

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.

I, Rex Garth Greer

Name of the Holding Company Director and Official

Chairman of the Board, 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.

*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.*

Signature of Holding Company Director and Official

3/21/19

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. \_\_\_\_\_

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

December 31, 2018

Month / Day / Year

None

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

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

<u>Manchester</u>	<u>KY</u>	<u>40962</u>
City	State	Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

William Lucas Shepherd SEVP CEO

Name Title

606-598-6111 1208

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

Is confidential treatment requested for any portion of this report submission?  0=No  1=Yes 0

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.*

<p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical Location (if different from mailing address)</p> <hr/>	<p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical Location (if different from mailing address)</p> <hr/>
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**Form FR Y-6**  
**First National Financial Corporation**  
**120 Town Square**  
**Manchester, Kentucky 40962**  
**Fiscal Year Ending December 31, 2018**

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). The depository institution is held by FIRST NATIONAL FINANCIAL CORPORATION (1427220) of MANCHESTER, KY. The data are as of 12/31/2018. Data reflects information that was received and processed through 09/21/2019.

**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 the 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 branch listed 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 UNIFORM, 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 UNIFORM	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	303128	COMMON BRANCH	403 NORTH MAIN STREET	LONDON	KY	40301	LADDER	UNITED STATES	186724	4	FIRST NATIONAL BANK OF MANCHESTER, THE	719610		
OK		Full Service	228111	MANCHESTER SQUARE BRANCH	401 SOUTH MAIN ST	MANCHESTER	KY	40962	CLAY	UNITED STATES	189350	2	FIRST NATIONAL BANK OF MANCHESTER, THE	719610		
OK		Full Service	109411	NORTH MANCHESTER BRANCH	421 MONMOUTH ROAD	MANCHESTER	KY	40962	CLAY	UNITED STATES	189929	1	FIRST NATIONAL BANK OF MANCHESTER, THE	719610		
Branches that have been closed:																
	31-04-2018	31-04-2018	Full Service	1447220	PARK VALLEY BRANCH	145 HIGHWAY 412 & GARRARD SHOPPING CENTER	GARRARD	KY	40941	CLAY	UNITED STATES	183931	3	FIRST NATIONAL BANK OF MANCHESTER, THE	719610	CLOSED

**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	2599.66	22.654%

**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/CVPC 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	22.654%	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