

Board of Governors of the Federal Reserve System

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FEDERAL RESERVE BANK
 OF CLEVELAND



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, 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.

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

101 N Main Street, Winchester, KY 40391

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Michael Pierce Secretary

Name Title

859-744-9400

Area Code / Phone Number / Extension

859-744-2380

Area Code / FAX Number

mpierce@pebank.com

E-mail Address

N/A

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

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.

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 1246944
 C.I. _____

Is confidential treatment requested for any portion of this report submission? 0=No 1=Yes 0

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."

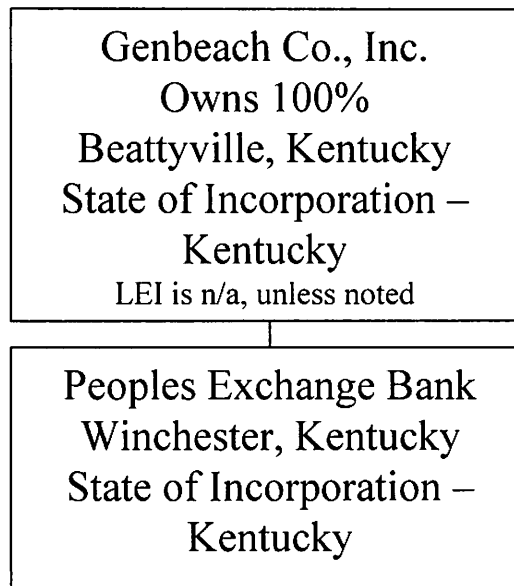
ANNUAL REPORT OF BANK HOLDING COMPANIES - FR Y-6

Genbeach Co., Inc.
Beattyville, Kentucky
Year Ending December 31, 2016

Item 1

Not applicable.

Item 2(a) Organization Chart:



Item 2(b) See attached

Item 3(1):

- (1) a. Charles Beach III.
Lexington, Kentucky
- b. USA
- c. 391.17 shares common stock - representing 47% of voting rights.

- (2) a. Charles Beach IV
Lexington, KY
- b. USA
- c. 157.27 shares common stock – representing 19% of voting rights

- (3) a. Taylor B. Moloney
Nashville, TN
 - b. USA
 - c. 157.27 shares common stock – representing 19% of voting rights

- (4) a. Helen P. Beach
Lexington, KY
 - b. USA
 - c. 124 shares common stock – representing 15% 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
 - (4) (a) 47%
(b) 0%
(c) C. Beach, III Enterprises, LLC, 100%
Beach Car Wash, 100%
Griffin & Beach Partnership, 50%

- (2) (1) Charles Beach IV
Lexington, KY
USA
 - (2) Insurance Underwriter
 - (3) (a) Director
(b) Director, Peoples Exchange Bank
(c) N/A
 - (4) (a) 19%
(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, Stoll, Keenon, Ogden 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) 19%
 - (b) 0%
 - (c) N/A

- (6) (1) Helen P. Beach
 - Lexington, KY
 - USA
 - (2) Not employed

 - (3) (a) N/A
 - (b) N/A
 - (c) N/A

 - (4) (a) 15%
 - (b) 0%
 - (c) N/A

Data Action	Effective Date	Branch Service Type	Branch ID_RSS	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSS*	Comments
ok		Full Service (Head Office)	129910	PEOPLES EXCHANGE BANK	101 NORTH MAIN	WINCHESTER	KY	40380	CLARK	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 BRANCH	923 S BROADWAY	GEORGETOWN	KY	40324	SCOTT	UNITED STATES	428702	13	PEOPLES EXCHANGE BANK	129910	
ok		Full Service	639642	LEXINGTON MAIN	901 RICHMOND RD	LEXINGTON	KY	40502	FAYETTE	UNITED STATES	1789	11	PEOPLES EXCHANGE BANK	129910	
ok		Full Service	2969790	STONEWALL BRANCH	3101 GLAYS MILL ROAD, UNIT 100	LEXINGTON	KY	40503	FAYETTE	UNITED STATES	361339	12	PEOPLES EXCHANGE BANK	129910	
ok		Full Service	3942788	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 MAIN	560 INDIAN MOUND DRIVE	MOUNT STERLING	KY	40353	MONTGOMERY	UNITED STATES	365411	6	PEOPLES EXCHANGE BANK	129910	
ok		Full Service	5050457	STANTON BRANCH	53 E. PENDINGTON ST.	STANTON	KY	40380	POWELL	UNITED STATES	Not Required	Not Required	PEOPLES EXCHANGE BANK	129910	
ok		Full Service	3516623	WINCHESTER BRANCH	175 BROOKS PLACE WAY	WINCHESTER	KY	40391	CLARK	UNITED STATES	361868	4	PEOPLES EXCHANGE BANK	129910	
ok		Full Service	3516584	WINCHESTER MAIN	101 NORTH MAIN STREET	WINCHESTER	KY	40391	CLARK	UNITED STATES	429514	8	PEOPLES EXCHANGE BANK	129910	