

FEDERAL RESERVE BANK  
 OF CLEVELAND

Board of Governors of the Federal Reserve System

2015 JUL 13 P 3: 22



Annual Report of Holding Companies—FR Y-6

MONITORING & 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 / 2014

Month / Day / Year

N/A

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

I, Charles Beach III

Name of the Holding Company Director and Official

President

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 Company, 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

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.

Physical Location (if different from mailing address)

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

*Charles Beach III*

Signature of Holding Company Director and Official

3/12/15

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. \_\_\_\_\_

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

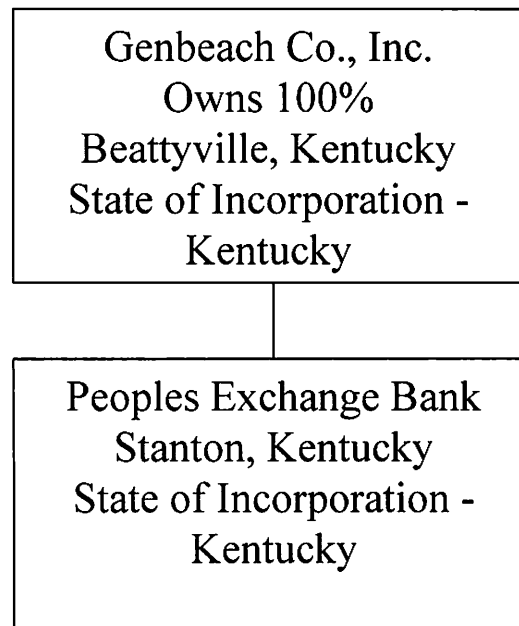
ANNUAL REPORT OF BANK HOLDING COMPANIES - FR Y-6

Genbeach Co., Inc.  
Beattyville, Kentucky  
Year Ending December 31, 2014

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

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	
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	

- (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

- 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