

Board of Governors of the Federal Reserve System

FEDERAL RESERVE BANK
 OF CLEVELAND

2014 MAR 31 A 10:49
 STATISTICS & ANALYSIS
 DEPARTMENT



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)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. 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 and top-tier savings and loan 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.

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

December 31, 2013

Month / Day / Year

I, **William R. Weinberg**

Reporter's Name, Street, and Mailing Address

Community Exchange Bancshares, Inc.

Name of the Holding Company Director and Official

Legal Title of Holding Company

Chairman

P.O. Box 786

Title of the Holding Company Director and Official

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

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.

Hindman KY 41822

City State Zip Code

39 West Main Street, Hindman, KY 41822

Physical location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

Byron Jacobs

Bank of Hindman VP

Name

Title

606-785-3158

Area Code / Phone Number / Extension

606-785-3162

Area Code / FAX Number

byron.jacobs@bankofhindman.com

E-mail Address

Signature of Holding Company Director and Official

03/25/2014

Date of Signature

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

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.

3923306

Does the reporter request confidential treatment for any portion of this submission?

Yes Please identify the report items to which this request applies:

In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.

The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

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City State Zip Code

Physical location (if different from mailing address)

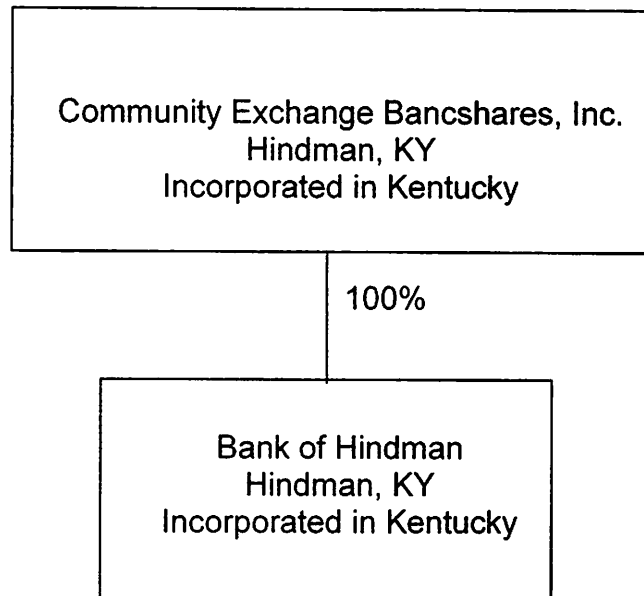
Form FR Y-6

**Community Exchange Bancshares, Inc.
Hindman, Kentucky
Fiscal Year Ending December 31, 2013**

Report Item

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

2a: Organizational Chart



2b: Branch Verification submitted via email on 03/27/14.

Form FR Y-6
Community Exchange Bancshares, Inc.
Fiscal Year Ending December 31, 2013

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 12/31/13.			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 12/31/13.		
(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	435.00 shares - 43.50% of common stock	none		
Lois C. Weinberg Hindman, KY	USA	163.00 shares - 16.30% of common stock			
Jed Weinberg Hindman, KY	USA	65.50 shares - 6.55% of common stock			
Tracey S. Weinberg Hindman, KY	USA	184.00 shares - 18.40% of common stock			

Form FR Y-6
Community Exchange Bancshares, Inc.
Fiscal Year Ending December 31, 2013

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	Director	Martin Gas Inc. Owner	4.58%	None	Martin Gas Inc. 40%
				Tina Gas Co., Inc. Owner			Tina Gas Co., Inc. 25.50%
				BiLo 5 Partnership Owner			BiLo 5 Partnership 50%
				Essex Properties Owner			Essex Properties 33%
				BSW Owner			BSW 33%
Jed Weinberg Hindman, KY USA	Manager, Natural Gas Provider	Director	Director & Chairman President & CEO	Cottonwood Farms, LLC Owner	6.55%	None	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 35%
				COPO, LLC Owner			COPO, LLC 33%
				JZ Enterprises Owner			JZ Enterprises 50%
				Clean Gas Inc. Owner			Clean Gas Inc. 65%
Lois Weinberg Hindman, KY USA	Education Leadership	Director	Director	Martin Gas Inc. Owner	16.30%	None	Martin Gas Inc. 36%
				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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Community Exchange Bancshares, Inc.
Fiscal Year Ending December 31, 2013

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)
				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%
Tracey Smith Weinberg Hindman, KY USA	Banker	Director, Secretary & Treasurer	Director & VP	None	18.40%	None	None
Theresa Johnson Hazard, KY USA	Restaurant & Hotel Ownership	Director	Director	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. 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%
				Perry Hotel Group, Inc. Owner			Perry Hotel Group, Inc. 50%
				Woodland Group, Inc.			Woodland Group, Inc.

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Community Exchange Bancshares, Inc.
Fiscal Year Ending December 31, 2013

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)
				Owner			50%
				Appalachian Land & Leasing Co LLC Owner			Appalachian Land & Leasing Co LLC 50%
				Employee Resource Group LLC Owner			Employee Resource Group LLC 48.5%
				Ridgeview Management Corp Owner			Ridgeview Management Corp 50%
				Florida Flight LLC Owner			Florida Flight LLC 50%
				Fast Staff, LLC Owner			Fast Staff, LLC 25%
				The Hospitality Group, LLC Owner			The Hospitality Group, LLC 50%
				TateCo Properties, LLC Owner			TateCo Properties, LLC 50%
				Prestonsburg Hospitality, LLC Owner			Prestonsburg Hospitality, LLC 25%
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%
				Perry Hotel Group, Inc. Owner			Perry Hotel Group, Inc. 50%
				Woodland Group, Inc. Owner			Woodland Group, Inc. 50%

Form FR Y-6
 Community Exchange Bancshares, Inc.
 Fiscal Year Ending December 31, 2013

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)
				Appalachian Land & Leasing Co LLC Owner			Appalachian Land & Leasing Co LLC 50%
				Employee Resource Group LLC Owner			Employee Resource Group LLC 48.5%
				Ridgeview Management Corp Owner			Ridgeview Management Corp 50%
				Florida Flight LLC Owner			Florida Flight LLC 50%
				Fast Staff, LLC Owner			Fast Staff, LLC 25%
				The Hospitality Group, LLC Owner			The Hospitality Group, LLC 50%
				SJ Automotive DBA Tim Short Ford Owner			SJ Automotive DBA Tim Short Ford 50%
				Tim Short Ford Owner			Tim Short Ford 50%
				Prestonsburg Hospitality, LLC Owner			Prestonsburg Hospitality, LLC 25%
				Tim Short Chevrolet Buick GMC of Winchester, LLC Owner			Tim Short Chevrolet Buick GMC of Winchester, LLC 40%

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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. (9923306)** of **HINDMAN, KY**.
 The data are as of **12/31/2013**. Data reflects information that was received and processed through **01/07/2014**.

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	39 WEST MAIN STREET	HINDMAN	KY	41822	KNOTT	UNITED STATES	233		0	BANK OF HINDMAN	
OK		Full Service	700515	HINDMAN BRANCH	55 HOLLY HILLS VILLA ROAD	HINDMAN	KY	41822	KNOTT	UNITED STATES	181467		1	BANK OF HINDMAN	763211