

Board of Governors of the Federal Reserve System

FEDERAL RESERVE BANK
OF CLEVELAND



Annual Report of Holding Companies—FR Y-6

2016 AUG -8 P 1:57
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, 2015

Month / Day / Year

NONE

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

I. Burl Wells Spurlock

Name of the Holding Company Director and Official

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.

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

KY

41563

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

Secretary

Name

Title

606-886-2321/7210

Area Code / Phone Number / Extension

606-889-4936

Area Code / FAX Number

rallen@myfcbank.com

E-mail Address

NONE

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

Burl Wells Spurlock
Signature of Holding Company Director and Official

Date of Signature

8-5-16

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. _____

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, 2015

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_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	FDIC UNINUM*	Office Number*	Head Office	Office ID_RSSD*
ok	Service (Head)	511518	FIRST COMMONWEALTH BANK OF PRESTONSBURG, INC., THE	ARNOLD AVE.	PRESTONSBURG	KY	41653	FLOYD	1763	0	FIRST COMMONWEALTH BANK OF PRESTONSBURG, INC., THE	511518
ok	Full Service	389611	BETSY LAYNE BRANCH	HIGHWAY 23 SOUTH	BETSY LAYNE	KY	41605	FLOYD	193991	2	FIRST COMMONWEALTH BANK OF PRESTONSBURG, INC., THE	511518
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	511518
ok	Full Service	423010	MARTIN BRANCH	12433 MAIN STREET	MARTIN	KY	41649	FLOYD	193990	1	FIRST COMMONWEALTH BANK OF PRESTONSBURG, INC., THE	511518
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	511518
ok	Full Service	4144797	COAL RUN BRANCH	3828 N MAYO TR	PIKEVILLE	KY	41601	PIKE	Not Required	Not Required	FIRST COMMONWEALTH BANK OF PRESTONSBURG, INC., THE	511518
ok	Full Service	2949288	PIKEVILLE BRANCH	262 CASSIDY BLVD	PIKEVILLE	KY	41601	PIKE	464513	8	FIRST COMMONWEALTH BANK OF PRESTONSBURG, INC., THE	511518
ok	Full Service	422518	NORTHSIDE BRANCH	838 NORTH LAKE DRIVE	PRESTONSBURG	KY	41653	FLOYD	193992	3	FIRST COMMONWEALTH BANK OF PRESTONSBURG, INC., THE	511518
ok	Full Service	4144809	MOUNTAIN PARKWAY BRANCH	MOUNTAIN PKWY	SALYERSVILLE	KY	41465	MAGOFFIN	Not Required	Not Required	FIRST COMMONWEALTH BANK OF PRESTONSBURG, INC., THE	511518

3: Shareholders

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

QUESTION 3**Current securities holders with ownership, control, or holdings of 5% or more with power to vote as of fiscal year ending 12/31/15.**

1(a) Name, City, State, Country	1(b) Country of Citizenship or Incorporation	1(c) Number and Percentage of Each Class of Voting Securities (Please include type of security.)	
		shares	Ownership
1 (a) ELIZABETH J. LAMBERT (1)	Prestonsburg, KY USA	15,141	18.84%
BURL W. SPURLOCK (2)	Prestonsburg, KY USA	23,698	29.49%
DANIEL W. SPURLOCK (3)	DelRay Beach, FL USA	15,549	19.35%
BURL W. SPURLOCK II (4)	Prestonsburg, KY USA	5,299	6.59%
JOHN A. SPURLOCK (5)	Prestonsburg, KY USA	15,096	18.79%

(1) Included in Elizabeth J. Lambert % of ownership in the HC is 1.21% for the Elizabeth J Lambert Trust

(2) Included in Burl Wells Spurlock % ownership in the HC is 9.95% for the Burl Wells Spurlock Revocable Trust & 1.21% for the Burl Wells Spurlock Trust

(3) Included in Daniel W Spurlock % of ownership in the HC is 17.58% for the Daniel W. Spurlock, Trustee of the Daniel W. Spurlock, Revocable Trust Agreement dated January 28, 2014, created by Daniel W. Spurlock, Grantor & 1.77% for the Daniel W. Spurlock Trust

(4) Included in Burl W Spurlock II % of ownership in the HC is 6.45% for the Burl. W. Spurlock II, Trust Under the Spurlock Family Trust

(5) Included in John A. Spurlock % of ownership in the HC is 1.21% for the John A. Spurlock Trust and 2.28% for the John A. Spurlock Family Trust, Jane Spurlock Trustee

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 12/31/15.

