

Board of Governors of the Federal Reserve System

FEDERAL RESERVE BANK
OF CLEVELAND



Annual Report of Holding Companies—FR Y-6

2014 SEP 30 A 9 23
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):

June 30, 2014

Month / Day / Year

I, **Don D. Jennings**

Reporter's Name, Street, and Mailing Address

First Federal MHC

Legal Title of Holding Company

479 Main Street

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

Hazard KY 41702

City State Zip Code

Name of the Holding Company Director and Official

Board member

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.

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:

Clay Hulette

Name Title

5022231638

Area Code / Phone Number / Extension

5022237136

Area Code / FAX Number

chulette@ffsbfrankfort.com

E-mail Address

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

C.I.

3824176

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.

Kentucky First Federal Bancorp
Legal Title of Subsidiary Holding Company

PO Box 535
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

Frankfort **KY** **40602-0535**
City State Zip Code

216 West Main Street
Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Frankfort First Bancorp, Inc.
Legal Title of Subsidiary Holding Company

PO Box 535
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box

Frankfort **KY** **40602-0535**
City State Zip Code

216 West Main Street
Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

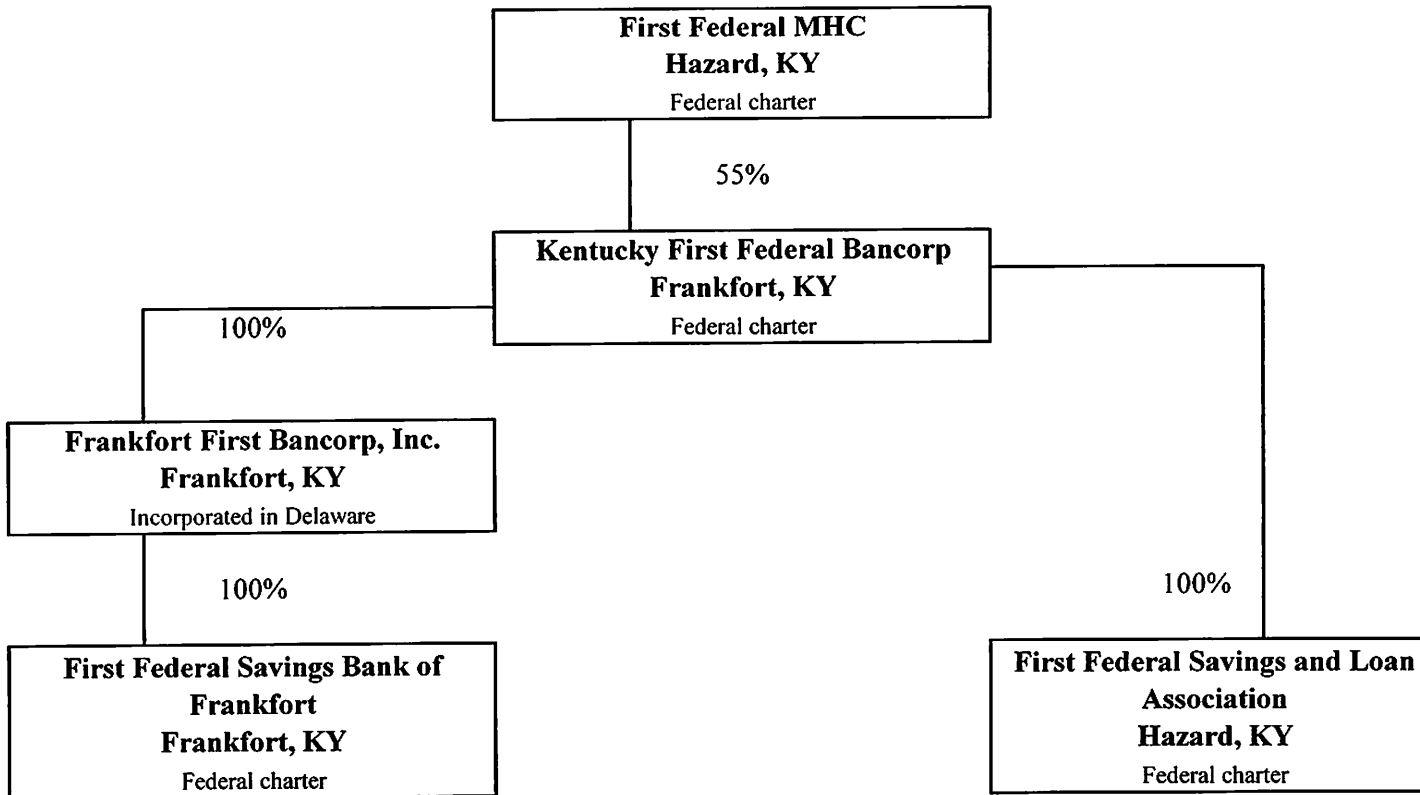
Physical location (if different from mailing address)

