

SCS ADMINISTRATION

2018 MAR 23 PM 2:06

FEDERAL RESERVE BANK OF CLEVELAND

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

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, 2017

Month / Day / Year

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

Reporter's Name, Street, and Mailing Address

FIRST BANK OF KENTUCKY CORPORATION

Legal Title of Holding Company

P.O. BOX 40

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

MAYSVILLE KY 41056

City State Zip Code

20 WEST SECOND ST.

Physical Location (if different from mailing address)

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

I, M.B. Denham, Jr.

Name of the Holding Company Director and Official

Treasurer

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.

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.

M.B. Denham, Jr., Treasurer
 Signature of Holding Company Director and Official

March 14, 2018

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 1071515
 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."

**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 2a**

ORGANIZATIONAL CHART

**FIRST BANK OF KENTUCKY
CORPORATION**



100% Ownership

BANK OF MAYSVILLE

LEI is N/A unless noted

**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 depository institution: **BANK OF MAYSVILLE (ID_RSSD: 782016)**.
 This depository institution is held by **FIRST BANK OF KENTUCKY CORPORATION (1071575)** of **MAYSVILLE, KY**.
 The data are as of **12/31/2017**. Data reflects information that was received and processed through **01/04/2018**.

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)	782016	BANK OF MAYSVILLE	20 W 2ND ST	MAYSVILLE	KY	41056	MASON	UNITED STATES	Not Required	Not Required	BANK OF MAYSVILLE	782016	
OK		Full Service	3943135	AA BRANCH	253 WAL-MART WAY	MAYSVILLE	KY	41056	MASON	UNITED STATES	Not Required	Not Required	BANK OF MAYSVILLE	782016	
OK		Full Service	960216	DRIVE IN BRANCH	12 WEST THIRD STREET	MAYSVILLE	KY	41056	MASON	UNITED STATES	Not Required	Not Required	BANK OF MAYSVILLE	782016	

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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	13,880	16.32%
BARBARA FINCH BROTHERS	MAYSVILLE, KY	USA	11,150	13.11%
BANK OF MAYSVILLE TRUST DEPARTMENT	MAYSVILLE, KY	USA	9,170	10.78%

3(2)
SAME AS ITEM 3(1)

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Item 4

INSIDERS

<u>NAME (1)</u>	<u>ADDRESS (1)</u>	<u>COUNTRY (1) & SUBSIDIARY (3)(a)</u>	<u>POSITION IN HOLDING CO. & SUBSIDIARY (3)(a)</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 13,880SHRS. (16.32%)	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. (1.06%)	N/A
THOMAS R. CLARKE	MAYSVILLE, KY	USA	DIRECTOR FIRST BANK OF KY BANK OF MAYSVILLE	N/A	RETIRED LICENSED INSURANCE AGENT	FIRST BANK OF KY 545 SHRS. (.64%)	CLARKE BROTHERS FARM 25% CLARKE BROTHERS RENTALS 25%
JOHN G. MCDOWELL	MAYSVILLE, KY	USA	VICE CHAIRMAN FIRST BANK OF KY VICE CHAIRMAN BANK OF MAYSVILLE	N/A	DENTIST	FIRST BANK OF KY 400 SHRS. (.47%)	N/A
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 1949 SHRS. (2.29%)	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. (2.06%)	HILLCREST LIMITED PARTNERSHIP 14% WALTON & WALTON, LLC
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 51% GLASS & CONWAY LLC 50%
JULIE FINCH CORLIS	MAYSVILLE, KY	USA	DIRECTOR FIRST BANK OF KY BANK OF MAYSVILLE	N/A	CUSTOMER SERVICE REPRESENTATIVE	FIRST BANK OF KY 10 SHRS. (0.01%)	N/A

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
LESLIE ANNE WALTON	MAYSVILLE, KY	USA	ASST. SECRETARY FIRST BANK OF KY VICE PRESIDENT BANK OF MAYSVILLE	N/A	BANKER	FIRST BANK OF KY 55 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 10 SHRS. (.01%)	N/A
LANA CLARK	MAYSVILLE, KY	USA	VICE PRESIDENT BANK OF MAYSVILLE	N/A	BANKER	FIRST BANK OF KY 8 SHRS. (.01%)	N/A
LISA LOWE	MAYSVILLE, KY	USA	VICE PRESIDENT BANK OF MAYSVILLE	N/A	BANKER	N/A	JLM PROPERTIES, LLC 50% OLD DUTCH, LLC 50%
DANNY WHITE	MAYSVILLE, KY	USA	VICE PRESIDENT & SECURITY OFFICER BANK OF MAYSVILLE	N/A	BANKER	N/A	N/A