

Board of Governors of the Federal Reserve System

FEDERAL RESERVE BANK
OF CLEVELAND



Annual Report of Holding Companies—FR Y-6

2014 MAR 27 P 2:30
STATISTICS & ANALYSIS
DEPARTMENT

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)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. 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 and top-tier savings and loan 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.

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

December 31, 2013

Month / Day / Year

I, M.B. DENHAM, JR.

Reporter's Name, Street, and Mailing Address

FIRST BANK OF KENTUCKY CORPORATION

Name of the Holding Company Director and Official

Legal Title of Holding Company

TREASURER

P.O BOX 40

Title of the Holding Company Director and Official

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

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.

MAYSVILLE KY 41056
City State Zip Code

20 WEST SECOND ST., MAYSVILLE, KY 41056

Physical location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

SCOTT A. SMITH ASST. TREASURER

Name Title

606-564-4001

Area Code / Phone Number / Extension

606-564-5443

Area Code / FAX Number

ssmith@bankofmaysville.com

E-mail Address

www.bankofmaysville.com

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

M.B. Denham, Jr., Treasurer
Signature of Holding Company Director and Official
03/25/2014

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 1071575
C.I.

Does the reporter request confidential treatment for any portion of this submission?

Yes Please identify the report items to which this request applies:

In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.

The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical location (if different from mailing address)	Physical location (if different from mailing address)
Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
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Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical location (if different from mailing address)	Physical location (if different from mailing address)

**FRY-6
REPORT ITEM 1**

ANNUAL REPORTS TO SHAREHOLDERS

The bank holding company prepares an annual report for its securities holders. One copy is enclosed.

**FRY-6
REPORT ITEM 2**

ORGANIZATIONAL CHART

**FIRST BANK OF KENTUCKY
CORPORATION**



100% Ownership

BANK OF MAYSVILLE

**Both companies are incorporated in the state of
Kentucky and located in Maysville, Kentucky
@20 West Second St., Maysville, Kentucky 41056**

Results: A list of branches for your holding company: FIRST BANK OF KENTUCKY CORPORATION (1071575) of MAYSVILLE, KY.
 The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

Reconciliation and Verification Steps

1. In the Data Action column of each branch row, enter one or more of the actions specified below.
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, enter 'Change' in the Data Action column and the date when this information first became valid in the Effective Date column.
 Close: If a branch listed was sold or closed, enter 'Close' in the Data Action column and the sale or closure date in the Effective Date column.
 Delete: If a branch listed was never owned by this depository institution, enter 'Delete' in the Data Action column.
 Add: If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the Data Action column and the opening or acquisition date in the Effective Date column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

Submission Procedure

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information.
 If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

Note:

To satisfy the FR Y-10 reporting requirements, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a Data Action of Change, Close, Delete, or Add.
 The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://fy10online.federalreserve.gov>.

* FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK	3/25/2014	Full Service (Head Office)	782016	BANK OF MAYSVILLE	20 W 2ND ST	MAYSVILLE	KY	41056	MASON	UNITED STATES	5970	0	BANK OF MAYSVILLE	782016	
OK	3/25/2014	Full Service	3943135	AA BRANCH	253 WAL-MART WAY	MAYSVILLE	KY	41056	MASON	UNITED STATES	480385	6	BANK OF MAYSVILLE	782016	
OK	3/25/2014	Full Service	960216	DRIVE IN BRANCH	12 WEST THIRD STREET	MAYSVILLE	KY	41056	MASON	UNITED STATES	219882	1	BANK OF MAYSVILLE	782016	

**FRY-6
ITEM 3**

SHAREHOLDERS

<u>NAME (1)(a)</u>	<u>ADDRESS (1)(a)</u>	<u>(1)(b)</u>	<u>SHARES (1)(c)</u>	
			<u>#</u>	<u>%</u>
JAMES A. FINCH	MAYSVILLE, KY	USA	13,890	16.19%
BARBARA FINCH BROTHERS	MAYSVILLE, KY	USA	11,150	12.99%
BANK OF MAYSVILLE TRUST DEPARTMENT	MAYSVILLE, KY	USA	9,170	10.69%

3(2)
SAME AS ITEM 3(1)