N/A

Form FR Y-6

First Prestonsburg Bancshares, Inc.

Prestonsburg, Kentucky

Fiscal Year Ending December 31, 2015

QUESTION 4

(1) Name, City, State, Country	(2) Principal Occupation if other than 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 Companies (include names of other companies)	(4)(a) Percent age of Voting Shares in Holding Compan y	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(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)	TOTAL Shares controlled
FIRST PRESTONSBURG BANCSHARES, INC. SHAREHOLDERS								
		Holding Co Officers	Executive Officer Subsidiary		Pct of voting shares-HC	Pct of voting shares subsidiary (6)		
ROBERT R. ALLEN II, Prestonsburg, KY	SR VP, Chief Operating Officer, subsidiary FCB	Secretary	SR VP, Chief Operating Officer	Allen Rentals, Inc. Secretary Pip In A Pkce Franchise, LLC-Member	0.92%	N/A	Allen Rentals, Inc. 23.3% Pip In A Pkce Franchise, LLC 50%	739
ELIZABETH J. LAMBERT (1), Prestonsburg, KY	N/A	Vice President	N/A	N/A	18.84%	N/A	NONE	15,141
				Abbott Development-President Bradley & Spurlock Partnership, Inc. -Partner Riverside Investments, Inc. -President Spurlock Holdings, LLC-Member 119 Last Court Street, LLC-Member Wilson-Spurlock Resources, LLC-Member Spurlock Royalty, LLC-Member Spurlock Operations, LLC-Member Abbott Creek Farms, LLC-Member Rattle Lands, LLC-Member			Abbott Development 100% Bradley & Spurlock Partnership, Inc. 50% Riverside Investments, Inc. 50% Spurlock Holdings, LLC 100% 119 Last Court Street, LLC 100% Wilson-Spurlock Resources, LLC 33% Spurlock Royalty, LLC 100% Spurlock Operations, LLC 100% Abbott Creek Farms, LLC 50% Rattle Lands 100%	
BURL W. SPURLOCK (2), Prestonsburg, KY	N/A	President/CEO	Director, Board Chair		29.49%	N/A		23,698
DANIEL W. SPURLOCK (3), DecRav Bench, FL	N/A	Vice President	N/A	N/A	19.35%	N/A	NONE	15,549
				Graham Street Properties, LLC-Member Wilson-Spurlock Resources, LLC-Member Abbott Creek Farms, LLC-Member Calabash Holdings, LLC-Member JLT Holdings-Member			Graham Street Properties, LLC 45% Wilson-Spurlock Resources, LLC 33% Abbott Creek Farms, LLC 50% Calabash Holdings, LLC 100% JLT Holding 100%	
BURL W. SPURLOCK, II (4), Prestonsburg, KY	N/A	Asst. Treasurer	Director		6.59%	N/A		5,299
JOHN A. SPURLOCK (5), Prestonsburg, KY	N/A	Treasurer	N/A	N/A	18.79%	N/A	NONE	15,096

Footnotes:

(1) Included in Elizabeth J. Lambert % of ownership in the HC is 1.21% for the Elizabeth J. Lambert Trust

(2) Included in Burl Wells Spurlock % ownership in the HC is 9.95% for the Burl Wells Spurlock Revocable Trust & 1.21% for the Burl Wells Spurlock Trust

(3) Included in Daniel W. Spurlock % of ownership in the HC is 17.58% for the Daniel W. Spurlock, Trustee of the Daniel W. Spurlock, Revocable Trust Agreement dated January 28, 2014, created by Daniel W. Spurlock, Grantor & 1.77% for the Daniel W. Spurlock Trust

(4) Included in Burl W. Spurlock II % of ownership in the HC is 6.45% for the Burl W. Spurlock II, Trust Under the Spurlock Family Trust

(5) Included in John A. Spurlock % of ownership in the HC is 1.21% for the John A. Spurlock Trust and 2.28% for the John A. Spurlock Family Trust, Jane Spurlock Trustee

(6) The holding company, First Prestonsburg Bancshares, Inc. (FPBI) owns 100% of subsidiary First Commonwealth Bank (FCB). FPBI President/CEO Burl W. Spurlock represents FPBI to vote 100% of the FCB stock owned by parent FPBI