

Board of Governors of the Federal Reserve System

FEDERAL RESERVE BANK
OF CLEVELAND



Annual Report of Holding Companies—FR Y-6

2014 JAN 13 A 7:57

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, Burl Wells Spurlock

Reporter's Name, Street, and Mailing Address

First Prestonsburg Bancshares, Inc.

Name of the Holding Company Director and Official

Chairman & President

Legal Title of Holding Company

311 N Arnold Ave

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.

Prestonsburg

KY

41653

City

State

Zip Code

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.

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Robert R Allen II

Board Secretary

Name

Title

606 886-7210

Area Code / Phone Number / Extension

606-889-4936

Area Code / FAX Number

rallen@myfcbank.com

E-mail Address

N/A

Signature of Holding Company Director and Official

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

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

1071043

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."

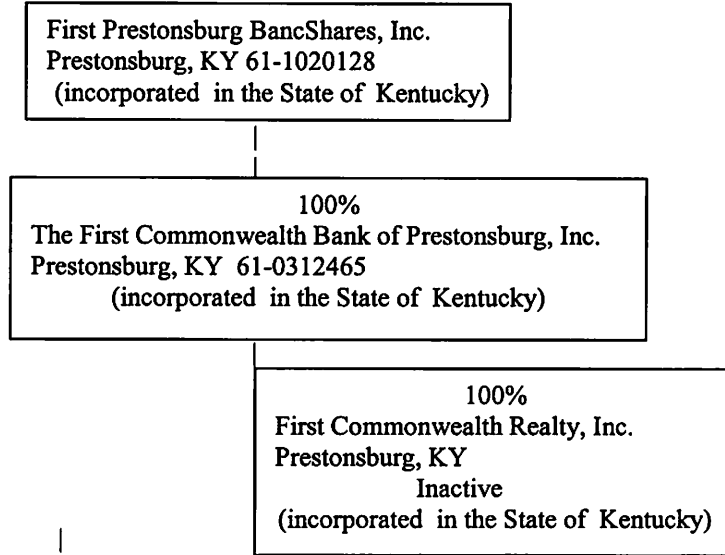
No

Form FR Y-6
First Prestonsburg Bancshares, Inc.
Prestonsburg, Kentucky
Fiscal Year Ending December 31, 2013

CORRECTED ATTACHMENT
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.

2a: **Organizational Chart**



2b:

3: Shareholders

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

(1)(a) Name & Address	(1)(b) Country	(1)(c) Number and Percentage of Voting Stock.
John A. Spurlock Prestonsburg, KY [REDACTED]	USA	12,639 – 15.73% Common Stock
Daniel W. Spurlock DelRay Beach, FL [REDACTED]	USA	14,126 – 17.58% Common Stock
Elizabeth Lambert Prestonsburg, KY [REDACTED]	USA	14,171 – 17.63% Common Stock
Burl W. Spurlock Prestonsburg, KY [REDACTED]	USA	14,728 – 18.33% Common Stock

Form FR Y-6
First Prestonsburg Bancshares, Inc.
Prestonsburg, Kentucky
Fiscal Year Ending December 31, 2013

3: Shareholders

(2)(a) Name & Address	(2)(b) Country	(2)(c) Number and Percentage of Voting Stock.
None		

4: Directors and Officers

John A. Spurlock Prestonsburg, KY [REDACTED] 4(2) NA	Treasurer	12,639 – 15.73% Common Stock
Daniel W. Spurlock DelRay Beach, FL [REDACTED] 4(2) Physician (MD)	Vice President	14,126 – 17.58% Common Stock
Elizabeth Lambert Prestonsburg, KY [REDACTED] 4(2) NA 4(3)(b) Director, First Commonwealth Bank	Vice President	14,171 – 17.63% Common Stock
Burl W. Spurlock Prestonsburg, KY [REDACTED] 4(2) NA 4(3)(b) Chairman of the Board, First Commonwealth Bank	Chairman/ President/CEO	14,728 – 18.33% Common Stock

Results: A list of branches for your depository institution: FIRST COMMONWEALTH BANK OF PRESTONSBURG, INC., THE (ID_RSSD: 511618).
 This depository institution is held by FIRST PRESTONSBURG BANCSHARES, INC. (1071043) of PRESTONSBURG, 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://y10online.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		Full Service (Head Office)	511618	FIRST COMMONWEALTH BANK OF PRESTONSBURG, INC., THE	311 NORTH ARNOLD AVE.	PRESTONSBURG	KY	41653	FLOYD	UNITED STATES	1763	0	FIRST COMMONWEALTH BANK OF PRESTONSBURG, INC., THE	511618	
OK		Full Service	389611	BETSY LAYNE BRANCH	11155 US HIGHWAY 23 SOUTH	BETSY LAYNE	KY	41605	FLOYD	UNITED STATES	193991	2	FIRST COMMONWEALTH BANK OF PRESTONSBURG, INC., THE	511618	
OK		Full Service	4144779	INEZ BRANCH	97 EAST MAIN STREET	INEZ	KY	41224	MARTIN	UNITED STATES	276929	10	FIRST COMMONWEALTH BANK OF PRESTONSBURG, INC., THE	511618	
OK		Full Service	423010	MARTIN BRANCH	12433 MAIN STREET	MARTIN	KY	41649	FLOYD	UNITED STATES	193990	1	FIRST COMMONWEALTH BANK OF PRESTONSBURG, INC., THE	511618	
OK		Full Service	4144818	MAYO BRANCH	601 N MAYO PLAZA	PAINTSVILLE	KY	41240	JOHNSON	UNITED STATES	495446	15	FIRST COMMONWEALTH BANK OF PRESTONSBURG, INC., THE	511618	
OK		Full Service	410373	PAINTSVILLE BRANCH	232 MAIN STREET	PAINTSVILLE	KY	41240	JOHNSON	UNITED STATES	42555	9	FIRST COMMONWEALTH BANK OF PRESTONSBURG, INC., THE	511618	
OK		Full Service	4144797	COAL RUN BRANCH	3838 N MAYO TR	PIKEVILLE	KY	41501	PIKE	UNITED STATES	441453	13	FIRST COMMONWEALTH BANK OF PRESTONSBURG, INC., THE	511618	
OK		Full Service	2949288	PIKEVILLE BRANCH	262 CASSIDY BLVD	PIKEVILLE	KY	41501	PIKE	UNITED STATES	464513	8	FIRST COMMONWEALTH BANK OF PRESTONSBURG, INC., THE	511618	
OK		Full Service	422518	NORTHSIDE BRANCH	838 NORTH LAKE DRIVE	PRESTONSBURG	KY	41653	FLOYD	UNITED STATES	193992	3	FIRST COMMONWEALTH BANK OF PRESTONSBURG, INC., THE	511618	
OK		Full Service	4144809	MOUNTAIN PARKWAY BRANCH	230 E MOUNTAIN PKWY	SALYERSVILLE	KY	41465	MAGOFFIN	UNITED STATES	441454	14	FIRST COMMONWEALTH BANK OF PRESTONSBURG, INC., THE	511618	