

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) of the Bank Holding Company Act (12 U.S.C. § 1844(c)(1)); section 10(b)(2) of the Home Owners' Loan Act (12 U.S.C. § 1467a(b)(2)); sections 102(a)(1), 165, and 618 of the Dodd-Frank Wall Street Reform and Consumer Protection Act (12 U.S.C. §§ 5311(a)(1), 5365, and 1850a(c)(1)); and sections 8(a) and 13(a) of the International Banking Act of 1978 (12 U.S.C. §§ 3106(a) and 3108(a)). 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, 2023

Month / Day / Year

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

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 CEO

Name Title

606-598-6111

Area Code / Phone Number / Extension

606-878-0103

Area Code / FAX Number

shepherd@fnbmky.com

E-mail Address

www.fnmbank.com

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

I, Rex Greer

Name of the Holding Company Director and Official

President and Chairman

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]

Signature of Holding Company Director and Official

3/7/24

Date of Signature

For Federal Reserve Bank Use Only

RSSD ID _____
 C.I. _____

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."

Report Item 1: Annual Report to Shareholders

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

Checklist

The checklist below is provided to assist the holding company in filing all the necessary responses and verifying changes from the prior year to the various report items. The completed checklist should be submitted with the report. Please see section A of the General Instructions for additional guidance.

Verification of Changes

All Reporters must respond to the following questions by checking the Yes or No box below, as appropriate.

Did the holding company have changes to any reportable FR Y-6 items (2a, 2b, 3, or 4) from the prior year?

- Yes No

If checked Yes, complete the remaining checklist for Report Items 2a, 2b, 3, and 4. For each Report Item, indicate whether there are changes from the prior year by checking Yes or No below. See section A of the General Instructions for additional information.

Report Item 2a: Organization Chart

- Yes No

If checked Yes, the Reporter must submit the organization chart as specified in Report Item 2.a instructions.

Report Item 2b: Domestic Branch Listing

- Yes No

If checked Yes, the Reporter must submit the domestic branch listing as specified in Report Item 2.b instructions.

Report Item 3: Securities Holders

- Yes No

If checked Yes, the Reporter must submit the information as specified in Report Item 3 instructions.

Report Item 4: Insiders

- Yes No

If checked Yes, the Reporter must submit the information as specified in Report Item 4 instructions.

Results: A list of branches for your depository institution: FIRST NATIONAL BANK OF MANCHESTER, THE (ID: 8550; T19439)
 This depository institution is held by FIRST NATIONAL FINANCIAL CORPORATION (1417222) of MANCHESTER, KY
 The data are as of 12/31/2023. Data reflects information that was required and answered through 01/04/2024.

Revisions/Correction and Verification Dates

For the December 2023 instructions, the following should be followed if there were changes to your domestic branch listing over the prior reporting year. Please use the FR Y-10 instructions for further detail.

Note: If a Y-10 was submitted during the fiscal year and the change is reflected below, enter "01" in the Data Action column.

1. If 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.

Action

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 reportable branch is missing, insert a new 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 spreadsheet to MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

Submission Frequency

Whenever a FR Y-10 is filed, send a hard copy to your FRB contact, if applicable. See the detailed instructions on this site for more information.

If you are e-filing this to your FRB contact, put your institution name, city and state in the subject line of the email.

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://www.frb.org/branches>

* FIC NUMBER, Office Number, and ID: BSSD columns are for reference only. Verifications of these values is not required.

Data Action	Effective Date	Branch Name	Branch ID	Federal Agency	Street Address	City	State	Zip Code	Country	Company	FIC# (MINIMUM)	Office Number*	Head Office	Head Office ID: BSSD*	Comments
OK		Full Service Head Office	719439	FIRST NATIONAL BANK OF MANCHESTER, THE	1100 ZION BRANCH RD	MANCHESTER	KY	40360	USA	UNITED STATES	Not Required	Not Required	FIRST NATIONAL BANK OF MANCHESTER, THE	719439	
OK		Full Service	555137	FIRST NATIONAL BANK OF MANCHESTER, THE	1221 WEST FIFTH STREET	LONDON	KY	40343	USA	UNITED STATES	Not Required	Not Required	FIRST NATIONAL BANK OF MANCHESTER, THE	719439	
OK		Full Service	226132	FIRST NATIONAL BANK OF MANCHESTER, THE	JAMES MADON PARKWAY & HIGHWAY 431/60	MANCHESTER	KY	40362	USA	UNITED STATES	Not Required	Not Required	FIRST NATIONAL BANK OF MANCHESTER, THE	719439	
OK		Full Service	586496	FIRST NATIONAL BANK OF MANCHESTER, THE	2705 S HWY 431	MANCHESTER	KY	40360	USA	UNITED STATES	Not Required	Not Required	FIRST NATIONAL BANK OF MANCHESTER, THE	719439	

