Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(a)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844(c)(1)(A)); sections 6(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.

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 an LLC, see the General Instructions for the authorized individual who 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.

Date of Signature
03/31/2017

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
R RSSD ID
C.I.

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

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."

Date of Report (top-tier holding company's fiscal year-end):
December 30, 2016
Month / Day / Year

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

Reporter’s Name, Street, and Mailing Address

First National London Banksshares Corporation
Legal Title of Holding Company

PO Box 100
(Mailing Address of the Holding Company) Street / P.O. Box

London KY 40743-0100
City State Zip Code

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

Person to whom questions about this report should be directed:

Tammy Robinson
Name
VP/Controller
Title

606-877-2247
Area Code / Phone Number / Extension

606-878-9487
Area Code / FAX Number

trobinson@fnblondonky.com
E-mail Address

www.fnblondonky.com
Address (URL) for the Holding Company’s web page

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.56 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.

12/2016
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.

First National London Bankshares Corporation

PO Box 100

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

London KY 40743

City State Zip Code

Physical Location (if different from mailing address)

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)

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

City State Zip Code

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

City State Zip Code

Physical Location (if different from mailing address)

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)

12/2012
FIRST NATIONAL LONDON BANKSHARES CORPORATION
LONDON, KENTUCKY

State of Incorporation: Kentucky

LEI: N/A

FIRST NATIONAL BANK & TRUST
LONDON, KENTUCKY

100%
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.

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 UNNUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

<table>
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<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID</th>
<th>RSSD*</th>
<th>Popular Name</th>
<th>Service Terminal</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FDIC UNNUM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID</th>
<th>RSSD*</th>
<th>Comments</th>
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<td>Full Service</td>
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<td>775 WEST CUMBERLAND GAP PARKWAY</td>
<td>CORBIN</td>
<td>KY</td>
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<td>1811 N. MAIN STREET</td>
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<td>MARKETPLACE BRANCH</td>
<td>1797 HIGHWAY 192 WEST</td>
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<td>(1)a Name &amp; Address (City, State, Country)</td>
<td>(1)b Country of Citizenship or Incorporation</td>
<td>(1)c Number and Percentage of Each Class of Voting Securities</td>
<td>(2)a Name &amp; Address (City, State, Country)</td>
<td>(2)b Country of Citizenship or Incorporation</td>
<td>(2)c Number and Percentage of Each Class of Voting Securities</td>
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<td>Randell Brewer</td>
<td>USA</td>
<td>7495 - 12.74% Common Stock</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
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<td>George Humfleet</td>
<td>USA</td>
<td>5901- 10.03% Common Stock</td>
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<td>Delford McKnight</td>
<td>USA</td>
<td>4440 - 7 54% Common Stock</td>
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<td>Names &amp; Address</td>
<td>(2) Principal Principal with Other Principal with Bank Principal with Bank</td>
<td>(3) Title &amp; Position Title &amp; Position Title &amp; Position with Subsidiaries</td>
<td>(4) Percentage of Percentage of Percentage of Voting Voting Shares in Voting Shares in Voting Shares in</td>
<td>(4)c List names of other List names of companies (includes List names of companies (includes companies and partnerships) if 25% partnerships) if 25% more of voting more of voting securities are held securities are held securities are held</td>
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<td>Randell Brewer</td>
<td>Retired Insurance Agent Director &amp; Chairman of Board - First National</td>
<td>None</td>
<td>12.742047% - 7495 shares</td>
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<td>Thurman Glenn Caleb</td>
<td>Banker Director</td>
<td>Director of First National Bank % Trust</td>
<td>0.093504% - 55 shares</td>
<td>None</td>
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<td>Kenneth R James</td>
<td>Real Estate Developer President Director of First National Bank</td>
<td>J&amp;J Enterprises President</td>
<td>4.420190% - 2600 shares</td>
<td>J&amp;J Enterprises 50%</td>
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<tr>
<td>Robert D Jones</td>
<td>Banker CEO Secretary Treasurer Director - President CEO First National</td>
<td>None</td>
<td>0.102004% - 60 shares</td>
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<tr>
<td>Craig Mullins</td>
<td>Contractor Director</td>
<td>Director of First National Bank &amp; Trust</td>
<td>1.644531% - 967.33 shares</td>
<td>Craig Mullins Const LLC 50% George Humfleet Ent. Inc dba Humfleet Furniture 50%</td>
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<tr>
<td>David McCowan</td>
<td>Owner Retail Jewelry Store Owner Retail Jewelry Store</td>
<td>Director of First National Bank &amp; Trust</td>
<td>1.836076% - 1080 shares</td>
<td>Banquelle's Jewelry Inc 50% MIA Properties LLC 50% Madison Square LLC 50%</td>
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<tr>
<td>Delford McKnight</td>
<td>Real Estate Developer Director of First National Bank</td>
<td>President OMC Inc Managing Member London Properties LLC Managing General Partner Dual Mac LTD Managing General Partner - none 7.548324% - 4440 shares</td>
<td>7.548324% - 4440 shares</td>
<td>OMC Inc 50% London Properties LLC 50% Rosedale FLP LTD 43.63% McKnight &amp; Associates Inc 40.19% Dual Mac LTD 18%</td>
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