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)); 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.

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.

I. M. B. DENHAM, JR.
Name of the Holding Company Director and Officer
TREASURER
Title of the Holding Company Director and Officer

I 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.
Signature of Holding Company Director and Official
03/26/2015
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: 10715785
C.I.

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2014
Month / Day / Year
N/A

Reporters Legal Entity Identifier (LEI) (20 Character LEI Code)

Reporters Name, Street, and Mailing Address
FIRST BANK OF KENTUCKY CORPORATION
P.O. BOX 40
MAYSVILLE, KY 41056

City: State: Zip Code
20 WEST SECOND ST., MAYSVILLE, KY 41056

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
SCOTT A. SMITH
Name
ASST. TREASURER
Title

Area Code / Phone Number / Extension
606-564-4001
Area Code / FAX Number
606-564-5443

E-mail Address
ssmith@bankofmaysville.com

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

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

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.
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.
FIRST BANK OF KENTUCKY CORPORATION

100% Ownership

BANK OF MAYSVILLE

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 holding company: FIRST BANK OF KENTUCKY CORPORATION (10715275) of MAYSVILLE, KY. The data are as of 12/31/2014. Data reflects information that was received and processed through 04/06/2015.

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 UNIUNUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID_RSSD*</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FDIC UNIUNUM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID_RSSD*</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td></td>
<td>Full Service (Head Office)</td>
<td>782016</td>
<td>BANK OF MAYSVILLE</td>
<td>20 W 2ND ST</td>
<td>MAYSVILLE</td>
<td>KY</td>
<td>41056</td>
<td>MAISON</td>
<td>UNITED STATES</td>
<td>0</td>
<td>0</td>
<td>BANK OF MAYSVILLE</td>
<td>782016</td>
<td>782016</td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>3943835</td>
<td>AA BRANCH</td>
<td>253 WAL-MART WAY</td>
<td>MAYSVILLE</td>
<td>KY</td>
<td>41056</td>
<td>MAISON</td>
<td>UNITED STATES</td>
<td>480885</td>
<td>0</td>
<td>BANK OF MAYSVILLE</td>
<td>782016</td>
<td>782016</td>
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<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>960016</td>
<td>DRIVE IN BRANCH</td>
<td>12 WEST THIRD STREET</td>
<td>MAYSVILLE</td>
<td>KY</td>
<td>41056</td>
<td>MAISON</td>
<td>UNITED STATES</td>
<td>219882</td>
<td>0</td>
<td>BANK OF MAYSVILLE</td>
<td>782016</td>
<td>782016</td>
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ITEM 3

