

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.

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.

I, **Burl Wells Spurlock, Chairman**

Name of the Holding Company Director and Official

Chairman & President/CEO

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.

Burl Wells Spurlock

Signature of Holding Company Director and Official

1/19/2017

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. _____

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.

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

12/31/2016

Month / Day / Year

NONE

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

Reporter's Name, Street, and Mailing Address

First Prestonsburg Bancshares, INC.

Legal Title of Holding Company

311 N Arnold Ave

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

Prestonsburg

Kentucky

41653

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Robert Allen

Secretary

Name

Title

606-886-7210

Area Code / Phone Number / Extension

606-889-4936

Area Code / FAX Number

rallen@myfcbank.com

E-mail Address

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

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."

Form FR Y-6
First Prestonsburg Bancshares, Inc.
Prestonsburg, Kentucky
Fiscal Year Ending December 31, 2016

Report Item

- The BHC has no URL
- 1: a. The BHC is not required to prepare form 10K with the SEC.
- 1: b. The BHC does not prepare an annual report for its shareholders. An annual audit report is prepared however, and copies are attached.
- 2a: Organizational Chart LEI is N/A unless otherwise noted

First Prestonsburg BancShares, Inc.
Prestonsburg, KY 61-1020128
(incorporated in the State of Kentucky)
BHC has no URL
BHC has no LEI

100%
The First Commonwealth Bank of Prestonsburg, Inc.
Prestonsburg, KY 61-0312465
(incorporated in the State of Kentucky)
www.myfcb.com
FCB has no LEI

2b:

Data Action	Service Type	ID_RSS D*	Popular Name	Street Address	City	State	Zip Code	County	FDIC UNINUM*	Office Number*	Head Office	Office ID_RSSD*
ok	Service (Head)	511618	FIRST COMMONWEALTH BANK OF PRESTONSBURG, INC., THE	ARNOLD AVE.	PRESTONSBURG	KY	41653	FLOYD	1763	0	FIRST COMMONWEALTH BANK OF PRESTONSBURG, INC., THE	511618
ok	Full Service	389611	BETSY LAYNE BRANCH	HIGHWAY 23 SOUTH	BETSY LAYNE	KY	41605	FLOYD	193991	2	FIRST COMMONWEALTH BANK OF PRESTONSBURG, INC., THE	511618
ok	Full Service	4144779	INEZ BRANCH	87 E MAIN ST	INEZ	KY	41224	MARTIN	Not Required	Not Required	FIRST COMMONWEALTH BANK OF PRESTONSBURG, INC., THE	511618
ok	Full Service	423010	MARTIN BRANCH	12433 MAIN STREET	MARTIN	KY	41649	FLOYD	193990	1	FIRST COMMONWEALTH BANK OF PRESTONSBURG, INC., THE	511618
ok	Full Service	4144818	MAYO PLAZA BRANCH	601N MAYO PLAZA	PAINTSVILLE	KY	41240	JOHNSON	Not Required	Not Required	FIRST COMMONWEALTH BANK OF PRESTONSBURG, INC., THE	511618
ok	Full Service	4144797	COAL RUN BRANCH	3828 N MAYO TR	PIKEVILLE	KY	41501	PIKE	Not Required	Not Required	FIRST COMMONWEALTH BANK OF PRESTONSBURG, INC., THE	511618
ok	Full Service	2949288	PIKEVILLE BRANCH	262 CASSIDY BLVD	PIKEVILLE	KY	41501	PIKE	464513	8	FIRST COMMONWEALTH BANK OF PRESTONSBURG, INC., THE	511618
ok	Full Service	422518	NORTHSIDE BRANCH	838 NORTH LAKE DRIVE	PRESTONSBURG	KY	41653	FLOYD	193992	3	FIRST COMMONWEALTH BANK OF PRESTONSBURG, INC., THE	511618
ok	Full Service	4144809	MOUNTAIN PARKWAY BRANCH	MOUNTAIN PKWY	SALYERSVILLE	KY	41465	MAGOFFIN	Not Required	Not Required	FIRST COMMONWEALTH BANK OF PRESTONSBURG, INC., THE	511618

3: Shareholders

(1)(a) (1)(b) (1)(c) (2)(a) (2)(b) (2)(c)

FIRST PRESTONSBURG BANCSHARES, INC. SHAREHOLDERS

1(a)	Ownership Type	1c	
		Shares	Pct Ownership
BURL W. SPURLOCK	Individual	14,728	18.33%
ELIZABETH LAMBERT	Individual	14,171	17.63%
Daniel W. Spurlock, Trustee of the Daniel W. Spurlock, Revocable Trust Agreement dated January 28, 2014, created by Daniel W. Spurlock, Grantor	Grantor Trust	14,126	17.58%
JOHN A. SPURLOCK	Individual	12,125	15.09%
BURL WELLS SPURLOCK REVOCABLE TRUST	Grantor Trust	8,000	9.95%
Burl. W. Spurlock II, Trust Under the Spurlock Family Trust	ESBT	5,185	6.45%

All stock is common stock.

