

Board of Governors of the Federal Reserve System

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STATISTICS
DEPARTMENT



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.

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):

12/31/13
Month / Day / Year

Lynda Gilbert
Name of the Holding Company Director and Official
President/CEO
Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

First National Financial Corporation
Legal Title of Holding Company

120 Town Square

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

Manchester KY 40962
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:

Lynda Gilbert President/CEO
Name Title

606/598-6111/204

Area Code / Phone Number / Extension

606-598-1451

Area Code / FAX Number

lgilbert@fnbmky.com

E-mail Address

www.fnb-manchester.com

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

Lynda Gilbert
Signature of Holding Company Director and Official
4/4/14
Date of Signature

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

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 1427220
C.I. _____

Form FR Y-6
First National Financial Corporation
120 Town Square
Manchester, Kentucky 40962
Fiscal Year Ending December 31, 2014

1. Annual Report to Shareholders – Attached
2. Organization Chart – Attached
- 2b. Branches – Submitted by email 3/1/14
3. Shareholders – See Attached
4. Insiders –See Attached

Report Item 2: Organization Chart

ORGANIZATION CHART

**FIRST NATIONAL FINANCIAL CORPORATION
120 TOWN SQUARE
MANCHESTER, KY 40962
Incorporated in Kentucky**

OWNS 100 % OF

**THE FIRST NATIONAL BANK OF MANCHESTER
120 TOWN SQUARE
MANCHESTER, KY 40962
Incorporated in Kentucky**

Results: A list of branches for your depository institution: **FIRST NATIONAL BANK OF MANCHESTER, THE (ID_RSSD: 719610)**.

This depository institution is held by **FIRST NATIONAL FINANCIAL CORPORATION (1427220) of MANCHESTER, KY**.

The data are as of **12/31/2013**. Data reflects information that was received and processed through **01/07/2014**.

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)	719610	FIRST NATIONAL BANK OF MANCHESTER, THE	120 TOWN BRANCH RD	MANCHESTER	KY	40962	CLAY	UNITED STATES	1750	0	FIRST NATIONAL BANK OF MANCHESTER, THE	719610	
OK		Full Service	1847220	PARK VALLEY BRANCH	US HIGHWAY 421 & GARRARD SHOPPING CENTER	GARRARD	KY	40941	CLAY	UNITED STATES	193931	3	FIRST NATIONAL BANK OF MANCHESTER, THE	719610	
OK		Full Service	3037230	LONDON BRANCH	403 NORTH MAIN STREET	LONDON	KY	40741	LAUREL	UNITED STATES	360264	4	FIRST NATIONAL BANK OF MANCHESTER, THE	719610	
OK		Full Service	228112	MANCHESTER SQUARE BRANCH	DANIEL BOONE PARKWAY & HIGHWAY 421/80	MANCHESTER	KY	40962	CLAY	UNITED STATES	193930	2	FIRST NATIONAL BANK OF MANCHESTER, THE	719610	
Ok		Full Service	165413	NORTH MANCHESTER BRANCH	421 RICHMOND ROAD	MANCHESTER	KY	40962	CLAY	UNITED STATES	193929	1	FIRST NATIONAL BANK OF MANCHESTER, THE	719610	

REPORT ITEM 3: SHAREHOLDERS

Elmo Lee/Marsha Greer London, KY ██████/US	908.33	6.008%
Jerry/Carolyn Greer East Bernstadt, Ky. ██████\US	1810.34	11.975%
Lanny D. Greer Penny Greer East Bernstadt, Ky. ██████\US	3002.33 120	19.859% .794%
Phyllis Greer East Bernstadt, KY ██████/US	796.33	5.267%
Randell/Brenda Greer London, KY ██████/US	1258.34	8.323%
Rex Greer/Peggy Greer London, KY ██████\US	2201.33	14.561%

