

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, LONNIE FOLEY

Name of the Holding Company Director and Official (FDHC C490)

SECRETARY

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.

LONNIE FOLEY

Signature of Holding Company Director and Official (FDHC H321)

03/26/2025

Date of Signature (FDHC J196)

For Federal Reserve Bank Use Only

RSSD ID 2356701

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

PEOPLES OF FLEMING COUNTY BANCORP, INC.

Legal Title of Holding Company (FDHC 9017)

106 SOUTH MAIN CROSS STREET

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

FLEMINGSBURG

KY

41041

City (FDHC F206)

State (FDHC F207)

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:

LONNIE FOLEY

CEO

Name (FDHC 8901)

Title (FDHC C496)

(606)845-2461 ext:

Area Code / Phone Number / Extension (FDHC 8902)

(606)849-3201

Area Code / FAX Number (FDHC 9116)

LONNIE.FOLEY@PEOPLESBANKOFKY.COM

E-mail Address (FDHC 4086)

WWW.PEOPLESBANKOFKY.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: **Peoples of Fleming Co Bancorp**

FDHCPV71

Item 3(1)(a) Name	Item 3(1)(b) City	Item 3(1)(c) State	Item 3(1)(d) Country	Item 3(1)(e) Country of Citizenship or Incorporation	Item 3(1)(f) Describe the provisions of the trust or plan	Item 3(1)(g) For individuals Acting in Concert, identify Name of individuals or Group Acting in Concert.	Item 3(1)(h) For Trusts, identify each trustee or designated individual that has the power to vote	Item 3(1)(i) Number of Securities - Common Stock	Item 3(1)(j) Number of Securities - Warrants	Item 3(1)(k) Number of Securities - Options	Item 3(1)(l) Number of Securities - Other	Item 3(1)(m) Percent of each class of voting securities owned, controlled, or held with power to vote in the holding company
FDHCPV72	FDHCPV73	FDHCPV74	FDHCPV75	FDHCPV76	FDHCPV77	FDHCPV78	FDHCPV79	FDHCPV80	FDHCPV81	FDHCPV82	FDHCPV83	FDHCPV84
Eric Barber	Lexington	KY	USA	USA	N/A	N/A	N/A	2,933.00	N/A	N/A	N/A	11.18%
Glenn Womack	Flemingsburg	KY	USA	USA	N/A	Glenn Womack, Ben Womack	N/A	2,833.00	N/A	N/A	N/A	10.80%
Ben Womack	Flemingsburg	KY	USA	USA	N/A	Glenn Womack, Ben Womack	N/A	1,704.00	N/A	N/A	N/A	6.49%
Frank Hinton	Flemingsburg	KY	USA	USA	N/A	Frank Hinton, Matt Hinton	N/A	1,339.00	N/A	N/A	N/A	5.11%
Matt Hinton	Flemingsburg	KY	USA	USA	N/A	Frank Hinton, Matt	N/A	455.00	N/A	N/A	N/A	1.74%

Legal Name of Holding Company: Peoples of Fleming Co Bancorp
FDHCPV71

[illegible]

Legal Name of Holding Company: Peoples Bank of Fleming Co Bancorp
FDHCPV98

Item 4(1)(a) Name	Item 4(1)(b) City	Item 4(1)(c) State	Item 4(1)(d) Country	Item 4(2) Principal Occupation if other than with holding company	Item 4(3)(a) Title or Position with the Holding Company	Item 4(3)(b) 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
Glenn Womack Family*	Flemingsburg	KY	USA	N/A	N/A	17.29%
Glenn Womack*	Flemingsburg	KY	USA	N/A	N/A	10.80%
Ben Womack*	Flemingsburg	KY	USA	Loan Officer	Director & Loan Officer	6.49%
Caroline Ullery	Maysville	KY	USA	Community Supports	Director	1.00%
Eric Barber	Lexington	KY	USA	Bluegrass Stockyards	Retired Director	11.18%
Lonnie Foley	Tollesboro	KY	USA	Bank CFO	Secretary	1.00%
Michael Ginn	Maysville	KY	USA	Retired	Director	1.00%
Albert Woody Graham	Flemingsburg	KY	USA	Graham Lumber Co	Director	1.00%
Matt Hinton	Flemingsburg	KY	USA	Frank Hinton & Son	Director	1.74%
Tony Kinder	Flemingsburg	KY	USA	President/CEO	Director	1.00%
Charles Marshall	Flemingsburg	KY	USA	Chuck Marshall Real Estate	Director	2.00%
Stephen Miller	Flemingsburg	KY	USA	Retired	Chairman Director	1.00%
Bobby McIntyre	Flemingsburg	KY	USA	Farmer	Director	1.00%
John Sims	Flemingsburg	KY	USA	Retired	Director	1.00%

Legal Name of Holding Company **Peoples Bank of Fleming Co Bancorp**
 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
Ben Womack*	Loan Officer	Peoples Bank of Kentucky	

Legal Name of Holding Company: **Peoples Bank of Fleming Co Bancorp**
FDHCPV98

Item 4(1)(a)	Item 4(5)(a)	Item 4(5)(b)	Item 4(5)(c)
Name	Title or Position with any other company in which the person is a director, trustee, partner, or executive officer.	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 or its outstanding voting securities or proportionate in a partnership.	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
Eric Barber	Owner	B&M Farms	50%
Eric Barber	Owner	Bromagen Commodities	33%
Eric Barber	Owner	McIntyre Farms	50%
Eric Barber	Owner	S&B Cattle Co	50%
Eric Barber	Owner	Barber, Butcher & McIntyre	33%
Michael Ginn	Owner	Fleming Development	50%
Albert Woody Graham	Owner	Graham Lumber	100%
Matt Hinton	Owner	Man Investments	33%
Matt Hinton	Owner	ManH Properties	33%
Matt Hinton	Owner	16 8 Properties	25%
Matt Hinton	Owner	Frank Hinton & Son	29%
Matt Hinton	Owner	Hinton & McClain	25%
Charles Marshall	Owner	M4 Equip	25%
Charles Marshall	Owner	B&C Prop	50%
Charles Marshall	Owner	Paradise Prop	33%
Charles Marshall	Owner	PSC Properties	33%
Charles Marshall	Owner	Chick Marshall Real Estate	100%
Charles Marshall	Owner	C.P. Farm	50%
Charles Marshall	Owner	BMS	33%
Charles Marshall	Owner	Auctiontime	50%
Bobby McIntyre	Owner	B&M Farms	50%
Bobby McIntyre	Owner	McIntyre Farms	50%
Bobby McIntyre	Owner	Barber & McIntyre Farms	50%
Eric Barber	Owner	Barber & McIntyre Farms	50%
Bobby McIntyre	Owner	Barber, Butcher & McIntyre	33%
Bobby McIntyre	Owner	Downs & McIntyre Livestock	100%
Ben Womack	Owner	Womack Realty	75%