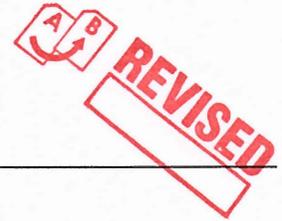


Board of Governors of the Federal Reserve System



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)); 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.

This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan 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.

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)

I, Thomas Bates Jr.

Name of the Holding Company Director and Official

Executive Vice President and COO

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.

Reporter's Name, Street, and Mailing Address

Legends Financial Holdings, Inc.

Legal Title of Holding Company

310 N. First Street

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

Clarksville

TN

37040

City

State

Zip Code

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.

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Lee Pedigo

SVP & CFO

Name

Title

931-503-1234

Area Code / Phone Number / Extension

931-648-9299

Area Code / FAX Number

lpedigo@legendsbank.com

E-mail Address

NA

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

Thomas Bates Jr.
Signature of Holding Company Director and Official
3-26-2015

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.

3100349

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

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.

<hr/> Legal Title of Subsidiary Holding Company <hr/> <hr/> (Mailing Address of the Subsidiary Holding Company) Street / P.O. Box <hr/> <hr/> City State Zip Code <hr/> <hr/> Physical Location (if different from mailing address) <hr/> <hr/>	<hr/> Legal Title of Subsidiary Holding Company <hr/> <hr/> (Mailing Address of the Subsidiary Holding Company) Street / P.O. Box <hr/> <hr/> City State Zip Code <hr/> <hr/> Physical Location (if different from mailing address) <hr/> <hr/>
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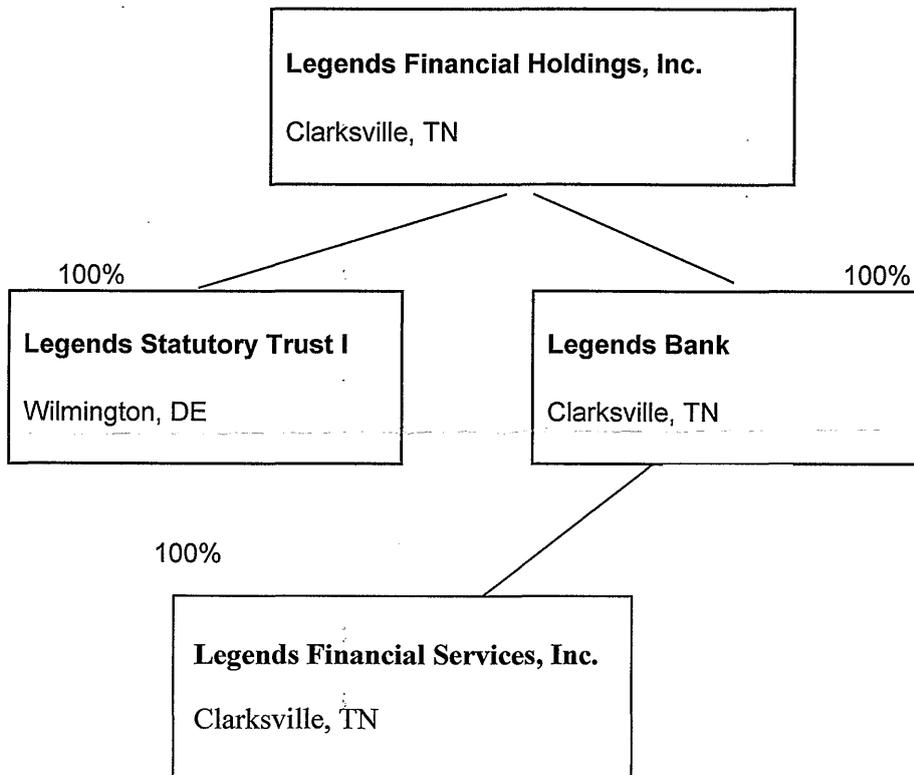
Form FR Y-6

Legends Financial Holdings, Inc.
Clarksville, Tennessee
Fiscal Year Ending December 31, 2014

Report Item 1: Annual Report to Shareholders

The company does not report to the SEC. We do prepare an annual shareholder newsletter. A copy will be sent under separate cover when produced.

Report Item 2a: Organizational Chart



<u>Entity</u>	<u>State of Incorporation</u>
Legends Financial Holdings, Inc	Tennessee
Legends Bank	Tennessee
Legends Financial Services, Inc.	Tennessee
Legends Statutory Trust I	Delaware

Report Item 2b: Submitted early via email on 3/23/2015.

