

Board of Governors of the Federal Reserve System

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Annual Report of Holding Companies—FR Y-6

2017 JAN 20 10 28 56  
 FEDERAL RESERVE BANK  
 OF CLEVELAND

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

NONE

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

Reporter's Name, Street, and Mailing Address

I, Burl Wells Spurlock

Name of the Holding Company Director and Official

Chairman & President/CEO

Title of the Holding Company Director and Official

First Presonsburg Bancshares, Inc.

Legal Title of Holding Company

311 N Arnold Ave

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

Presonsburg	KY	41653
City	State	Zip Code

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:

Robert Allen Secretary

Name Title

606-886-7210

Area Code / Phone Number / Extension

Area Code / FAX Number

606-886-2659

E-mail Address

rallen@myfcbank.com

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

Signature of Holding Company Director and Official

*Burl Wells Spurlock*

Date of Signature

Jan. 23, 2018

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. \_\_\_\_\_

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),

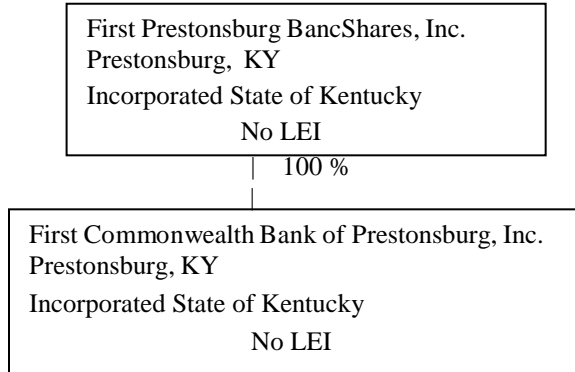
- 1. a letter justifying this request is being provided along with the report .....
- 2. a letter justifying this request has been provided separately.....

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

**Form FR Y-6**  
**First Prestonsburg Bancshares, Inc.**  
**Prestonsburg, Kentucky**  
**Fiscal Year Ending December 31, 2017**

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. An annual audit report is prepared however, and copies are attached.
  
- 2: Organizational Chart



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	87 E MAIN ST	INEZ	KY	41224	MARTIN	UNITED STATES	Not Required	Not Required	FIRST COMMONWEALTH BANK OF PRESTONSBURG, INC., THE	511618	
ok		Full Service	2769972	MARTIN BRANCH	36 Main Street	MARTIN	KY	41649	FLOYD	UNITED STATES	Not Required	Not Required	FIRST COMMONWEALTH BANK OF PRESTONSBURG, INC., THE	511618	
ok		Full Service	4144818	MAYO PLAZA BRANCH	601 N MAYO PLAZA	PAINTSVILLE	KY	41240	JOHNSON	UNITED STATES	Not Required	Not Required	FIRST COMMONWEALTH BANK OF PRESTONSBURG, INC., THE	511618	
ok		Full Service	4144797	COAL RUN BRANCH	3828 N MAYO TR	PIKEVILLE	KY	41501	PIKE	UNITED STATES	Not Required	Not Required	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	Not Required	Not Required	FIRST COMMONWEALTH BANK OF PRESTONSBURG, INC., THE	511618	

Form FR Y-6

First Prestonsburg Bancshares, Inc.  
 Prestonsburg, Kentucky  
 Fiscal Year Ending December 31, 2017

Report Item 3: Securities Holders

Current Securities Holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-20XX			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 12-31-20XX		
(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
		1(c) 2/17/2016 Stock shares Ownership	N/A		
BURL W SPURLOCK, 311 N Arnold Ave, Prestonsburg, KY USA (Individual)	USA	14,728 18.33%			
ELIZABETH J LAMBERT, 460 N Arnold Ave, Prestonsburg, KY USA (Individual)	USA	14,171 17.63%			
Daniel W Spurlock, Trustee of the Daniel W Spurlock, Revocable Trust Agreement dated January 28, 2014, created by Daniel W Spurlock, Grantor, ██████████ ██████████, DelRay Beach, FL USA (Grantor Trust)	USA	14,126 17.58%			
JOHN A SPURLOCK, 66 Lakeview Village, Prestonsburg, KY USA (Individual)	USA	11,502 14.31%			
BURL WELLS SPURLOCK REVOCABLE TRUST, ██████████ ██████████ Prestonsburg, KY USA (Grantor Trust)	USA	8,000 9.95%			
Burl W Spurlock II, Trust Under the Spurlock Family Trust, ██████████ ██████████, Prestonsburg, KY USA (ESBT)	USA	5,185 6.45%			

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First Prestonsburg Bancshares, Inc.  
Prestonsburg, Kentucky  
Fiscal Year Ending December 31, 2017

Report Item 4 Insiders  
(1)(a)(b)(c) and (2)(a)(b)(c)

