

SCS ADMINISTRATION

2017 MAR 29 P 2:07

FEDERAL RESERVE BANK
 OF CLEVELAND

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)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). 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, 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.

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. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2016

Month / Day / Year

None

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

Reporter's Name, Street, and Mailing Address

I, Garth Rex Greer

Name of the Holding Company Director and Official

Chairman of the Board, CEO and President

Title of the Holding Company Director and Official

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.

First National Financial Corporation

Legal Title of Holding Company

120 Town Sqaure

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

Manchester

KY

40962

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

William Lucas Shepherd

EVP CFO COO

Name

Title

606-598-6111 ext 208

Area Code / Phone Number / Extension

606-598-1451

Area Code / FAX Number

shepherd@fnbmk.com

E-mail Address

www.fnb-manchester.com

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

Signature of Holding Company Director and Official

3-23-17

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
 C.I.

1427720

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

0=No	1=Yes	<u>0</u>
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In accordance with the General Instructions for this report
 (check only one),

- 1. a letter justifying this request is being provided along
 with the report
- 2. a letter justifying this request has been provided
 separately

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

For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

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City State Zip Code

Physical Location (if different from mailing address)

Form FR Y-6
First National Financial Corporation
120 Town Square
Manchester, Kentucky 40962
Fiscal Year Ending December 31, 2016

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 **12/31/2016**. Data reflects information that was received and processed through **01/10/2017**.

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 SQUARE	MANCHESTER	KY	40962	CLAY	UNITED STATES	1750	0	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	

Branches that have been closed:

31-Jul-16	31-Jul-16	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	CLOSED
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REPORT ITEM 3: SHAREHOLDERS

Jerry/Carolyn Greer East Bernstadt, Ky. /US	USA	1810.34	15.775%
Jerry or Carolyn Greer Right of Survivorship East Bernstadt, KY /US	USA	273	2.379%
Randell/Brenda Greer London, KY /US	USA	1258.34	10.965%
Rex Greer/Peggy Greer London, KY /US	USA	2959.66	25.791%

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	DIRECTOR	DIRECTOR FNB Manchester	None	0.087%	NONE	NONE
JAMES DOBSON MANCHESTER, KY/US	RETIRED	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%
JERRY GREER/CAROLYN GREER EAST BERNSTADT, KY/US	CONTRACTOR	DIRECTOR	DIRECTOR FNB Manchester	DIRECTOR-CVNB/CVFC DIRECTOR- JASPER IRON & METAL, INC. JASPER IRON AND METAL, INC - DIRECTOR G AND G FARMS - PARTNER Tri G Contractors -Member Cumberland Valley Title Co. -Director	18.154%	None	G AND G FARMS - PARTNERSHIP 25%
REX GREER/PEGGY GREER LONDON, KY/US	CONTRACTOR	DIRECTOR Chairman of Board	DIRECTOR Chairman of Board FNB Manchester President & CEO	JASPER IRON AND METAL INC. - DIRECTOR Tri G Contractors - Member G and G Farms Partner RPG - Manager	25.791%	None	G AND G FARMS - PARTNERSHIP 25%
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%
RANDELL GREER/BRENDA GREER LONDON, KY/US	RETIRED	NONE	NONE	NONE	10.965%	NONE	NONE
LUCAS SHEPHERD LONDON, KY/US	CFO/COO	NONE	CFO COO	NONE	0.000%	NONE	NONE