

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) of the Bank Holding Company Act (12 U.S.C. § 1844(c)(1)); section 10(b)(2) of the Home Owners' Loan Act (12 U.S.C. § 1467a(b)(2)); sections 102 (a)(1), 165, and 618 of the Dodd-Frank Wall Street Reform and Consumer Protection Act (12 U.S.C. §§ 5311(a)(1), 5365, and 1850a(c)(1)); and sections 8(a) and 13(a) of the International Banking Act of 1978 (12 U.S.C. §§ 3106(a) and 3108(a)). 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 chair of the board must sign the report. If the holding company is an Employee Stock Ownership Plan/Employee Stock Ownership Trust (ESOP/ESOT) formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

I, William Lucas Shepherd

Name of the Holding Company Director and Official (FDHC C490)

President & CEO

Title of the Holding Company Director and Official (FDHC C491)

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.

William Lucas Shepherd

Signature of Holding Company Director and Official (FDHC H321)

03/10/2025

Date of Signature (FDHC J196)

For Federal Reserve Bank Use Only

RSSD ID 1427220

C.I. _____

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.

Date of Report (top-tier holding company's fiscal year-end):

12/31/2024

Month / Day / Year (FDHC 9999)

Reporter's Name, Street, and Mailing Address

FIRST NATIONAL FINANCIAL CORPORATION

Legal Title of Holding Company (FDHC 9017)

120 TOWN SQUARE

(Mailing Address of the Holding Company) Street / P.O. Box (FDHC 9110)

MANCHESTER

KY

40962-1217

City (FDHC F206)

State (FDHC F207)

Zip Code (FDHC F208)

Physical Location (if different from mailing address) Street / P.O. Box (FDHC 9028)

City (FDHC 9130)

State (FDHC 9200)

Zip Code (FDHC 9220)

Person to whom questions about this report should be directed:

WILLIAM LUCAS SHEPHERD President & CEO

Name (FDHC 8901)

Title (FDHC C496)

(606)598-6111 ext: 1208

Area Code / Phone Number / Extension (FDHC 8902)

(606)878-0103

Area Code / FAX Number (FDHC 9116)

SHEPHERD@FNBKMY.COM

E-mail Address (FDHC 4086)

WWW.FNBMBANK.COM

Address (URL) for the Holding Company's web page (FDHC 4087)

Is confidential treatment requested for any portion of this report submission?

0=No	FDHC
1=Yes	C447 0

In accordance with the General Instructions for this report (check only one),

- a letter justifying this request is being provided along with the report (FDHC KY38) ☐
- a letter justifying this request has been provided separately (FDHC KY38) ☐

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

Report Item 1: Annual Report to Shareholders

For holding companies not registered with the U.S. Securities and Exchange Commission (SEC), **indicate the status of Annual Report to Shareholders:**

- ☒ is included with the FR Y-6 report (FDHC PV65)
- ☐ will be sent under separate cover (FDHC PV65)
- ☐ is not prepared (FDHC PV65)

Checklist

The checklist below is provided to assist the holding company in filing all the necessary responses and verifying changes from the prior year to the various report items. The completed checklist should be submitted with the report. Please see section A of the General Instructions for additional guidance.

Verification of Changes

All Reporters must respond to the following questions by checking the Yes or No box below, as appropriate.

Did the holding company have changes to any reportable FR Y-6 items (2a, 2b, 3, or 4) from the prior year? (Reporters must verify their item 2a, organization chart and 2b, domestic branch listing in Structure Central).

- ☒ Yes ☐ No (FDHC PV66)

Complete the remaining checklist for Report Items 2a, 2b, 3, and 4. See section A of the General Instructions for additional information.

Report Item 2a: Organization Chart

- ☐ Yes ☒ No (FDHC PV67)

If checked Yes, the Reporter must report any changes to their organization chart as specified in Report Item 2a instructions.

Report Item 2b: Domestic Branch Listing

- ☐ Yes ☒ No (FDHC PV68)

If checked Yes, the Reporter must report any changes to their domestic branch listing as specified in Report Item 2b instructions.

Report Item 3: Securities Holders

- ☐ Yes ☒ No (FDHC PV69)

If checked Yes, the Reporter must submit the information as specified in Report Item 3 instructions.

Report Item 4: Insiders

- ☒ Yes ☐ No (FDHC PV70)

If checked Yes, the Reporter must submit the information as specified in Report Item 4 instructions.

