

Board of Governors of the Federal Reserve System

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2019 FEB 19 P 3:52

Annual Report of Holding Companies—FR Y-6

FEDERAL RESERVE BANK
 OF CLEVELAND

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, 2018

Month / Day / Year

NONE

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

Reporter's Name, Street, and Mailing Address

I, Burl Wells Spurlock

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.

First Prestonsburg Bancshares, Inc.

Legal Title of Holding Company

311 N Arnold Ave

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

Prestonsburg KY 41653

City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Robert R. Allen II Secretary

Name Title

606-886-7210

Area Code / Phone Number / Extension

606-886-2659

Area Code / FAX Number

rallen@myfcbank.com

E-mail Address

Signature of Holding Company Director and Official

2/8/2019

Date of Signature

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

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

1071043

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 ...

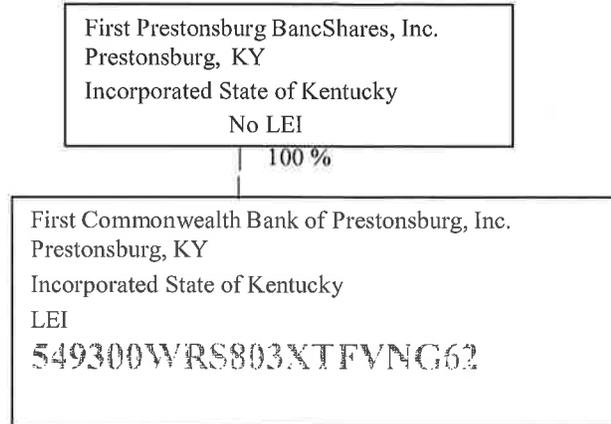
NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

Form FR Y-6
First Prestonsburg Bancshares, Inc.
Prestonsburg, Kentucky
Fiscal Year Ending December 31, 2018

Report Item

- 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.

- 2: Organizational Chart



Branch Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM *	Office Number*	Head Office	Head Office ID_RSSD*	Comments
COMMONWEALTH OF PRESTONSBURG, KY	311 NORTH ARNOLD AVE.	PRESTONSBURG	KY	41653	FLOYD	UNITED STATES	1763	0	FIRST COMMONWEALTH BANK OF PRESTONSBURG, INC., THE	511618	
LAYNE BRANCH	11155 US HIGHWAY 23 SOUTH	BETSY LAYNE	KY	41605	FLOYD	UNITED STATES	193991	2	FIRST COMMONWEALTH BANK OF PRESTONSBURG, INC., THE	511618	
RANCH	87 E MAIN ST	INEZ	KY	41224	MARTIN	UNITED STATES	Not Required	Not Required	FIRST COMMONWEALTH BANK OF PRESTONSBURG, INC., THE	511618	
N BRANCH	36 Main Street	MARTIN	KY	41649	FLOYD	UNITED STATES	Not Required	Not Required	FIRST COMMONWEALTH BANK OF PRESTONSBURG, INC., THE	511618	
PLAZA BRANCH	601 N MAYO PLAZA	PAINTSVILLE	KY	41240	JOHNSON	UNITED STATES	Not Required	Not Required	FIRST COMMONWEALTH BANK OF PRESTONSBURG, INC., THE	511618	
LE BRANCH	262 CASSIDY BLVD	PIKEVILLE	KY	41501	PIKE	UNITED STATES	464513	8	FIRST COMMONWEALTH BANK OF PRESTONSBURG, INC., THE	511618	
SIDE BRANCH	838 NORTH LAKE DRIVE	PRESTONSBURG	KY	41653	FLOYD	UNITED STATES	193992	3	FIRST COMMONWEALTH BANK OF PRESTONSBURG, INC., THE	511618	
TAIN PARKWAY	230 E MOUNTAIN PKWAY	SALYERSVILLE	KY	41465	MAGOFFIN	UNITED STATES	Not Required	Not Required	FIRST COMMONWEALTH BANK OF PRESTONSBURG, INC., THE	511618	

Form FR Y-6

HC
City, State
Fiscal Year Ending December 31, 2018

Report Item 3: Securities Holders

Current Securities Holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-20XX			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 12-31-20XX		
(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
		(c)	N/A		
		2-17-2016			
		shares	Ownership		
BUKL, W. SPURLOCK, [REDACTED] [REDACTED], Prestonsburg, KY USA (Individual)	USA	14,728	18.33%		
ELIZABETH J. LAMBERK [REDACTED] [REDACTED], Prestonsburg, KY USA (Individual)	USA	14,171	17.63%		
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	11,502	14.09%		
BUKL WELLS SPURLOCK, REVOCABLE TRUST [REDACTED] [REDACTED], Prestonsburg, KY USA (Grantor Trust)	USA	8,000	9.95%		
Dani W. Spurlock II, Trust Under the Spurlock Family Trust, [REDACTED] [REDACTED], Prestonsburg, KY USA (ESBT)	USA	5,185	6.45%		

JOHN A. SPURLOCK FAMILY TRUST, JANE SPURLOCK TRUSTEE, Prestonsburg, KY USA	President/Chief Executive Officer, subsidiary FCB	President/Chief Executive Officer	N/A	2.92%			2,174
GREG A. WILSON, Prestonsburg, KY USA		Executive Officer	N/A	0.29%	0.29%	Wilson-Spurlock Resources, LLC 33%	236
TIMOTHY D. DESKINS, Pikeville, KY USA	SR VP, Senior Lending Officer, subsidiary FCB	SR VP, Senior Lending Officer	N/A			Three Doors, LLC 30% Boalden West, LLC 50% Mossy Trail, LLC 100% Drizin Path, LLC 100% Promethera Properties, LLC 31% API Solutions, Inc. 100% Burko-Elliott Properties 51% HEDEW Properties 20%	
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 29.40%

(3) The HC FCB owns 30.0% of subsidiary FCB, President/CEO Burl W Spurlock represents FCB to vote 100% of FCB stock ownership in subsidiary FCB

(4) Daniel W. Spurlock also votes shares for Daniel W. Spurlock Trust

(5) Burl W. Spurlock II also votes shares for Burl W. Spurlock Trust under the Spurlock Family Trust

(6) John A. Spurlock also votes shares for John A. Spurlock Trust & John A. Family Trust