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, 318, 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.

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 an LLC, see the General Instructions for the authorized individual who must sign the report.

Charles Beach III
Name of the Holding Company Director and Official
President

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
4/10/17

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

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Approval expires September 30, 2018
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Approval expires September 30, 2018
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RSID 12468941
C I

Is confidential treatment requested for any portion of this report submission? ☐ No ☑ 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."

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.50 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden, to Secretary, Board of Governors of the Federal Reserve System, 55th and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

12/2016
Item 1

Not applicable.

Item 2(a) Organization Chart:

Genbeach Co., Inc.
Owns 100%
Beattyville, Kentucky
State of Incorporation –
Kentucky
LEI is n/a, unless noted

Peoples Exchange Bank
Winchester, Kentucky
State of Incorporation –
Kentucky

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
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