

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) of the Bank Holding Company Act (12 U.S.C. § 1844(c)(1)); section 10(b)(2) of the Home Owners' Loan Act (12 U.S.C. § 1467a(b)(2)); sections 102 (a)(1), 165, and 618 of the Dodd-Frank Wall Street Reform and Consumer Protection Act (12 U.S.C. §§ 5311(a)(1), 5365, and 1850a(c)(1)); and sections 8(a) and 13(a) of the International Banking Act of 1978 (12 U.S.C. §§ 3106(a) and 3108(a)). 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, 2022

Month / Day / Year

Reporter's Name, Street, and Mailing Address

First & Peoples Bancshares, Inc.

Legal Title of Holding Company

1001 Diederich Blvd.

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

Russell KY 41169  
 City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Robert R. Sorrell Secretary / Treasurer  
 Name Title

606.833.5902  
 Area Code / Phone Number / Extension

606.833.0521  
 Area Code / FAX Number  
 rrsorrell@firststandpeoplesbank.com

E-mail Address

n/a

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

I, Robert R. Sorrell

Name of the Holding Company Director and Official

Secretary / Treasurer

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.

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

8/2/23  
 Date of Signature

For Federal Reserve Bank Use Only

RSSD ID \_\_\_\_\_  
 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 .....	<input type="checkbox"/>	
2. a letter justifying this request has been provided separately ...	<input type="checkbox"/>	
NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."		

**Report Item 1: Annual Report to Shareholders**

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

## Checklist

The checklist below is provided to assist the holding company in filing all the necessary responses and verifying changes from the prior year to the various report items. The completed checklist should be submitted with the report. Please see section A of the General Instructions for additional guidance.

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### Verification of Changes

**All Reporters must respond to the following questions by checking the Yes or No box below, as appropriate.**

Did the holding company have changes to any reportable FR Y-6 items (2a, 2b, 3, or 4) from the prior year?

- Yes     No

If checked Yes, complete the remaining checklist for Report Items 2a, 2b, 3, and 4. For each Report Item, indicate whether there are changes from the prior year by checking Yes or No below. See section A of the General Instructions for additional information.

**Report Item 2a: Organization Chart**

- Yes     No

If checked Yes, the Reporter must submit the organization chart as specified in Report Item 2.a instructions.

**Report Item 2b: Domestic Branch Listing**

- Yes     No

If checked Yes, the Reporter must submit the domestic branch listing as specified in Report Item 2.b instructions.

**Report Item 3: Securities Holders**

- Yes     No

If checked Yes, the Reporter must submit the information as specified in Report Item 3 instructions.

**Report Item 4: Insiders**

- Yes     No

If checked Yes, the Reporter must submit the information as specified in Report Item 4 instructions.

Annual Report of Bank Holding Companies - FR Y-6  
 First & Peoples Bancshares, Inc.  
 Russell, Kentucky  
 Fiscal Year Ending December 31, 2022

Report Item 3: Shareholders  
 (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 fiscal year ending 12/31/22.

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 12/31/22.

(1)(a) Name / City / State / Country	(1)(b) Country of Citizenship	(1)(c) Number and Percent of each class of voting stock	(2)(a) Name / City / State / Country	(2)(b) Country of Citizenship	(2)(c) Number and Percent of each class of voting stock
Wm. Buffin Clarke Russell, Kentucky USA	USA	6,450 - 40.37% Common Stock	William J. Bentley South Shore, Kentucky USA  (Deceased 9/27/2020, Linda Bentley/Kathy Bentley-Veach Co-Executrices)	USA	1,690 - 10.58% Common Stock
Frank H. Warnock Ashland, Kentucky USA	USA	983 - 6.15% Common Stock			
Linda S. Bentley South Shore, Kentucky USA	USA	835 - 5.23% Common Stock			

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 Russell, Kentucky  
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Report Item 4: Insiders

(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) Name / City / State / Country	(2) Principal Occupation if other than with Bank Holding Co.	(3)(a) Title / Position with Bank Holding Co.	(3)(b) Title / Position with Subsidiaries (Subsidiary Name)	(3)(c) Title / Position with other businesses (Business Names)	(4)(a) Percentage of voting shares in Bank Holding Co.	(4)(b) Percentage of voting shares in Subsidiaries (Subsidiary Name)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names and % of voting securities)
Wm. Buffin Clarke Russell, Kentucky USA	N/A	Chairman, Director, President	Chairman, Director, President (First & Peoples Bank and Trust Co.)	Director (Bellefonte Memorial Gardens, Inc.)	40.37%	N/A	N/A
Frank H. Warnock Ashland, Kentucky USA	Attorney	Director, Vice President	Director (First & Peoples Bank and Trust Co.)	Partner (Warnock & Warnock, LLP)  Director & Secretary (Sanlea, Inc.)  Director & Secretary (Greenup County Broadcasting, Inc.)  Director & Secretary (Hometown Broadcasting of Portsmouth, Inc.)  Secretary (Bellefonte Land, Inc.)  Director (Siloam Land, Inc.)  Director & Secretary (Hometown Broadcasting of Portsmouth #2, Inc.)	6.15%	N/A	Warnock & Warnock, LLP (35%)  Sanlea (50%)
Kathi Bentley-Veach South Shore, KY USA	Office Manager	Director	Director (First & Peoples Bank and Trust Co.)	N/A	2.87%	N/A	N/A
Lewis D. Nicholls Greenup, Kentucky USA	Retired Judge	Director	Director (First & Peoples Bank and Trust Co.)	N/A	2.17%	N/A	N/A

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(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) Name / City / State / Country	(2) Principal Occupation if other than with Bank Holding Co.	(3)(a) Title / Position with Bank Holding Co.	(3)(b) Title / Position with Subsidiaries (Subsidiary Name)	(3)(c) Title / Position with other businesses (Business Names)	(4)(a) Percentage of voting shares in Bank Holding Co.	(4)(b) Percentage of voting shares in Subsidiaries (Subsidiary Name)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names and % of voting securities)
Matthew J. Warnock Ashland, Kentucky USA	Attorney	Director	Director (First & Peoples Bank and Trust Co.)	Partner (Warnock & Warnock, LLP)	0.03%	N/A	Warnock & Warnock, LLP (65%)
				Member (Crimson Cross, LLC)			Crimson Cross, LLC (50%)
				Member (Big Blue Real Estate, LLC)			Big Blue Real Estate, LLC (33%)
				Member (Saratoga Capital Group, LLC)			Saratoga Capital Group, LLC (100%)
				Member (Big Blue Pizza, LLC)			Big Blue Pizza, LLC (33%)
				Member (Warnock Properties, LLC)			Warnock Properties, LLC (25%)
				Member (L's Down Racing, LLC)			L's Down Racing, LLC (50%)
Robert R. Sorrell Ashland, Kentucky USA	N/A	Director, Secretary, Treasurer	Director, Secretary Vice Pres. & Cashier (First & Peoples Bank and Trust Co.)	N/A	0.20%	N/A	N/A