3(2) N/A

Report Item 4: Insiders

NAME AND ADDRESS (1)	PRINCIPAL OCCUPATION (2)	TITLE WITH HOLDING CO. (3A)	TITLE WITH SUBSIDIARY (3B)	TITLE WITH OTHER CO. (3C)	Percent of Voting Shares in (4A)	DIRECT SUBSIDIARY (4B)	OTHER CO. IF OWNED MORE THAN 25% (4C)
MICHAEL D BAKER MANCHESTER, KY/US	COUNTY CLERK	NONE	DIRECTOR FNB Manchester	None	0.07%	NONE	NONE
JAMES DOBSON MANCHESTER, KY/US	MERCHANT	DIRECTOR SECRETARY/TREASURER	DIRECTOR FNB Manchester	VICE-PRESIDENT-KENRAD, INC. PRESIDENT-JAMESON PROPERTIES Dobson Investment Properties-Member Clay Foods, Inc.- President	0.07%	None	DOBSON INVESTMENT PROPERTIES LLC 50% KENRAD, INC. 50 SHARES 50% JAMESON PROPERTIES 100% CLAY FOOD CORP 25%, Park Valley Group 33.33%
LYNDA GILBERT MANCHESTER, KY/US	BANKER	President/CEO	DIRECTOR President/CEO FNB Manchester	NONE	0.07%	None	NONE
CHARLES GOINS MANCHESTER, KY/US	Retired	DIRECTOR	DIRECTOR FNB Manchester	GOINS RENTAL LLC - Member	1.32%	None	Goins Rental LLC 33.33%
JERRY GREER/CAROLYN GREER EAST BERNSTADT, KY/US	CONTRACTOR	DIRECTOR	DIRECTOR FNB Manchester	EXECUTIVE VP-HAULERS, INC. Manager-ELMO GREER & SONS SECRETARY/TREAS. DIRECTOR-GREHAN, INC. DIRECTOR-CVIM DIRECTOR-CVNB/CVFC Greer Mining Inc -VP&Director DIRECTOR- JASPER IRON & METAL, INC. G AND G FARMS - PARTNER Tri G Contractors -Member Cumberland Valley Title Co. -Director	11.98%	None	G AND G FARMS - PARTNERSHIP 25% GREER MINING 26.80%
LANNY D. GREER EAST BERNSTADT, KY/US	Business Owner	NONE	NONE	PINEKREST FARMS - PARTNER DIRECTOR-CUMBERLAND VALLEY INSURANCE DIRECTOR-ELMO GREER AND SONS TREASURER, GREER PROPERTIES G AND G FARMS - PARTNER Greer Mining Inc	19.86%	NONE	PINEKREST FARMS 50% Greer Properties, Inc. 25% G AND G FARMS 25%

PENNY GREER, WIFE OF LANNY GREER EAST BERNSTADT, KY/US	HOUSEWIFE	NONE	NONE	PINEKREST FARMS - PARTNER	0.79%	NONE	PINEKREST FARMS 50%
RANDELL/BRENDA GREER LONDON, KY/US	CONTRACTOR	DIRECTOR	DIRECTOR FNB MANCHESTER	ELMO GREER & SONS - DIRECTOR JASPER IRON AND METAL, INC. - DIRECTOR GREHAN, INC. - DIRECTOR HAULERS, LLC - DIRECTOR Greer Mining Inc - Director G & G Farms - Partner	8.32%	None	NONE
REX GREER/PEGGY GREER LONDON, KY/US	CONTRACTOR	DIRECTOR Chairman of Board	DIRECTOR Chairman of Board FNB Manchester	Manager-ELMO GREER & SONS Cumberland Valley Title Co. - Director Greer Mining - Secretary & Director DIRECTOR/CHAIRMAN OF BOARD-CUMBERLAND VALLEY INSURANCE DIRECTOR-CVNB JASPER IRON AND METAL INC. - DIRECTOR CUMBERLAND VALLEY FINANCIAL -DIRECTOR HAULERS, INC. - DIRECTOR Tri G Contractors - Member G and G Farms Partner	14.56%	None	NONE
DON RUSSELL ROBERTS	ENGINEER	NONE	DIRECTOR FNB Manchester	President & Director Liberty Worship and Outreach Bus Ministry President & Director - Liberty Worship Center Inc Member - Logos Engineering Member - Clay Group	1.32%	None	Logos Engineering 100% Clay Foods 25% Kenrad 50% Clay Group 50%