

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

FEDERAL RESERVE BANK
2014 MAR 17 P 4: 52
STATISTICS & ANALYSIS
DEPARTMENT

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. Charles Beach III

Name of the Holding Company Director and Official

Chairman

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.

Reporter's Name, Street, and Mailing Address

Genbeach Co., Inc.

Legal Title of Holding Company

P O Box 127

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

Beattyville

KY

41311

City

State

Zip Code

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:

Michael Pierce

CFO

Name

Title

859-744-9400

Area Code / Phone Number / Extension

859-744-2380

Area Code / FAX Number

mpierce@pebank.com

E-mail Address

Signature of Holding Company Director and Official

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 1246944
C.I. _____

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

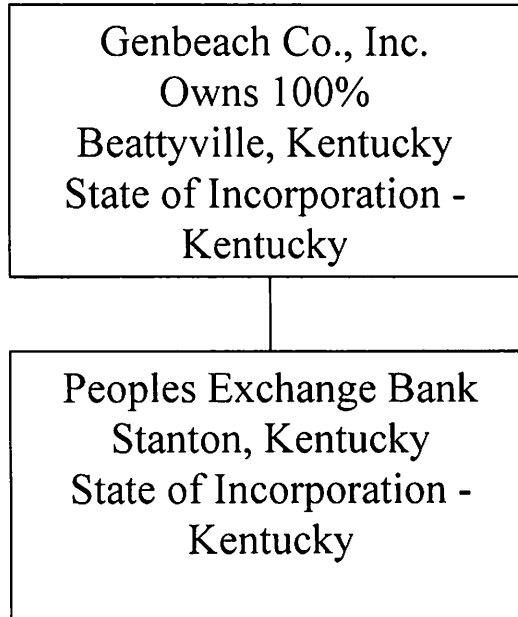
ANNUAL REPORT OF BANK HOLDING COMPANIES - FR Y-6

Genbeach Co., Inc.
Beattyville, Kentucky
Year Ending December 31, 2013

Item 1

Not applicable.

Item 2(a) Organization Chart:



Item 2(b) See attached

Item 3(1):

- (1) a. Charles Beach III.
Beattyville, Kentucky
- b. USA
- c. 789.88 shares common stock - representing 95.2% of voting rights.
- (2) a. Charles Beach IV
Brooklyn, NY
- b. USA
- c. 19.91 shares common stock – representing 2.4% of voting rights
- (3) a. Taylor B. Moloney
Nashville, TN

- b. USA
- c. 19.91 shares common stock – representing 2.4% of voting rights

Item 3(2): Not applicable

Item 4:

- (1) (1) Charles Beach, III
Beattyville, KY
USA
 - (2) Bank Executive
 - (3) (a) Director
(b) Director, Peoples Exchange Bank
(c) Director, Community Financial of Kentucky, Inc.
 - (4) (a) 95.2%
(b) 0%
(c) C. Beach, III Enterprises, LLC, 100%
Beach Car Wash, 100%
Griffin & Beach Partnership, 50%
- (2) (1) Charles Beach IV
Brooklyn, NY
USA
 - (2) Insurance Underwriter
 - (3) (a) Director
(b) Director, Peoples Exchange Bank
(c) N/A
 - (4) (a) 2.4%
(b) 0%
(c) N/A
- (3) (1) Whit Moloney
Nashville, TN
USA
 - (2) Investment Banking Executive
 - (3) (a) Director
(b) Director, Peoples Exchange Bank
(c) N/A
 - (4) (a) 0%
(b) 0%
(c) N/A

- (4) (1) Walter Byrne
Lexington, KY
USA
- (2) Law Firm Partner
- (3) (a) Director
(b) Director, Peoples Exchange Bank
(c) Partner, Stites & Harbison, PLLC
- (4) (a) 0%
(b) 0%
(c) N/A (less than 25%)
- (5) (1) Taylor B. Moloney
Nashville, TN
USA
- (2) Sales Executive
- (3) (a) N/A
(b) N/A
(c) N/A
- (4) (a) 2.4%
(b) 0%
(c) N/A

| 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) | 129910 | PEOPLES EXCHANGE BANK | 53 EAST PENDLETON STREET | STANTON | KY | 40380 | POWELL | UNITED STATES | 5594 | 0 | PEOPLES EXCHANGE BANK | 129910 | |
| closed | 12-31-2013 | Full Service | 3658091 | BEATTYVILLE BRANCH | MAIN STREET AND CENTER STREET | BEATTYVILLE | KY | 41311 | LEE | UNITED STATES | 218968 | 3 | PEOPLES EXCHANGE BANK | 129910 | |
| ok | | Full Service | 130112 | BEATTYVILLE OFFICE | HIGHWAY 52 & HIGHWAY 11 | BEATTYVILLE | KY | 41311 | LEE | UNITED STATES | 218967 | 1 | PEOPLES EXCHANGE BANK | 129910 | |
| ok | | Full Service | 3516388 | CLAY CITY OFFICE | 5377 MAIN STREET | CLAY CITY | KY | 40312 | POWELL | UNITED STATES | 419911 | 7 | PEOPLES EXCHANGE BANK | 129910 | |
| ok | | Full Service | 3276945 | GEORGETOWN BANKING CENTER | 108 LAWSON DRIVE | GEORGETOWN | KY | 40324 | SCOTT | UNITED STATES | 428702 | 13 | PEOPLES EXCHANGE BANK | 129910 | |
| ok | | Full Service | 639642 | LEXINGTON BRANCH | 400 EAST MAIN STREET | LEXINGTON | KY | 40507 | FAYETTE | UNITED STATES | 1789 | 11 | PEOPLES EXCHANGE BANK | 129910 | |
| ok | | Full Service | 2969790 | STONEWALL BRANCH | 3101 CLAYS MILL ROAD, UNIT 100 | LEXINGTON | KY | 40503 | FAYETTE | UNITED STATES | 361339 | 12 | PEOPLES EXCHANGE BANK | 129910 | |
| ok | | Full Service | 3943788 | MOUNT STERLING BRANCH | 212 APPERSON HEIGHTS | MOUNT STERLING | KY | 40353 | MONTGOMERY | UNITED STATES | 361870 | 5 | PEOPLES EXCHANGE BANK | 129910 | |
| ok | | Full Service | 3516454 | MOUNT STERLING BRANCH OFFICE | 810 INDIAN MOUND DRIVE | MOUNT STERLING | KY | 40353 | MONTGOMERY | UNITED STATES | 365411 | 6 | PEOPLES EXCHANGE BANK | 129910 | |
| ok | | Full Service | 3516623 | BOONE AVENUE OFFICE | 716 BOONE AVENUE | WINCHESTER | KY | 40391 | CLARK | UNITED STATES | 361868 | 4 | PEOPLES EXCHANGE BANK | 129910 | |
| ok | | Full Service | 3516584 | MAIN STREET OFFICE | 101 NORTH MAIN STREET | WINCHESTER | KY | 40391 | CLARK | UNITED STATES | 429514 | 8 | PEOPLES EXCHANGE BANK | 129910 | |