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.

I. 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
03/24/2015

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, 2014

Month / Day / Year

NA

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

Reporter’s Name, Street, and Mailing Address
First National London Bankshares Corporation
P. O. Box 100
London KY 40743-0100
City State Zip Code

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

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 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:
☐ 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

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, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

10/2014
FIRST NATIONAL LONDON BANKSHARES CORPORATION
LONDON, KENTUCKY
Incorporated in Kentucky

FIRST NATIONAL BANK & TRUST
LONDON, KENTUCKY
100%
Results: A list of branches for your depository institution: FIRST NATIONAL BANK AND TRUST (ID_RSSD: 71753).
This depository institution is held by FIRST NATIONAL LONDON BANKSHARES CORPORATION (ID: 1071409) of LONDON, KY.
The data are as of 12/30/2004. Data reflects information that was received and processed through 01/07/2005.

Recue/Rejection 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 closed or closed, enter 'Close' in the Data Action column and the date of closure 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 new 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 hard 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.

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID_RSSD</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>FRB CLN/NUM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID_RSSD*</th>
<th>Head Office ID_RSSD*</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td>12/30/2004</td>
<td>Full Service (Head Office)</td>
<td>7753013</td>
<td>FIRST NATIONAL BANK AND TRUST</td>
<td>275 SOUTH MAIN STREET</td>
<td>LONDON</td>
<td>KY</td>
<td>40741</td>
<td>LAUREL</td>
<td>UNITED STATES</td>
<td>120730</td>
<td>71753</td>
<td>FIRST NATIONAL BANK AND TRUST</td>
<td>71753</td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>12/30/2004</td>
<td>Full Service</td>
<td>1049110</td>
<td>SOUTH LAUREL BRANCH</td>
<td>753 WEST CLARETOWN GAP PARKWAY</td>
<td>CORBIN</td>
<td>KY</td>
<td>40730</td>
<td>LAUREL</td>
<td>UNITED STATES</td>
<td>120730</td>
<td>71753</td>
<td>FIRST NATIONAL BANK AND TRUST</td>
<td>71753</td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>12/30/2004</td>
<td>Full Service</td>
<td>2260353</td>
<td>LAUREL SHOPPING PLAZA BRANCH</td>
<td>1801 N. MAIN STREET</td>
<td>LONDON</td>
<td>KY</td>
<td>40741</td>
<td>LAUREL</td>
<td>UNITED STATES</td>
<td>120730</td>
<td>71753</td>
<td>FIRST NATIONAL BANK AND TRUST</td>
<td>71753</td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>12/30/2004</td>
<td>Full Service</td>
<td>2149953</td>
<td>MARKETPLACE BRANCH</td>
<td>1390 HIGHWAY 150 WEST</td>
<td>LONDON</td>
<td>KY</td>
<td>40741</td>
<td>LAUREL</td>
<td>UNITED STATES</td>
<td>120730</td>
<td>71753</td>
<td>FIRST NATIONAL BANK AND TRUST</td>
<td>71753</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
### Report Item 3: Shareholders

(1)a (1)b (1)c (2)a (2)b (2)c

<table>
<thead>
<tr>
<th>(1)a Name &amp; Address (City, State, Country)</th>
<th>(1)b Country of Citizenship or Incorporation</th>
<th>(1)c Number and percentage of Each Class of Voting Securities</th>
<th>(2)a Name &amp; Address (City, State, Country)</th>
<th>(2)b Country of Citizenship or Incorporation</th>
<th>(2)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>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>George Humfleet</td>
<td>USA</td>
<td>5901 - 9.89% Common Stock</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Delford McKnight</td>
<td>USA</td>
<td>4440 - 7.44% Common Stock</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-14 & also during fiscal year ending 12/31/2014

Shareholders not listed in (3)(1)a through 3(1)c that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12/31/2014

Form FR Y-6
December 31, 2014
<table>
<thead>
<tr>
<th>(1) Name(s) and Address</th>
<th>(2) Occupation</th>
<th>(3a) Title &amp; Position with Bank Holding Company</th>
<th>(3b) Title &amp; Position with Subsidiaries (include names of other businesses)</th>
<th>(4a) Percentage of Voting Shares in Subsidiaries (include names of other businesses)</th>
<th>(4b) Percentage of Voting Shares in Subsidiaries (include names of other businesses)</th>
<th>(4c) Other (List names of other companies (includes partnerships) if 25% or more of voting securities are held)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Randall Brewer</td>
<td>Retired Insurance Agent</td>
<td>Chairman</td>
<td>Director &amp; Chairman of Board - First National Bank &amp; Trust</td>
<td>None</td>
<td>12.56475% - 7495 shares</td>
<td>None</td>
</tr>
<tr>
<td>Thuman Glenn Caleb</td>
<td>Banker</td>
<td>Director</td>
<td>Director of First National Bank % Trust</td>
<td>None</td>
<td>0.09220% - 55 shares</td>
<td>None</td>
</tr>
<tr>
<td>Kenneth R. James</td>
<td>Real Estate Developer</td>
<td>President</td>
<td>Director of First National Bank &amp; Trust</td>
<td>J&amp;J Enterprises</td>
<td>4.35868% - 2600 shares</td>
<td>None</td>
</tr>
<tr>
<td>Thomas L. Jensen</td>
<td>Judge</td>
<td>Director</td>
<td>Vice President of Jensen Properties Inc</td>
<td>None</td>
<td>0.50292%-300 Shares</td>
<td>25% Jensen Properties Inc</td>
</tr>
<tr>
<td>Robert D. Jones</td>
<td>Banker</td>
<td>CEO</td>
<td>Director - President - CEO of First National Bank &amp; Trust</td>
<td>None</td>
<td>0.10058% - 60 shares</td>
<td>None</td>
</tr>
<tr>
<td>Craig Mullins</td>
<td>Contractor</td>
<td>Director</td>
<td>Managing Member Craig</td>
<td>None</td>
<td>1.62164% - 967 33 shares</td>
<td>Craig Mullins Const LLC 50%</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>Mullins Const LLC</td>
<td>George Humfleet Ent. dba Humfleet Furniture</td>
<td></td>
<td></td>
</tr>
<tr>
<td>David McCowan</td>
<td>Owner Retail Jewelry Store Heavy</td>
<td>Director</td>
<td>President Bonewitz</td>
<td>None</td>
<td>1.81053% - 1080 shares</td>
<td>Bonewitz Jewelry Inc 50%</td>
</tr>
<tr>
<td></td>
<td>Equipment Salesman</td>
<td></td>
<td>Jewelry Inc</td>
<td>MIA Properties LLC 50%</td>
<td></td>
<td>MIA Properties LLC 50%</td>
</tr>
<tr>
<td>Deford McKnight</td>
<td>Real Estate Developer</td>
<td>Director</td>
<td>President OMC Inc</td>
<td>None</td>
<td>7.44329% - 4440 shares</td>
<td>OMC Inc 50%</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>OMC Properties LLC</td>
<td>London Properties LLC 50%</td>
<td></td>
<td>London Properties LLC 50%</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>General Partner Dual Mac LTD</td>
<td>McInroy &amp; Associates Inc 40 19%</td>
<td></td>
<td>McInroy &amp; Associates Inc 40 19%</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>Managing General Partner</td>
<td></td>
<td></td>
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<tr>
<td></td>
<td></td>
<td></td>
<td>Rosedale FLP LTD</td>
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<td></td>
<td></td>
<td></td>
<td>President McKnight &amp; Associates</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>