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.

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.

Robert D. Jones
Name of the Holding Company Director and Official
CEO
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
03/05/2014
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 1071409
C.I.

Date of Report (top-tier holding company's fiscal year-end):
12/31/2013
Month / Day / Year

Reporter's Name, Street, and Mailing Address
First National London Bankshares Corporation
P. O. Box 100
(Mailing Address of the Holding Company) Street / R.O. Box
London Ky 40743-0100
City State Zip Code

Physical location (if different from mailing address)
202 South Main Street

Person to whom questions about this report should be directed:
Linda L. Emery Sr. VP/CFO/Cashier (Bank)
Name Title
606-877-2246
Area Code / Phone Number / Extension
606-878-9467
Area Code / FAX Number
lemery@fnblondonky.com
E-mail Address
www.fnblondonky.com (Bank)
Address (URL) for the Holding Company's web page

Does the reporter request confidential treatment for any portion of this submission?
☐ Yes Please identify the report items to which this request applies:
☐ No

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."

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

12/2012
Report Item #2 Organization Chart

FIRST NATIONAL LONDON BANKSHARES CORPORATION
LONDON, KENTUCKY
INCORPORATED IN KENTUCKY

FIRST NATIONAL BANK AND TRUST
LONDON, KENTUCKY
INCORPORATED IN KENTUCKY
100%
Results: A list of branches for your depository institution: FIRST NATIONAL BANK AND TRUST (ID: REG: 7717613).
This depository institution is held by FIRST NATIONAL LONDON BANKSHARES CORPORATION (0071409) of LONDON, KY.
The data are as of 12/31/2013. Data reflects information that was received and processed through 03/01/2014.

Reconciliation and Verification Notes
1. In the Date 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 Date Action column.
Change: If the branch information is incorrect or incomplete, revise the data, enter “Change” in the Date 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 Date 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 Date Action column.
Add: If a reportable branch is missing, insert a new row, add the branch data, and enter “Add” in the Date 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:
The FR Y-90 reporting requirements must also submit FR Y-90 Domestic Branch Schedules for each branch with a Data Action of Change, Close, Delete, or Add.
The FR Y-90 report may be submitted in a hardcopy format or via the FR Y-90 Online application - https://yt0online.federalreserve.gov.

* FDIC UNINUM, Office Number, and ID REGID columns are for reference only. Verification of these values is not required.

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID, REGID</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FDIC UNINUM</th>
<th>Office Number</th>
<th>Head Office</th>
<th>Head Office ID, REGID</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td>01/31/2014</td>
<td>Full Service</td>
<td>21713</td>
<td>FIRST NATIONAL BANK AND TRUST</td>
<td>200 SOUTH MARK STREET</td>
<td>LONDON</td>
<td>KY</td>
<td>40742</td>
<td>LAUREL</td>
<td>UNITED STATES</td>
<td>7717613</td>
<td>0071409</td>
<td>FIRST NATIONAL BANK AND TRUST</td>
<td>7717613</td>
<td></td>
</tr>
<tr>
<td>Close</td>
<td>01/31/2014</td>
<td>Full Service</td>
<td>21211</td>
<td>SOUTH LAUREL BRANCH</td>
<td>7713 WEST CUMBERLAND GAP PARKWAY</td>
<td>CONNERSVILLE</td>
<td>KY</td>
<td>40742</td>
<td>LAUREL</td>
<td>UNITED STATES</td>
<td>7717613</td>
<td>0071409</td>
<td>FIRST NATIONAL BANK AND TRUST</td>
<td>7717613</td>
<td></td>
</tr>
<tr>
<td>Delete</td>
<td>01/31/2014</td>
<td>Full Service</td>
<td>21015</td>
<td>LAUREL SHOPPING PLAZA BRANCH</td>
<td>611 N. MAIN STREET</td>
<td>LONDON</td>
<td>KY</td>
<td>40742</td>
<td>LAUREL</td>
<td>UNITED STATES</td>
<td>7717613</td>
<td>0071409</td>
<td>FIRST NATIONAL BANK AND TRUST</td>
<td>7717613</td>
<td></td>
</tr>
<tr>
<td>Add</td>
<td>01/31/2014</td>
<td>Full Service</td>
<td>21302</td>
<td>MARKETPLACE BRANCH</td>
<td>1720 HIGHWAY 195 WEST</td>
<td>LONDON</td>
<td>KY</td>
<td>40742</td>
<td>LAUREL</td>
<td>UNITED STATES</td>
<td>7717613</td>
<td>0071409</td>
<td>FIRST NATIONAL BANK AND TRUST</td>
<td>7717613</td>
<td></td>
</tr>
</tbody>
</table>
Report Item 3: Shareholders