REPORT ITEM 3: SHAREHOLDERS

3(2) N/A

Name, City, State/Country	Country of Citizenship	Number of Securities	Percentage of Voting Securities Owned
Randell/Brenda Greer , London, KY /US	USA	1258.34	14.322%
Rex Greer/Peggy Greer, London, KY/US	USA	2681.66	30.521%
Roy Whitehead, Manchester, KY/US	USA	490	5.577%

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	RETIRED	DIRECTOR	DIRECTOR FNB MANCHESTER	NONE	0.114%	NONE	NONE
LISA BUSTLE LONDON, KY/US	BUSINESS OWNE	DIRECTOR	DIRECTOR FNB MANCHESTER	L G DESIGN, LTD RPG	4.359%	NONE	L G DESIGN, LTD 100% RPG 33.33%
JAMES DOBSON MANCHESTER, KY/US	RETIRED	DIRECTOR SECRETARY/TREASURER	DIRECTOR FNB MANCHESTER	DOBSON INVESTMENT PROPERTIES LLC PARK VALLEY GROUP	0.114%	NONE	DOBSON INVESTMENT PROPERTIES LLC 100% PARK VALLEY GROUP 50%
CHARLES GOINS MANCHESTER, KY/US	RETIRED	DIRECTOR	DIRECTOR FNB MANCHESTER	GOINS RENTAL LLC	2.276%	NONE	GOINS RENTAL, LLC 50%
JACOB GREER LONDON, KY/US	EMPLOYEE	DIRECTOR	SEVP,CTO DIRECTOR FNB MANCHESTER	NONE	2.561%	NONE	NONE
REX GREER/PEGGY GREER LONDON, KY/US	EMPLOYEE	DIRECTOR CHAIRMAN OF BOARD	CHAIR OF BOARD, PRESIDENT DIRECTOR FNB MANCHESTER	NONE	30.521%	NONE	NONE
DON RUSSELL ROBERTS MANCHESTER KY/US	ENGINEER	DIRECTOR	DIRECTOR FNB MANCHESTER	LOGOS ENGINEERING KENRAD CLAY GROUP	2.276%	NONE	LOGOS ENGINEERING 100% KENRAD 50% CLAY GROUP 50%
RANDELL GREER/BRENDA GREER LONDON, KY/US	RETIRED	NONE	NONE	NONE	14.322%	NONE	NONE
WILLIAM L SHEPHERD LONDON, KY/US	EMPLOYEE	DIRECTOR	SEVP,CEO DIRECTOR FNB MANCHESTER	NONE	2.504%	NONE	NONE
JANE GREER LONDON, KY/US	EMPLOYEE	DIRECTOR	EVP, REGIONAL PRESIDENT DIRECTOR FNB MANCHESTER	RPG	4.359%	NONE	RPG 33.33%
GREGORY G GREER LONDON, KY/US	CONSTRUCTION	DIRECTOR	DIRECTOR FNB MANCHESTER	JASPER RECYCLING RPG	4.361%	NONE	JASPER RECYCLING 100% RPG 33.33%
GARTH BUSTLE LONDON, KY/US	EMPLOYEE	DIRECTOR	CHIEF DEPOSITS OFFICER DIRECTOR FNB MANCHESTER	GWL B CONTRACTING, LLC	2.675%	NONE	GWL B CONTRACTING, LLC 100%
ALEXANDER LEWIS LONDON, KY/US	EMPLOYEE	DIRECTOR	REGIONAL PRESIDENT DIRECTOR FNB MANCHESTER	TRI-COUNTY ATM, LLC ALEX LEWIS HOMES, LLC ALEX LEWIS TRANSPORT, LLC	2.219%	NONE	TRI-COUNTY ATM, LLC 100% ALEX LEWIS HOMES, LLC 100% ALEX LEWIS TRANSPORT, LLC 100%