FRY-6
Item 4

INSIDERS

<u>NAME (1)</u>	<u>ADDRESS (1)</u>	<u>COUNTRY (1) & SUBSIDIARY (3)(a)</u>	<u>POSITION IN HOLDING CO.</u>	<u>POSITION IN OTHER COMPANIES (3c)</u>	<u>PRINCIPAL OCCUPATION (2)</u>	<u>NO. OF SHARES AND PERCENTAGE HOLDING CO. SUBSIDIARY (4)(a)</u>	<u>OTHER COMPANIES (4)(c)</u>
JAMES A. FINCH	MAYSVILLE, KY	USA	PRESIDENT CHAIRMAN FIRST BANK OF KY BANK OF MAYSVILLE	PRESIDENT STANDARD TOB. CO. PRESIDENT HOME WAREHOUSE	BUSINESSMAN	FIRST BANK OF KY 13,880 SHRS. (16.19%)	STANDARD TOB. CO. 90% HOME WAREHOUSE 10% F & T PROPERTIES 50% FINCH FARM 50%
M. B. DENHAM, JR.	MAYSVILLE, KY	USA	DIRECTOR, TREASURER FIRST BANK OF KY DIRECTOR, EVP-CASHIER BANK OF MAYSVILLE	N/A	BANKER	FIRST BANK OF KY 901 SHRS. (1.05%)	N/A
THOMAS R. CLARKE	MAYSVILLE, KY	USA	DIRECTOR FIRST BANK OF KY BANK OF MAYSVILLE	PARTNER CLARKE INSURANCE AGENCY	LICENSED INSURANCE AGENT	FIRST BANK OF KY 545 SHRS. (.64%)	CLARKE INSURANCE AGENCY 50% CLARKE BROTHERS FARM 25%
JOHN G. MCDOWELL	MAYSVILLE, KY	USA	VICE CHAIRMAN FIRST BANK OF KY VICE CHAIRMAN BANK OF MAYSVILLE	PARTNER MCDOWELL & FARRIS DMD, LLC	DENTIST	FIRST BANK OF KY 400 SHRS. (.47%)	MCDOWELL & FARRIS DMD, LLC 50%
FRED D. TONCRAY	MAYSVILLE, KY	USA	DIRECTOR, SECRETARY FIRST BANK OF KY DIRECTOR, VP BANK OF MAYSVILLE	PRESIDENT MEDICAL ARTS PHARMACY OF MAYSVILLE, INC.	PHARMACIST	FIRST BANK OF KY 350 SHRS. (.41%)	MEDICAL ARTS PHARMACY OF MAYSVILLE, INC. 100%
DAVID W. CARTMELL	MAYSVILLE, KY	USA	DIRECTOR FIRST BANK OF KY BANK OF MAYSVILLE		WAREHOUSEMAN FARMER MAYOR	FIRST BANK OF KY 1954 SHRS. (2.28%)	N/A
CHARLES A. CALVERT	MAYSVILLE, KY	USA	DIRECTOR FIRST BANK OF KY BANK OF MAYSVILLE	N/A	RETIRED INSURANCE AGENT	FIRST BANK OF KY 462 SHRS. (.54%)	N/A
JOHN M. WALTON, JR.	MAYSVILLE, KY	USA	DIRECTOR FIRST BANK OF KY DIRECTOR, VICE PRESIDENT BANK OF MAYSVILLE	N/A	FARMER WAREHOUSEMAN	FIRST BANK OF KY 1750 SHRS. (2.04%)	HILLCREST LIMITED PARTNERSHIP 14% WALTON & WALTON FARMS
MICHAEL C. GLASS	MAYSVILLE, KY	USA	DIRECTOR FIRST BANK OF KY BANK OF MAYSVILLE	PRESIDENT TOWN & COUNTRY VET. CLINIC INC.	VETERINARIAN	FIRST BANK OF KY 100 SHRS. (.12%)	GLASS & BIDDLE PSC 50% GLASS & CONWAY PARTNERSHIP 50%

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BARBARA FINCH BROTHERS	MAYSVILLE, KY	USA	DIRECTOR FIRST BANK OF KY BANK OF MAYSVILLE	VICE PRESIDENT HOME WAREHOUSE VICE PRESIDENT STANDARD TOBACCO	BUSINESS PERSON	FIRST BANK OF KY 11,150 SHRS. (12.99%)	STANDARD TOBACCO CO. 10% HOME WAREHOUSE 90% F & T PROPERTIES 50% BROTHERS ART STUDIO 100% FINCH FARM 50%
EXECUTIVE OFFICERS							
JOHN R. HUTCHINGS, IV	MAYS LICK, KY	USA	VICE PRESIDENT & TRUST OFFICER BANK OF MAYSVILLE	N/A	BANKER	FIRST BANK OF KY 32 SHRS. (.04%)	N/A
MARY GALLENGSTEIN	MAYSVILLE, KY	USA	VICE PRESIDENT BANK OF MAYSVILLE	N/A	BANKER	N/A	N/A
LESLIE ANNE WALTON	MAYSVILLE, KY	USA	ASST. SECRETARY FIRST BANK OF KY VICE PRESIDENT BANK OF MAYSVILLE	N/A	BANKER	FIRST BANK OF KY 53 SHRS. (.06%)	N/A
SCOTT SMITH	MAYSVILLE, KY	USA	ASST. TREASURER FIRST BANK OF KY VICE PRESIDENT BANK OF MAYSVILLE	N/A	BANKER	FIRST BANK OF KY 35 SHRS. (.04%)	N/A
VICKY LOWE	MAYSVILLE, KY	USA	VICE PRESIDENT & TRUST OFFICER BANK OF MAYSVILLE	N/A	BANKER	FIRST BANK OF KY 5 SHRS. (.01%)	N/A
LANA CLARK	MAYSVILLE, KY	USA	VICE PRESIDENT BANK OF MAYSVILLE	N/A	BANKER	FIRST BANK OF KY 5 SHRS. (.01%)	N/A