

FEDERAL RESERVE BANK
 OF CLEVELAND

2014 MAR 31 A 10:49

STATISTICS & ANALYSIS
 DEPARTMENT

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)); 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):

12-31-2013

Month / Day / Year

I, STEVEN T. HAMILTON

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

FNB BANCSHARES, INC.

Legal Title of Holding Company

P.O. BOX 8

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

BROOKSVILLE

KY

41004

City

State

Zip Code

105 LOCUST STREET

Physical location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

STEVE HAMILTON

PRESIDENT & CEO

Name

Title

606-735-2125

Area Code / Phone Number / Extension

606-735-3222

Area Code / FAX Number

shamilton@fnbfirst.com

E-mail Address

NONE

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

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.

Steven Hamilton, Pres.

Signature of Holding Company Director and Official

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 SEE REPORT #1

For Federal Reserve Bank Use Only

RSSD ID 2262503
 C.I. _____

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

FR Y-6
FNB Bancshares, Inc.
Brooksville, Kentucky
Fiscal Year Ending December 31, 2013

Report Item 1: FNB Bancshares, Inc. is not registered with the Securities and Exchange Commission. FNB Bancshares does not prepare an Annual Report for the shareholders. However, FNB Bancshares, Inc. is a one bank holding company and the bank, First National Bank of Brooksville, does prepare an Annual Report for the shareholders. A copy of this report will be forwarded to you when completed.

Report Item 2a: The organization flowchart is enclosed and reflects as follows:

1. FNB Bancshares, Inc. is a one bank holding company and directly owns and controls 100% of the common shares of stock in First National Bank of Brooksville. The address for FNB Bancshares, Inc. and the First National Bank of Brooksville is 105 Locust Street, P.O. Box 8, Brooksville, KY 41004.
2. FNB Bancshares, Inc. does not own any foreign banking organizations.

Report Item 2b: Submitted via email on March 27, 2014.

Form FR Y-6

**FNB Bancshares, Inc.
Brooksville, Kentucky
Fiscal Year Ending December 31, 2013**

Report Item 2a: Organization Chart

FNB Bancshares, Inc.
Brooksville, KY
Incorporated in Kentucky

100%
First National Bank of Brooksville
Brooksville, KY
Incorporated in Kentucky

Results: A list of branches for your depository institution: FIRST NATIONAL BANK OF BROOKSVILLE, THE (ID_RSSD: 798512).
 This depository institution is held by FNB BANCSHARES, INC. (2762503) of BROOKSVILLE, 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)	798512	FIRST NATIONAL BANK OF BROOKSVILLE, THE	105 LOCUST STREET	BROOKSVILLE	KY	41004	BRACKEN	UNITED STATES	1730	0	FIRST NATIONAL BANK OF BROOKSVILLE, THE	798512	
OK		Limited Service	3669033	DRIVE-THRU BRANCH	107 EAST MIAMI STREET	BROOKSVILLE	KY	41004	BRACKEN	UNITED STATES	193825	1	FIRST NATIONAL BANK OF BROOKSVILLE, THE	798512	

Form FR Y-6
 FNB Bancshares, Inc.
 Fiscal Year Ending December 31, 2013

Report Item 3: Securities Holders
 (1)(a)(b)(c) and (2)(a)(b)(c)

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of the end of the fiscal year.		
(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
Nancy L. Breeze Cincinnati, OH	USA	3180 Shares – 8.28% of Common Stock
John H Brooks Germantown, KY	USA	3100 Shares – 8.07% of Common Stock
Mary Elizabeth Heslin (Revocable Trust) Cabin John, MD	USA	2540 Shares – 6.61% of Common Stock
Henry Moorhead Maysville, KY	USA	2908 Shares – 7.57% of Common Stock

Shareholders not listed in 3(1)(a) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year.		
(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
None		

Report Item 4: Insiders (1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)							
(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3) c Title & Position with Other Businesses (include names of other businesses	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Pctg of Voting Shares in Subsid iaries	(4) c) 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)
David Appleman Brooksville, KY USA	Retired	Director & Secretary	Director & Secretary (First National Bank of Brooksville)	None	2.19%	None	None
John H. Brooks Germantown, KY	Retired	Director - Chairman of Board	Director - Chairman of Board (First National Bank of Brooksville)	None	8.07%	None	None
Alice C. Cummins Foster, KY	Retired	Director	Director (First National Bank of Brooksville)	None	1.26%	None	None

Report Item 4: Insiders (1), (2), (3)(a)(b)c, and (4)(a)(b)c							
(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3) c) Title & Position with Other Businesses (include names of other businesses	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Pctg of Voting Shares in Subsid iaries (include names of subsid iaries)	(4) c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of percentage of voting securities held)
Steven T. Hamilton Brooksville, KY	Banking	President & Director	President & Director (First National Bank of Brooksville)	None	0.10%	None	None
William E. Miller Augusta, KY	Merchant - Lumber Company Owner & Operator	Director	Director (First National Bank of Brooksville)	President - Miller Lumber Company, Inc.	3.31%	None	(100%) Miller Lumber Company, Inc.

Report Item 4: Insiders (1), (2), (3)(a)(b)c, and (4)(a)(b)c							
(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3) c Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Pctg of Voting Shares in Subsid iaries (include names of subsid iaries)	(4) c) 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)
William J. Moorhead Flemingsburg, KY	Denistry	Director	Director (First National Bank of Brooksville)	President - William J. Moorhead DMD PLLC. President - BJ &D Rental Properties LLC.	0.26%	None	(100%) William J. Moorhead DMD PLLC. (100%) - BJ &D Rental Properties LLC. (100%) The Steamlined Practice LLC
Nancy Breeze Cincinnati, OH	Clothing Retail Sales	Director	Director (First National Bank	None	8.28%	None	None

Report Item 4: Insiders (1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)							
(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3) c Title & Position with Other Businesses (include names of other businesses	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Pctg of Voting Shares in Subsid iaries	(4) c 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)
Nancy Sharp Brooksville, KY	Banking	Executive V.P.	Executive V.P. (First National Bank of Brooksville)	None	0.10%	None	None
John G. Parker Brooksville, KY	Funeral Home Director	Director	Director (First National Bank of Brooksville)	Partner - Moore & Parker Funeral Homes. Partner - Palmer Funeral Homes. Partner - Jetland Farms. Partner - Parker Rentals.	1.09%	None	(50%) - Moore & Parker Funeral Homes, Inc. (50%) - Palmer Funeral Homes. (50%) - Jetland Farms. (50%) - Parker Rentals. (50%) - Moore & Parker Realty LLC

Report Item 4: Insiders (1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)							
(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3) c) Title & Position with Other Businesses (include names of other businesses	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Pctg of Voting Shares in Subsid iaries)	(4) c) 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)
Angela McKinney Foster, KY	Banking	None	Vice President (First National Bank)	None	0%	None	None