First Prestonsburg Bancshares, Inc. owns 100% or 85,882 shares of subsidiary The First Commonwealth Bank.

3: Shareholders

Form FR Y-6
First Prestonsburg Bancshares, Inc.
Prestonsburg, Kentucky
Fiscal Year Ending December 31, 2016

(2)(a)
Name & Address

(2)(b)
Country
Voting Stock.

(2)(c)
Number and Percentage of

None

4: Directors and Officers

FIRST PRESTONSBURG BANCSHARES, INC. SHAREHOLDERS		Ownership		It (c)		Executive	Holding Co
I (a)		Type	I (b)	2/17/2016	Stock	Officer/Subsidiary	Officers
				shares	Ownership		
	RACHELE ALLEN	Individual	USA	60	0.07%		
	ROBERT R. ALLEN II	Individual	USA	739	0.92%	SR VP, Chief Operating Officer	Secretary
	BARBIE C. BOW	Individual	USA	800	1.00%		
	STEPHEN H. CONN	Individual	USA	800	1.00%		
	JOHN HEREFORD	Individual	USA	800	1.00%		
	ELIZABETH J. LAMBERT	Individual	USA	14,171	17.63%		Vice President
	DAVID MEADE (deceased)	Individual	USA	1,147	1.43%		
	WILLIAM MEADE	Individual	USA	1,147	1.43%		
	BURL W. SPURLOCK	Individual	USA	14,728	18.33%		President/CEO
	BURL W. SPURLOCK, II	Individual	USA	114	0.14%		Assist Treasurer
	Burl W. Spurlock II, Trust Under the Spurlock Family Trust	ESBT	USA	5,185	6.45%		
	BURL WELLS SPURLOCK REVOCABLE TRUST	Grantor Trust	USA	8,000	9.95%		
	BURL WELLS SPURLOCK TRUST	ESBT	USA	970	1.21%		
	DANIEL W. SPURLOCK	Individual	USA		0.00%		Vice President
	Daniel W. Spurlock, Trustee of the Daniel W. Spurlock, Revocable Trust Agreement dated January 28, 2014, created by Daniel W. Spurlock, Grantor	Grantor Trust	USA	14,126	17.58%		
	DANIEL W. SPURLOCK TRUST	ESBT	USA	1,423	1.77%		
	ELIZABETH LAMBERT, TRUST	ESBT	USA	970	1.21%		
	JOHN A. SPURLOCK	Individual	USA	12,125	15.09%		Treasurer
	JOHN A. SPURLOCK TRUST	ESBT	USA	970	1.21%		
	JOHN A. SPURLOCK FAMILY TRUST, JANE SPURLOCK TRUST	ESBT	USA	2,001	2.49%		
	GREGA. WILSON	Individual	USA	86	0.11%	President/Chief Executive Officer	
	TOTAL			80,362	100.00%		
	TIMOTHY D. DESKINS					SR VP, Senior Lending Officer	
	PHILLIP D. ELLIOTT					SR VP, Chief Financial Officer	

4(2) NA

4(3)(b) Chairman of the Board, First Commonwealth Bank

Results: A list of branches for your holding company: FIRST PRESTONSBURG

The data are as of 12/31/2016. Data reflects information that was received a

Reconciliation and Verification Steps

1. In the **Data Action** column of each branch row, enter one or more of the a
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,

Close: If a branch listed was sold or closed, enter 'Close' in the **Data Action** c

Delete: If a branch listed was never owned by this depository institution, ente

Add: If a reportable branch is missing, insert a row, add the branch data, and

If printing this list, you may need to adjust your page setup in MS Excel. Try u

Submission Procedure

When you are finished, send a saved copy to your FRB contact. See the detai

If you are e-mailing this to your FRB contact, put your institution name, city a

Note:

To satisfy the **FR Y-10 reporting requirements**, you must also submit FR Y-10

The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10

* FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*
OK		Full Service (Head Office)	511618
OK		Full Service	389611
OK		Full Service	4144779
OK		Full Service	423010
OK		Full Service	4144818
OK		Full Service	4144797
OK		Full Service	2949288
OK		Full Service	422518
OK		Full Service	4144809

BANCSHARES, INC. (1071043) of PRESTONSBURG, KY.

nd processed through 01/10/2017.

ctions specified below

n.

enter 'Change' in the **Data Action** column and the date when this information first became valid in t
olumn and the sale or closure date in the **Effective Date** column.

er 'Delete' in the **Data Action** column.

enter 'Add' in the **Data Action** column and the opening or acquisition date in the **Effective Date** colu

sing landscape orientation, page scaling, and/or legal sized paper.

led instructions on this site for more information.

nd state in the subject line of the e-mail.

Domestic Branch Schedules for each branch with a **Data Action** of Change, Close, Delete, or Add.

Online application - <https://y10online.federalreserve.gov>.

r. Verification of these values is not required.