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)



Form FR Y-6
First Federal MHC
Fiscal Year Ended June 30, 2014

Report Item 3: Securities holders

Current securities holders with ownership, control or holdings of 5% or more with power to vote during the fiscal year ended June 30, 2014

(1)(a) Name, City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities
First Federal MHC Hazard, KY USA	USA	Mutual is 100% owned by its members - no stock

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 ended June 30, 2014

(2)(a) Name, City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
None		

Form FR Y-6
Kentucky First Federal Bancorp
Fiscal Year Ended June 30, 2014

Report Item 3: Securities holders

Current securities holders with ownership, control or holdings of 5% or more with power to vote during the fiscal year ended June 30, 2014

(1)(a) Name, City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities
First Federal MHC Hazard, KY USA	USA	4,727,938 - 55.43% of common stock

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 ended June 30, 2014

(2)(a) Name, City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
None		

Form FR Y-6
Frankfort First Bancorp, Inc.
Fiscal Year Ended June 30, 2014

Report Item 3: Securities holders

Current securities holders with ownership, control or holdings of 5% or more with power to vote during the fiscal year ended June 30, 2014

(1)(a) Name, City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities
Kentucky First Federal Bancorp Hazard, KY USA	USA	- 100% of common stock

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 ended June 30, 2014

(2)(a) Name, City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
None		

Report Item 4: Insiders

Current securities holders with ownership, control or holdings of 5% or more with power to vote during the fiscal year ended June 30, 2014

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subs)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Whitaker, Tony D. Louisville, KY USA	N/A	Director & Chairman	Director & Chairman KFFB Director & Chairman FFSLH	N/A	*	N/A	N/A
Jennings, Don D. Frankfort, KY USA	N/A	Director	Director-KFFB Director-FFB Director & Chairman FFSB	N/A	*	N/A	N/A
Farler, Lou Ella Hazard, KY USA	N/A	Director/Pres/CEO	Director/Pres/CEO FFSLH	N/A	*	N/A	N/A
Barker, Stephen G Hazard, KY USA	Attorney	Director	Director-KFFB Director-FFSLH	N/A	*	N/A	N/A
Ecton, Jr., Walter G Richmond, KY USA	Attorney	Director	Director-KFFB Director-FFSLH	N/A	*	N/A	N/A
Gorman, Jr., William D. Hazard, KY USA	Insurance professional	Director	Director-KFFB Director-FFSLH	N/A	*	N/A	N/A
Harrod, David R. Frankfort, KY USA	Certified Public Accountant	Director	Director-KFFB Director-FFB Director-FFSB	N/A	*	N/A	N/A
Regan, Jr., Herman D Frankfort, KY USA	Retired engineer	Director	Director-KFFB Director-FFB Director-FFSB	N/A	*	N/A	N/A

* Indicates less than 1% of the shares outstanding

Note: share percentages above represent both beneficial ownership and rights to acquire beneficial ownership with 60 days from Sept 30, 2013.

Report Item 4: Insiders

Current securities holders with ownership, control or holdings of 5% or more with power to vote during the fiscal year ended June 30, 2014

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subs)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Whitaker, Tony D. Louisville, KY USA	N/A	Director & Chairman	Director & Chairman First Federal MHC Director & Chairman FFSLH	N/A	2.6%	N/A	N/A
Jennings, Don D. Frankfort, KY USA	N/A	Director & President	Director First Federal MHC Director & Chairman FFSB	N/A	1.3%	N/A	N/A
Johnson, William H. Harrodsburg, KY USA	N/A	Director	Director and Area President FFSB	N/A	*	N/A	N/A
Hudson, W. Banks Salem, SC USA	Retired Attorney	Director	Director FFSB	N/A	*	N/A	N/A
Barker, Stephen G Hazard, KY USA	Attorney	Director	Director First Federal MHC Director FFSLH	N/A	*	N/A	N/A
Ecton, Jr., Walter G Richmond, KY USA	Attorney	Director	Director First Federal MHC Director FFSLH	N/A	*	N/A	N/A
Gorman, Jr., William D. Hazard, KY USA	Insurance professional	Director	Director First Federal MHC Director FFSLH	N/A	*	N/A	N/A
Harrod, David R. Frankfort, KY USA	Certified Public Accountant	Director	Director First Federal MHC Director FFSB	N/A	*	N/A	N/A
Regan, Jr., Herman D Frankfort, KY USA	Retired engineer	Director	Director First Federal MHC Director FFSB	N/A	*	N/A	N/A