SHAREHOLDERS

<table>
<thead>
<tr>
<th>NAME (1)(a)</th>
<th>ADDRESS (1)(a)</th>
<th>(1)(b)</th>
<th>SHARES (1)(c)</th>
</tr>
</thead>
<tbody>
<tr>
<td>JAMES A. FINCH</td>
<td>MAYSVILLE, KY USA</td>
<td>13,900</td>
<td>16.22%</td>
</tr>
<tr>
<td>BARBARA FINCH BROTHERS</td>
<td>MAYSVILLE, KY USA</td>
<td>11,150</td>
<td>13.01%</td>
</tr>
<tr>
<td>BANK OF MAYSVILLE TRUST DEPARTMENT</td>
<td>MAYSVILLE, KY USA</td>
<td>9,170</td>
<td>10.70%</td>
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3(2)
SAME AS ITEM 3(1)
<table>
<thead>
<tr>
<th>NAME</th>
<th>ADDRESS</th>
<th>COUNTRY</th>
<th>POSITION IN HOLDING CO &amp; SUBSIDIARY</th>
<th>POSITION IN OTHER COMPANIES</th>
<th>PRINCIPAL OCCUPATION</th>
<th>NO. OF SHARES AND PERCENTAGE HOLDING CO SUBSIDIARY</th>
<th>OTHER COMPANIES</th>
</tr>
</thead>
<tbody>
<tr>
<td>JAMES A. FINCH</td>
<td>MAYSVILLE</td>
<td>USA</td>
<td>PRESIDENT CHAIRMAN FIRST BANK OF KY BANK OF MAYSVILLE</td>
<td>PRESIDENT STANDARD TOB. CO HOME WAREHOUSE</td>
<td>BUSINESSMAN</td>
<td>FIRST BANK OF KY 13,900 SHRS. (16.22%)</td>
<td>STANDARD TOB. CO. 90% HOME WAREHOUSE 10% F &amp; T PROPERTIES 50% FINCH FARM 50%</td>
</tr>
<tr>
<td>M. B. DENHAM, JR.</td>
<td>MAYSVILLE</td>
<td>USA</td>
<td>DIRECTOR, TREASURER FIRST BANK OF KY DIRECTOR, EVP. CASHIER BANK OF MAYSVILLE</td>
<td>N/A</td>
<td>BANKER</td>
<td>FIRST BANK OF KY 901 SHRS. (1.05%)</td>
<td>N/A</td>
</tr>
<tr>
<td>THOMAS R. CLARKE</td>
<td>MAYSVILLE</td>
<td>USA</td>
<td>DIRECTOR FIRST BANK OF KY BANK OF MAYSVILLE</td>
<td>PARTNER CLARKE INSURANCE AGENCY</td>
<td>LICENSED INSURANCE AGENT</td>
<td>FIRST BANK OF KY 545 SHRS. (0.64%)</td>
<td>CLARKE INSURANCE AGENCY 50% CLARKE BROTHERS FARM 25%</td>
</tr>
<tr>
<td>JOHN G. MCDOWELL</td>
<td>MAYSVILLE</td>
<td>USA</td>
<td>VICE CHAIRMAN FIRST BANK OF KY VICE CHAIRMAN BANK OF MAYSVILLE</td>
<td>PARTNER MCDOWELL &amp; FARRIS DMD, LLC</td>
<td>DENTIST</td>
<td>FIRST BANK OF KY 400 SHRS. (0.47%)</td>
<td>MCDOWELL &amp; FARRIS DMD, LLC 50%</td>
</tr>
<tr>
<td>FRED D. TONCRAY</td>
<td>MAYSVILLE</td>
<td>USA</td>
<td>DIRECTOR, SECRETARY FIRST BANK OF KY DIRECTOR, VP BANK OF MAYSVILLE</td>
<td>PRESIDENT MEDICAL ARTS PHARMACY OF MAYSVILLE, INC.</td>
<td>PHARMACIST</td>
<td>FIRST BANK OF KY 350 SHRS. (0.41%)</td>
<td>MEDICAL ARTS PHARMACY OF MAYSVILLE, INC. 100%</td>
</tr>
<tr>
<td>DAVID W. CARTMELL</td>
<td>MAYSVILLE</td>
<td>USA</td>
<td>DIRECTOR FIRST BANK OF KY BANK OF MAYSVILLE</td>
<td>N/A</td>
<td>WAREHOUSEMAN FARMER MAYOR</td>
<td>FIRST BANK OF KY 1954 SHRS. (2.28%)</td>
<td>N/A</td>
</tr>
<tr>
<td>CHARLES A. CALvert</td>
<td>MAYSVILLE</td>
<td>USA</td>
<td>DIRECTOR FIRST BANK OF KY BANK OF MAYSVILLE</td>
<td>N/A</td>
<td>RETIRED INSURANCE AGENT</td>
<td>FIRST BANK OF KY 462 SHRS. (0.54%)</td>
<td>N/A</td>
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<tr>
<td>JOHN M. WALTON, JR.</td>
<td>MAYSVILLE</td>
<td>USA</td>
<td>DIRECTOR FIRST BANK OF KY BANK OF MAYSVILLE</td>
<td>N/A</td>
<td>FARMER WAREHOUSEMAN</td>
<td>FIRST BANK OF KY 1750 SHRS. (2.04%)</td>
<td>HILLCREST LIMITED PARTNERSHIP 14% WALTON &amp; WALTON FARMS</td>
</tr>
<tr>
<td>MICHAEL C. GLASS</td>
<td>MAYSVILLE</td>
<td>USA</td>
<td>DIRECTOR FIRST BANK OF KY BANK OF MAYSVILLE</td>
<td>PRESIDENT TOWN &amp; COUNTRY VET. CLINIC INC.</td>
<td>VETERINARIAN</td>
<td>FIRST BANK OF KY 100 SHRS. (0.12%)</td>
<td>GLASS &amp; BIDDLE PSC 51% GLASS &amp; CONWAY LLC 50%</td>
</tr>
<tr>
<td>BARBARA FINCH BROTHERS</td>
<td>MAYSVILLE</td>
<td>USA</td>
<td>DIRECTOR</td>
<td>VICE PRESIDENT</td>
<td>BUSINESS PERSON</td>
<td>FIRST BANK OF KY</td>
<td>STANDARD TOBACCO CO. 10%</td>
</tr>
<tr>
<td>Name</td>
<td>Location</td>
<td>Role</td>
<td>Company</td>
<td>Shares</td>
<td>Percentage</td>
<td>Relationship</td>
<td></td>
</tr>
<tr>
<td>-----------------</td>
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<tr>
<td>JOHN R. HUTCHINGS, IV</td>
<td>MAYS LICK, KY</td>
<td>VICE PRESIDENT &amp; TRUST OFFICER</td>
<td>FIRST BANK OF KY</td>
<td>N/A</td>
<td>32 SHRS</td>
<td>0.04%</td>
<td></td>
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<tr>
<td>LESLIE ANNE WALTON</td>
<td>MAYSVILLE, KY</td>
<td>ASST. SECRETARY</td>
<td>FIRST BANK OF KY</td>
<td>N/A</td>
<td>53 SHRS</td>
<td>0.06%</td>
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<tr>
<td>SCOTT SMITH</td>
<td>MAYSVILLE, KY</td>
<td>ASST. TREASURER</td>
<td>FIRST BANK OF KY</td>
<td>N/A</td>
<td>35 SHRS</td>
<td>0.04%</td>
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<tr>
<td>VICKY LOWE</td>
<td>MAYSVILLE, KY</td>
<td>VICE PRESIDENT &amp; TRUST OFFICER</td>
<td>FIRST BANK OF KY</td>
<td>N/A</td>
<td>5 SHRS</td>
<td>0.01%</td>
<td></td>
</tr>
<tr>
<td>LANA CLARK</td>
<td>MAYSVILLE, KY</td>
<td>VICE PRESIDENT</td>
<td>BANK OF MAYSVILLE</td>
<td>N/A</td>
<td>5 SHRS</td>
<td>0.01%</td>
<td></td>
</tr>
</tbody>
</table>