

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)(A) of the Bank Holding Company Act (12 U.S.C. § 1844(c)(1)(A)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). 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, 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.

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. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

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

December 31, 2016

Month / Day / Year

N/A

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

Reporter's Name, Street, and Mailing Address

I, William R. Weinberg

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.

Community Exchange Bancshares, Inc.

Legal Title of Holding Company

P.O. Box 786

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

Hindman

KY

41822

City

State

Zip Code

1362 Hindman Bypass

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 President

Name

Title

606-785-3158

Area Code / Phone Number / Extension

606-785-3162

Area Code / FAX Number

byron.jacobs@bankofhindman.com

E-mail Address

www.bankofhindman.com

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

Signature of Holding Company Director and Official

Date of Signature

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. _____

Is confidential treatment requested for any portion of this report submission? No Yes

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

- 1. a letter justifying this request is being provided along with the report
- 2. a letter justifying this request has been provided separately

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

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)

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City State Zip Code

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City State Zip Code

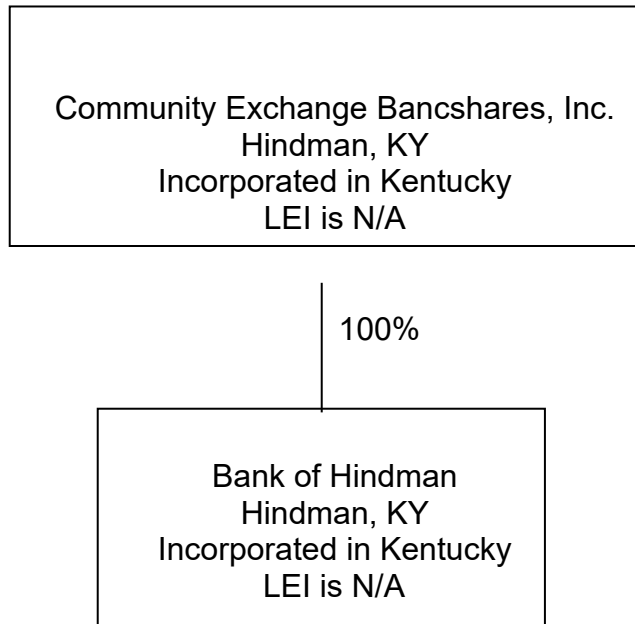
Physical Location (if different from mailing address)

Form FR Y-6

**Community Exchange Bancshares, Inc.
Hindman, Kentucky
Fiscal Year Ending December 31, 2016**

Report Item

- 1: The BHC does not prepare an annual report for its shareholders.
- 2a: Organizational Chart



- 2b: Branch Verification submitted via email on 03/27/17.

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Community Exchange Bancshares, Inc.
Fiscal Year Ending December 31, 2016

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 12/31/16.			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 12/31/16.		
(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 shares - 43.50% of common stock	none		
Lois C. Weinberg Hindman, KY	USA	163 shares - 16.30% of common stock			
Jed Weinberg Hindman, KY	USA	65.5 shares - 6.55% of common stock			
Tracey A. Smith * Hindman, KY	USA	184 shares - 18.40% of common stock			
William R. Weinberg Hindman, KY	USA	45.8 shares - 4.58% of common stock			
Zachary Weinberg Hindman, KY	USA	49.5 shares - 4.95% of common stock			
Carley Weinberg Hindman, KY	USA	45.6 shares - 4.56% of common stock			
William Miller Weinberg Hindman, KY	USA	11.6 shares - 1.16% of common stock			
* Tracey A. Smith - Carley Weinberg's and William Miller Weinberg's mother					

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Community Exchange Bancshares, Inc.
Fiscal Year Ending December 31, 2016

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 President and CEO	Director	Tina Gas Co., Inc. Owner	4.58%	None	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	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 100%
				COPO, LLC Owner			COPO, LLC 33%
				JZ Enterprises Owner			JZ Enterprises 50%
				NGL Partners, LLC Owner			NGL Partners, LLC 60%
Rock Lick, LLC Owner	Rock Lick, LLC 50%						

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(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)
				Salyersville IGA, LLC Owner			Salyersville IGA, LLC 50%
				Southern Energy, LLC Owner			Southern Energy, LLC 50%
				Quality Propane, LLC Owner			Quality Propane, LLC 100%
				Martin Gas Inc. Owner			Martin Gas Inc. 46%
Lois Weinberg Hindman, KY USA	Education Leadership	None	Director	Clean Gas Inc. Owner	16.30%	None	Clean Gas Inc. 65%
				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%
				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%

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(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)
				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%
				Clean Gas Partners, LLC Owner			Clean Gas Partners, LLC 65%
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	None	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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Report Item 4: Insiders

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				Owner			50%
				Appalachian Land & Leasing Co LLC Owner			Appalachian Land & Leasing Co LLC 50%
				Employee Resource Group LLC Owner			Employee Resource Group LLC 47.25%
				Ridgeview Management Corp Owner			Ridgeview Management Corp 50%
				Florida Flight LLC Owner			Florida Flight LLC 50%
				Fast Staff, LLC Owner			Fast Staff, LLC 50%
				TateCo Properties, LLC Owner			TateCo Properties, LLC 50%
				Prestonsburg Hospitality, LLC Owner			Prestonsburg Hospitality, LLC 50%
				Neighborhood Taco, LLC Owner			Neighborhood Taco, LLC 50%
				Neighborhood Partners, LLC Owner			Neighborhood Partners, LLC 50%
				Sassafras Land & Leasing LLC Owner			Sassafras Land & Leasing LLC 50%
				Neighborhood Ford LLC Owner			Neighborhood Ford LLC 50%
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			Neighborhood Restaurants of

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				West Virginia, Inc. Owner			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%
				Appalachian Land & Leasing Co LLC Owner			Appalachian Land & Leasing Co LLC 50%
				Employee Resource Group LLC Owner			Employee Resource Group LLC 47.25%
				Ridgeview Management Corp Owner			Ridgeview Management Corp 50%
				Florida Flight LLC Owner			Florida Flight LLC 50%
				SJ Automotive DBA Tim Short Ford Owner			SJ Automotive DBA Tim Short Ford 50%
				Prestonsburg Hospitality, LLC Owner			Prestonsburg Hospitality, LLC 25%

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				Tim Short Chevrolet Buick GMC of Winchester, LLC Owner			Tim Short Chevrolet Buick GMC of Winchester, LLC 40%
				Neighborhood Taco, LLC Owner			Neighborhood Taco, LLC 50%
				Neighborhood Partners, LLC Owner			Neighborhood Partners, LLC 50%
				Sassafras Land & Leasing LLC Owner			Sassafras Land & Leasing LLC 50%
				Neighborhood Ford LLC Owner			Neighborhood Ford LLC 50%

Results: A list of branches for your holding company: COMMUNITY EXCHANGE BANCSHARES INC. (3923306) of HINDMAN, KY.
 The data are as of 12/31/2016. Data reflects information that was received and processed through 01/10/2017.

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	1362 HINDMAN BYPASS	HINDMAN	KY	41822	KNOTT	UNITED STATES	233	0	BANK OF HINDMAN	763211	
OK		Full Service	700515	HINDMAN BRANCH	55 HOLLY HILLS VILLA ROAD	HINDMAN	KY	41822	KNOTT	UNITED STATES	181467	1	BANK OF HINDMAN	763211	