* Indicates less than 1% of the shares outstanding

Report Item 4: Insiders

Current securities holders with ownership, control or holdings of 5% or more with power to vote during the fiscal year ended June 30, 2014

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subs)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Note: share percentages above represent both beneficial ownership and rights to acquire beneficial ownership with 60 days from Sept 30, 2014.							

Report Item 4: Insiders

Current securities holders with ownership, control or holdings of 5% or more with power to vote during the fiscal year ended June 30, 2014

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subs)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Kentucky First Federal Bancorp Hazard, KY USA	Bank holding company				100.0%		
Jennings, William C. Frankfort, KY USA	Retired from FFSB	Director, President & Chairman	Director-FFSB	N/A	0.0%	N/A	N/A
Jennings, Don D. Frankfort, KY USA	N/A	Director & Vice Pres	Director- First Federal MHC Director-FFSB	N/A	0.0%	N/A	N/A
Davenport, C. Michael Frankfort, KY USA	Real estate developer	Director	Director-FFSB	N/A	0.0%	N/A	N/A
Garland, Danny A. Frankfort, KY USA	Retired from FFSB	Director	Director-FFSB	N/A	0.0%	N/A	N/A
Harrod, David R. Frankfort, KY USA	Certified Public Accountant	Director	Director- First Federal MHC Director-FFSB	N/A	0.0%	N/A	N/A
Johnson, William M. Frankfort, KY USA	Attorney	Director	Director-FFSB	N/A	0.0%	N/A	N/A
Regan, Jr., Herman D Frankfort, KY USA	Retired engineer	Director	Director- First Federal MHC Director-FFSB	N/A	0.0%	N/A	N/A

Note: share percentages above represent both beneficial ownership and rights to acquire beneficial ownership with 60 days from Sept 30, 2014.

Results: A list of branches for your holding company, FIRST FEDERAL MFC (3824476) of HAZARD, KY
 The data are as of 06-30-2014. Data reflects information that was received and processed through 07/30/2014.

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 HD_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)	831875	FIRST FEDERAL SAVINGS AND LOAN ASSOCIATION	479 MAIN STREET	HAZARD	KY	41701	PERRY	UNITED STATES	44031	0	FIRST FEDERAL SAVINGS AND LOAN ASSOCIATION	831875	
OK		Full Service (Head Office)	741974	FIRST FEDERAL SAVINGS BANK OF FRANKFORT	216 WEST MAIN STREET	FRANKFORT	KY	40601	FRANKLIN	UNITED STATES	42771	0	FIRST FEDERAL SAVINGS BANK OF FRANKFORT	741974	
OK		Full Service	633275	DANVILLE BRANCH	340 WEST MAIN STREET	DANVILLE	KY	40422	BOYLE	UNITED STATES	43990	4	FIRST FEDERAL SAVINGS BANK OF FRANKFORT	741974	
OK		Full Service	4175719	RIDGEFIELD CENTER BRANCH	120 SKYWATCH DRIVE	DANVILLE	KY	40422	BOYLE	UNITED STATES	359149	5	FIRST FEDERAL SAVINGS BANK OF FRANKFORT	741974	
OK		Full Service	4175746	EAST FRANKFORT BRANCH	190 VERSAILLES ROAD	FRANKFORT	KY	40601	FRANKLIN	UNITED STATES	277802	1	FIRST FEDERAL SAVINGS BANK OF FRANKFORT	741974	
OK		Full Service	4175737	WEST FRANKFORT BRANCH	1220 US HIGHWAY 127 SOUTH	FRANKFORT	KY	40601	FRANKLIN	UNITED STATES	277804	3	FIRST FEDERAL SAVINGS BANK OF FRANKFORT	741974	
OK		Full Service	4175728	LANCASTER BRANCH	208 LEXINGTON STREET	LANCASTER	KY	40444	GARRARD	UNITED STATES	44320	6	FIRST FEDERAL SAVINGS BANK OF FRANKFORT	741974	