Popular Name	Street Address
FIRST COMMONWEALTH BANK OF PRESTONSBURG, INC., THE	311 NORTH ARNOLD AVE.
BETSY LAYNE BRANCH	11155 US HIGHWAY 23 SOUTH
INEZ BRANCH	97 EAST MAIN STREET
MARTIN BRANCH	12433 MAIN STREET
MAYO BRANCH	601 N MAYO PLAZA
COAL RUN BRANCH	3838 N MAYO TR
PIKEVILLE BRANCH	262 CASSIDY BLVD
NORTHSIDE BRANCH	838 NORTH LAKE DRIVE
MOUNTAIN PARKWAY BRANCH	230 E MOUNTAIN PKWY

he **Effective Date** column.

mn.

City	State	Zip Code	County	Country	FCIC UNINUM*	Office Number*
PRESTONSBURG	KY	41653	FLOYD	UNITED STATES	1763	0
BETSY LAYNE	KY	41605	FLOYD	UNITED STATES	193991	2
INEZ	KY	41224	MARTIN	UNITED STATES	276929	10
MARTIN	KY	41649	FLOYD	UNITED STATES	193990	1
PAINTSVILLE	KY	41240	JOHNSON	UNITED STATES	495446	15
PIKEVILLE	KY	41501	PIKE	UNITED STATES	441453	13
PIKEVILLE	KY	41501	PIKE	UNITED STATES	464513	8
PRESTONSBURG	KY	41653	FLOYD	UNITED STATES	193992	3
SALYERSVILLE	KY	41465	MAGOFFIN	UNITED STATES	441454	14

[illegible]

HC
City, State
Fiscal Year Ending December 31, 2016

Current Securities Holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-2016				Securities Holders 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 12-31-2016			
(1)(a)	(1)(b)	(1)(c)			(2)(a)	(2)(b)	(2)(c)
Name & Address (City, State, Country)	Country of Citizenship or Incorporation	Number and Percentage of Each Class of Voting Securities			Name & Address (City, State, Country)	Country of Citizenship or Incorporation	Number and Percentage of Each Class of Voting Securities
			1 (c)		N/A		
			2/17/2016	Stock			
			shares	Ownership			
BURL W. SPURLOCK, [REDACTED] [REDACTED], Prestonsburg, KY USA (Individual)	USA		14,728	18.33%			
ELIZABETH J. LAMBERT, [REDACTED] [REDACTED], Prestonsburg, KY USA (Individual)	USA		14,171	17.63%			
Daniel W. Spurlock, Trustee of the Daniel W. Spurlock, Revocable Trust Agreement dated January 28, 2014, created by Daniel W. Spurlock, Grantor, [REDACTED] [REDACTED], DelRay Beach, FL USA (Grantor Trust)	USA		14,126	17.58%			
JOHN A. SPURLOCK, [REDACTED] [REDACTED], Prestonsburg, KY USA (Individual)	USA		12,125	15.09%			
BURL WELLS SPURLOCK REVOCABLE TRUST, [REDACTED] [REDACTED], Prestonsburg, KY USA (Grantor Trust)	USA		8,000	9.95%			
Burl W. Spurlock II, Trust Under the Spurlock Family Trust, [REDACTED] [REDACTED] Prestonsburg, KY USA (ESBT)	USA		5,185	6.45%			

HC
City, State
Fiscal Year Ending December 31, 2016

(1)(a)(b)(c) and (2)(a)(b)(c)

[illegible]

JOHN A. SPURLOCK FAMILY TRUST, JANE SPURLOCK TRUSTEE, Prestonsburg, KY USA			N/A	2.49%				2,001
GREG A. WILSON, Prestonsburg, KY USA	President/Chief Executive Officer, subsidiary FCB	President/Chief Executive Officer	N/A	0.11%	0.11%		Wilson-Spurlock Resources, LLC 33% Graham Street Property, LLC 45%	86
TIMOTHY D. DESKINS, Pikeville, KY USA	SR VP, Senior Lending Officer, subsidiary FCB	SR VP, Senior Lending Officer	N/A				Three Doors, LLC 50% Boulden West, LLC 50% Mossy Trail, LLC 100% Bright Path, LLC 100% Prometheus Properties, LLC 51% APT Solutions, Inc. 100% Burke-Elliott Properties 51%	
PHILLIP D. ELLIOTT, Prestonsburg, KY USA	SR VP, Chief Financial Officer, subsidiary FCB	SR VP, Chief Financial Officer	N/A					

Footnotes

- (1) Elizabeth J. Lambert also votes shares for Elizabeth J Lambert Trust--Total 18.84%
- (2) Burl Wells Spurlock also votes shares for Burl Wells Spurlock Revocable Trust & Burl Wells Spurlock Trust---Total 29.49%
- (3) The HC FPBI owns 100% of subsidiary FCB. President/CEO Burl W Spurlock represents FPBI to vote 100% of FPBI stock ownership in subsidiary FCB