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(a)	(4)(b)	(4)(c)
Names & Address (City, State, Country)	Principal Occupation if other than with holding company	Title & Position with holding company	Title & Position with Subsidiaries (include names of subsidiaries)	Title & Position with Other Businesses (include names of other businesses)	Percentage of Voting Securities in holding company	Percentage of Voting Securities in holding company	Percentage of Voting Securities in Subsidiaries (include names of subsidiaries)	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)
					Pct of voting shares INDIVIDUAL-HC	Pct of voting shares-ALL entitiesHC	Pct of voting shares subsidiary	1 (c)
		Officers 3(a)	Officer Subsidiary 3(b)			4(a)	4(b)	2/17/2016 Stock shares Ownership
		SR VP, Chief Operating Officer, subsidiary FCB	SR VP, Chief Operating Officer	N/A	0.92%	0.92%		Allen Rentals, Inc. 23.33% Pig In A Poke Franchise, LLC 50%
ROBERT R. ALLEN II, Prestonsburg, KY USA		Secretary						739
ELIZABETH J. LAMBERT, Prestonsburg, KY USA (footnote 1)	N/A	Vice President		N/A	17.63%	18.84%		NONE 14,171
ELIZABETH LAMBERT, TRUST, Prestonsburg, KY USA				N/A	1.21%			970
BURL W. SPURLOCK, Prestonsburg, KY USA (footnote 2)	N/A	President/CEO		N/A	18.33%	29.49%	(footnote 3)	Abbott Development 100% Bradley & Spurlock Partnership, Inc. 50% Riverside Investments, Inc 50% Spurlock Holdings, LLC 100% 119 East Court Street, LLC 100% Wilson-Spurlock Resources, LLC 33% Spurlock Royalty, LLC 100% Spurlock Operations, LLC 100% Abbott Creek Farms, LLC 50% Ratte Lands 100%
BURL WELLS SPURLOCK REVOCABLE TRUST, Prestonsburg, KY USA				N/A	9.95%			14,728
BURL WELLS SPURLOCK TRUST, Prestonsburg, KY USA				N/A	1.21%			8,000
BURL WELLS SPURLOCK TRUST, Prestonsburg, KY USA				N/A				970
DANIEL W. SPURLOCK, DelRay Beach, FL USA (footnote 4)	N/A	Vice President		N/A		19.35%		NONE
Daniel W. Spurlock, Trustee of the Daniel W. Spurlock, Revocable Trust Agreement dated January 28, 2014, created by Daniel W. Spurlock, Grantor, DelRay Beach, FL USA				N/A	17.58%			14,126
DANIEL W. SPURLOCK TRUST, DelRay Beach FL USA				N/A	1.77%			1,423

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, Prestonsburg, KY USA (footnote 5)	N/A	Assist	N/A	0.52%	6.97%		414
Burl. W. Spurlock II, Trust Under the Spurlock Family Trust, Prestonsburg, KY USA		Treasurer	N/A	6.45%			5,185
JOHN A. SPURLOCK, Prestonsburg, KY USA (footnotes 6)	N/A	Treasurer	N/A	14.31%	18.23%	NONE	11,502
JOHN A. SPURLOCK TRUST, Prestonsburg, KY USA			N/A	1.21%			970

JOHN A. SPURLOCK FAMILY TRUST, JANE SPURLOCK TRUSTEE, Prestonsburg, KY USA			N/A	2.71%			2,174
GREG A. WILSON, Prestonsburg, KY USA	President/Chief Executive Officer, subsidiary FCB	President/Chief Executive Officer	N/A	0.29%	0.29%	Wilson-Spurlock Resources, LLC 33%	236
TIMOTHY D. DESKINS, Pikeville, KY USA	SR VP, Senior Lending Officer, subsidiary FCB	SR VP, Senior Lending Officer	N/A			Three Doors, LLC 50% Boulden West, LLC 50% Mossy Trail, LLC 100% Bright Path, LLC 100% Prometheus Properties, LLC 51% APT Solutions, Inc. 100% Burke-Elliott Properties 51% HEDEW Properties 20%	
PHILLIP D. ELLIOTT, Prestonsburg, KY USA	SR VP, Chief Financial Officer, subsidiary FCB	SR VP, Chief Financial Officer	N/A				

Footnotes

(1) Elizabeth J. Lambert also votes shares for Elizabeth J Lambert Trust--Total 18.84%

(2) Burl Wells Spurlock also votes shares for Burl Wells Spurlock Revocable Trust & Burl Wells Spurlock Trust--Total 29.49%

(3) The HC FPBI owns 100% of subsidiary FCB. President/CEO Burl W Spurlock represents FPBI to vote 100% of FPBI stock ownership in subsidiary FCB

(4) Daniel W. Spurlock also votes shares for Daniel W. Spurlock Trust

(5) Burl W. Spurlock II also votes shares for Burl W. Spurlock Trust under the Spurlock Family Trust

(6) John A. Spurlock also votes shares for John A. Spurlock Trust & John A. Family Trust