospitality, Inc.	47.50%
	Owner	Appalachian Land & Leasing Co LLC	50.00%
	Owner	Employee Resource Group LLC	47.25%
	Owner	Ridgeview Management Corp	50.00%
	Owner	Florida Flight, LLC	50.00%
	Owner	Neighborhood Taco, LLC	50.00%
	Owner	Sassafras Land & Leasing LLC	50.00%
	Owner	Eagle Chevrolet GMC LLC	95.00%
	Owner	Boxwood Development, LLC	33.00%
	Owner	True Blue Warranty Co	95.00%
	Owner	Thundering Beverage, LLC	75.00%
	Owner	Tateco Properties, LLC	100.00%
	Owner	The Beverage Market, LLC	75.00%
	Owner	Hammonds Fields Class C	45.00%
	Owner	Johnson Class B, LLC	50.00%
Luther Marty Johnson	Owner	Neighborhood Restaurants, Inc	50.00%
	Owner	Neighborhood Restaurants of West Virginia, Inc	40.00%
	Owner	Old Dominion Restaurants, Inc.	37.50%
	Owner	Neighborhood Hospitality, Inc.	47.50%
	Owner	Appalachian Land & Leasing Co LLC	50.00%
	Owner	Employee Resource Group LLC	47.25%
	Owner	Ridgeview Management Corp	50.00%
	Owner	Florida Flight, LLC	50.00%
	Owner	Neighborhood Taco, LLC	50.00%
	Owner	Sassafras Land & Leasing LLC	50.00%
	Owner	Eagle Chevrolet GMC LLC	5.00%
	Owner	Boxwood Development, LLC	33.00%
	Owner	New Frankfort Development, LLC	45.00%
	Owner	606 Development, LLC	50.00%
	Owner	The Beverage Market, LLC	25.00%
	Owner	Shops @ Kanawha Mall	50.00%
	Owner	Hammonds Fields Class C	45.00%
	Owner	Johnson Class B, LLC	50.00%
	Owner	Thundering Beverage, LLC	25.00%
	Owner	True Blue Warranty Co	5.00%