

Board of Governors of the Federal Reserve System

FEDERAL RESERVE BANK
OF CLEVELAND



Annual Report of Holding Companies—FR Y-6

STATISTICS & ANALYSIS
DEPARTMENT

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):
December 31, 2015

Month / Day / Year

None

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

I, **Rex Garth Greer**

Name of the Holding Company Director and Official

Chairman of the Board CEO and President

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:

William Lucas Shepherd

EVP CFO COO

Name

Title

606-598-6111 - 208

Area Code / Phone Number / Extension

606-598-1451

Area Code / FAX Number

shepherd@fnbmky.com

E-mail Address

www.fnb-manchester.com

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

Signature of Holding Company Director and Official

03/24/2016

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 **1427220**
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

Form FR Y-6
First National Financial Corporation
120 Town Square
Manchester, Kentucky 40962
Fiscal Year Ending December 31, 2015

1. Annual Report to Shareholders – Attached
2. Organization Chart – Attached
- 2b. Branches
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
STATE OF INCORPORATION: KENTUCKY
LEI STATUS: N/A**

OWNS 100 % OF

**THE FIRST NATIONAL BANK OF MANCHESTER
120 TOWN SQUARE
MANCHESTER, KY 40962
STATE OF INCORPORATION: FEDERALLY CHARTERED
LEI STATUS: N/A**

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 12/31/2015. Data reflects information that was received and processed through 02/29/2016.

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

| | | | |
|--|-----|---------|---------|
| Jerry/Carolyn Greer East Bernstadt, Ky. [REDACTED] | USA | 1810.34 | 15.775% |
| Jerry or Carolyn Greer Right of Survivorship East Bernstadt, KY [REDACTED] | USA | 273 | 2.379% |
| Randell/Brenda Greer London, KY [REDACTED] | USA | 1258.34 | 10.965% |
| Rex Greer/Peggy Greer London, KY [REDACTED] | USA | 2884.66 | 25.137% |

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 | 0.087% | NONE | NONE |
| JAMES DOBSON MANCHESTER, KY/US | MERCHANT | DIRECTOR SECRETARY/TREASURER | DIRECTOR FNB Manchester | Dobson Investment Properties-Member Clay Foods, Inc. - President | 0.087% | None | DOBSON INVESTMENT PROPERTIES LLC 100% PARK VALLEY GROUP 33.33% CLAY FOOD CORP 25% |
| CHARLES GOINS MANCHESTER, KY/US | Retired | DIRECTOR | DIRECTOR FNB Manchester | GOINS RENTAL LLC - Member | 1.743% | None | Goins Rental LLC 33.33% |
| TERRY GREER/CAROLYN GREER EAST BERNSTADT, KY/US | CONTRACTOR | DIRECTOR | DIRECTOR FNB Manchester | DIRECTOR-CVNB/CVFC DIRECTOR- JASPER IRON & METAL, INC. G AND G FARMS - PARTNER Tri G Contractors -Member Cumberland Valley Title Co -Director | 15.775% | None | G AND G FARMS - PARTNERSHIP 25% |
| RANDELL/BRENDA GREER LONDON, KY/US | CONTRACTOR | DIRECTOR | DIRECTOR FNB MANCHESTER | JASPER IRON AND METAL, INC. - DIRECTOR GREHAN, INC. - DIRECTOR Greer Mining Inc - Director G & G Farms - Partner | 10.965% | None | NONE |
| REX GREER/PEGGY GREER LONDON, KY/US | CONTRACTOR | DIRECTOR Chairman of Board | DIRECTOR Chairman of Board FNB Manchester Interim President & CEO | JASPER IRON AND METAL INC - DIRECTOR Tri G Contractors - Member G and G Farms Partner RPG - Manager | 25.137% | None | NONE |
| DON RUSSELL ROBERTS MANCHESTER KY/US | ENGINEER | NONE | DIRECTOR FNB Manchester | President & Director - Liberty Worship Center Inc Member - Logos Engineering Member - Clay Group | 1.743% | None | Logos Engineering 100% Kenrad 50% Clay Group 50% Clay Foods 25% |
| LUCAS SHEPHERD LONDON, KY/US | CFO/COO | NONE | CFO COO | NONE | 0.000% | NONE | NONE |