<table>
<thead>
<tr>
<th>(1)a Name &amp; Address</th>
<th>(1)b Country of Citizenship or Incorporation</th>
<th>(1)c Number and Percentage of Each Class of Voting Securities</th>
</tr>
</thead>
<tbody>
<tr>
<td>Randell Brewer</td>
<td>USA</td>
<td>7495 - 12.56% Common Stock</td>
</tr>
<tr>
<td>George Humfleet</td>
<td>USA</td>
<td>5901 - 9.89% Common Stock</td>
</tr>
<tr>
<td>Delford McKnight</td>
<td>USA</td>
<td>4440 - 7.44% Common Stock</td>
</tr>
</tbody>
</table>

Shareholders not listed in (1)(a) through (1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12/31/2013.

Form FR Y-4
December 31, 2013
### Report Item 4: Insiders

<table>
<thead>
<tr>
<th>(1) Name &amp; Address (City, State, Country)</th>
<th>(2) Principal Occupation Other than with Bank Holding Company</th>
<th>(3a) Title &amp; Position with Bank Holding Company</th>
<th>(3b) Title &amp; Position with Subsidiary (include names of subsidiaries)</th>
<th>(4a) Percentage of Voting Shares in Bank Holding Company</th>
<th>(4b) Percentage of Voting Shares in Subsidiary (include names of subsidiaries)</th>
<th>(5a) List names of other companies (include partnerships) if 5% or more of voting securities are held</th>
<th>(5b) List names of companies and percentage of voting securities held</th>
</tr>
</thead>
<tbody>
<tr>
<td>Charles Range London, Ky.</td>
<td>Chairman &amp; Supply Store &amp; Farming</td>
<td>Director</td>
<td>President - Range Supply</td>
<td>3,773,046% - 2,561 shares</td>
<td>None</td>
<td>Range - Farm Supply 60%</td>
<td>None</td>
</tr>
<tr>
<td>Rance Foster London, Ky.</td>
<td>Insurance Agent</td>
<td>Chairman</td>
<td>Director</td>
<td>12,543,73% - 748 shares</td>
<td>None</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>Thurman Glenn Gables London, Ky.</td>
<td>Banker</td>
<td>Director</td>
<td>Director</td>
<td>0.99220% - 55 shares</td>
<td>None</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>Kenneth R. James London, Ky.</td>
<td>Real Estate Developer</td>
<td>President</td>
<td>Director</td>
<td>4,356,63% - 2600 shares</td>
<td>None</td>
<td>JLL Enterprises 50%</td>
<td>None</td>
</tr>
<tr>
<td>Thomas L. James London, Ky.</td>
<td>Attorney</td>
<td>Director</td>
<td>Director</td>
<td>0.60232% - 300 shares</td>
<td>None</td>
<td>2% J. James Properties Inc</td>
<td>None</td>
</tr>
<tr>
<td>Robert D. Jones London, Ky.</td>
<td>Banker</td>
<td>CEO</td>
<td>Director - President</td>
<td>0.10056% - 80 shares</td>
<td>None</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>Craig Mullins London, Ky.</td>
<td>Contractor Salesman</td>
<td>Director</td>
<td>Managing Member Craig</td>
<td>1.6254% - 967.33 shares</td>
<td>None</td>
<td>Craig Mullins Construction LLC 50%</td>
<td>Mullins Construction LLC 50%</td>
</tr>
<tr>
<td>David McCowen London, Ky.</td>
<td>Owner Retail Jewelry Store</td>
<td>Director</td>
<td>President Sanquid</td>
<td>1.8103% - 1080 shares</td>
<td>None</td>
<td>Range Jewelry Inc 50%</td>
<td>MIA Properties LLC 50%</td>
</tr>
<tr>
<td>defender McNight London, Ky.</td>
<td>Real Estate Developer</td>
<td>Director</td>
<td>Managing Member London - 3%</td>
<td>7.4432% - 4440 shares</td>
<td>None</td>
<td>CCI Inc 4%</td>
<td>London Properties LLC 50%</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>Properties LLC</td>
<td></td>
<td></td>
<td>Range Jewelers FLP LTD 43.2%</td>
<td>Range Jewelers FLP LTD 43.2%</td>
</tr>
</tbody>
</table>