Legal Name of Holding Company:	First National Financial Corporation					
FDHCPV98						
Item 4(1)(a)	Item 4(1)(b)	Item 4(1)(c)	Item 4(1)(d)	Item 4(2)	Item 4(3)(a)	Item 4(3)(b)
Name	City	State	Country	Principal Occupation if other than with holding company	Title or Position with the Holding Company	Percentage of each class of voting securities owned, controlled, or held with power to vote in the holding company (including options, warrants or other securities or rights that can be converted into or exercised for voting securities)
FDHCPV99	FDHCPW00	FDHCPW01	FDHCPW02	FDHCPW03	FDHCPW04	FDHCPW05
Michael Baker	Manchester	KY	USA	Retired	Director	0.114%
Lisa Bustle	London	KY	USA	Business Owner	Director	4.359%
James Dobson	Manchester	KY	USA	Retired	Director/Secretary Treasurer	0.114%
Charles Goins	Manchester	KY	USA	Retired	Director	2.276%
Jacob Greer	London	KY	USA	Director of FNB Manchester, SEVP, CTO	Director	2.561%
Rex Greer	London	KY	USA	Director of FNB Manchester, Chairman of Board, President	Director	30.521%
Peggy Greer	London	KY	USA	Homemaker	N/A	30.521%
Don Russell Roberts	Manchester	KY	USA	Engineer	Director	2.276%
Randell Greer	London	KY	USA	Retired	N/A	14.322%
Brenda Greer	London	KY	USA	Homemaker	N/A	14.322%
William L Shepherd	London	KY	USA	Director of FNB Manchester, SEVP, CEO	Director	2.504%
Jane Greer	London	KY	USA	Director FNB Manchester, EVP Regional President	Director	4.359%
Gregory G Greer	London	KY	USA	Construction	Director	4.361%
Garth Bustle	London	KY	USA	Director FNB Manchester, Chief Deposits Officer	Director	2.618%
Alexander Lewis	London	KY	USA	Director FNB Manchester, Regional President	Director	2.219%

Legal Name of Holding Company: First National Financial Corporation
FDHCPV98

Item 4(1)(a)	Item 4(4)(a)	Item 4(4)(b)	Item 4(4)(c)
Name	Title or Position with direct and indirect subsidiaries	Name of direct and indirect subsidiaries in which Insider has a title or position or ownership in	Percentage of each class of voting securities owned, controlled, or held with power to vote in subsidiaries of the holding company (including options, warrants or other securities or rights that can be converted into or exercised for voting securities)
FDHCPV99	FDHCPW06	FDHCPW07	FDHCPW08
Michael Baker	Director	First National Bank of Manchester	0.000%
Lisa Bustle	Director	First National Bank of Manchester	0.000%
James Dobson	Director	First National Bank of Manchester	0.000%
Charles Goins	Director	First National Bank of Manchester	0.000%
Jacob Greer	Director, SEVP, CTO	First National Bank of Manchester	0.000%
Rex Greer	Director, Chairman of Board, President	First National Bank of Manchester	0.000%
Don Russell Roberts	Director	First National Bank of Manchester	0.000%
William L Shepherd	Director, SEVP, CEO	First National Bank of Manchester	0.000%
Jane Greer	Director, EVP Regional President	First National Bank of Manchester	0.000%
Gregory G Greer	Director	First National Bank of Manchester	0.000%
Garth Bustle	Director, CDO	First National Bank of Manchester	0.000%
Alexander Lewis	Director, Regional President	First National Bank of Manchester	0.000%

Legal Name of Holding Company: First National Financial Corporation
FDHCPV98

Item 4(1)(a) Name	Item 4(5)(a) Title or Position with any other company in which the person is a director, trustee, partner, or executive officer.	Item 4(5)(b) Name of any other company in which the person is a director, trustee, partner, or executive officer, or owns, controls, or holds with power to vote 25% or more or its outstanding voting securities or proportionate in a partnership.	Item 4(5)(c) Percentage of each class of voting securities owned, controlled, or held with power to vote in any other company (including options, warrants or other securities or rights that can be converted into or exercised for voting securities), or proportionate interest held in a partnership, if 25% or more
FDHCPV99	FDHCPW09	FDHCPW10	FDHCPW11
Lisa Bustle	President	LG Design LTD	100.00%
Lisa Bustle	Member	RPG	33.33%
James Dobson	Member	Dobson Investment Properties, LLC	100.00%
James Dobson	Manager	Park Valley Group	50.00%
Charles Goins	Member	Goins Rental, LLC	50.00%
Don Russell Roberts	President	Logos Engineering	100%
Don Russell Roberts	President	Kenrad	50%
Don Russell Roberts	President	Clay Group, LLC	50%
Jane Greer	Member	RPG	33.33%
Gregory G Greer	Owner	Jasper Recycling, LLC	100.00%
Gregory G Greer	Member	RPG	33.33%
Garth Bustle	Owner/Manager	GWL B Consulting, LLC	100.00%
Alexander Lewis	Member	Tri-County ATM, LLC	100.00%
Alexander Lewis	Member	Alex Lewis Homes, LLC	100.00%
Alexander Lewis	Member	Alex Lewis Transport, LLC	100.00%