3: Shareholders

See attached sheet

4: Insiders

See attached sheet

Results: A list of branches for your holding company: LEGENDS FINANCIAL HOLDINGS, INC. (3100349) of CLARKSVILLE, TN.
The data are as of 12/31/2014. Data reflects information that was received and processed through 01/07/2015.

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.

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 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 UNINUM, 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 UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	2745426	LEGENDS BANK	310 NORTH FIRST STREET	CLARKSVILLE	TN	37040	MONTGOMERY	UNITED STATES	62055	0	LEGENDS BANK	2745426	
OK		Full Service	3727568	NASHVILLE BRENTWOOD BRANCH	157 FRANKLIN ROAD	BRENTWOOD	TN	37027	WILLIAMSON	UNITED STATES	474171	10	LEGENDS BANK	2745426	
OK		Full Service	2795113	BEACHAVEN BRANCH	1950 MADISON STREET	CLARKSVILLE	TN	37043	MONTGOMERY	UNITED STATES	362182	2	LEGENDS BANK	2745426	
OK		Full Service	3180499	DOVER CROSSING BRANCH	140 DOVER CROSSING ROAD	CLARKSVILLE	TN	37042	MONTGOMERY	UNITED STATES	419019	3	LEGENDS BANK	2745426	
OK		Full Service	3370647	EAGLE BRANCH	1814 TINY TOWN ROAD	CLARKSVILLE	TN	37042	MONTGOMERY	UNITED STATES	441946	8	LEGENDS BANK	2745426	
OK		Full Service	2985035	SAINT BETHLEHEM BRANCH	2120 WILMA RUDOLPH BOULEVARD	CLARKSVILLE	TN	37040	MONTGOMERY	UNITED STATES	460582	9	LEGENDS BANK	2745426	
OK		Full Service	3228319	DOVER BRANCH	300 DONELSON PARKWAY	DOVER	TN	37058	STEWART	UNITED STATES	423241	7	LEGENDS BANK	2745426	
OK		Full Service	4464543	GREEN HILLS BRANCH	2213 CRESTMOOR ROAD	NASHVILLE	TN	37215	DAVIDSON	UNITED STATES	535366	11	LEGENDS BANK	2745426	

Handwritten initials/signature

Form FR Y-6
 Legends Financial Holdings, Inc.
 Fiscal year ending December 31, 2014

Report Item 3: Shareholders
 (1)(a)(b)(C) and (2)(a)(b)(C)

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12-31-14				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 12-31-14		
(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(C) Number and Percentage of Each Class of Voting Securities		(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(C) Number and Percentage of Each Class of Voting Securities
Billy P. Atkins Clarksville, Tennessee	U.S.A.	69,173	5.63% (common stock)	NONE		

Form FR Y-6
Legends Financial Holdings, Inc.
Fiscal Year Ending December 31, 2014

Report Item 4: Insiders

(1) (2) (3)(a)(b)(C) and (4)(a)(b)(C)

(1) Names & Addresses (City, State, Country)	(2) Principal Occupation -- other than BHC	(3)(a) Title & Position with BHC	(3)(b) Title & Position with Subsidiaries	(3)(C) Title & Position with other businesses	(4)(a) Perct of Voting Shares BHC	(4)(b) Perct of Voting Shares - Subs	(4)(C) List names of other companies
Billy Atkins Clarksville, TN USA	N/A	Director, Chairman, & President/CEO	Director, Chairman&CEO (Legends Bank) President (Legends Financial Services)	N/A	5.63%	None	N/A
Jill Ayers Clarksville, TN USA	Attorney	Director	Director/Vice Chairman (Legends Bank)	Partner Batson, Nolan, etc law firm	0.41%	None	23.4% Batson, Nolan, etc Law firm
Mark Barnett Clarksville, TN USA	Livestock Warehouse/ Farmer	Director	Director (Legends Bank)	1/3 Partner KY-TN Livestock	1.08%	None	1/3 Partner KY-TN Livestock
Tommy Bates Clarksville, TN USA	N/A	Director, EVP & COO	Director, President & COO (Legends Bank) Secretary/VP (Legends Financial Services)	N/A	3.25%	None	N/A
Ronnie Goad Clarksville, TN USA	Home builder	Director	Director (Legends Bank)	66% owner Goad Construction Co	2.38%	None	2/3 owner Goad Construction Co
Dick Littleton Palmyra, TN USA	Real Estate agent	Director	Director (Legends Bank)	N/A	1.32%	None	N/A
Pravin (Bob) Patel Clarksville, TN USA	Hotel/Motel operator	Director	Director (Legends Bank)	N/A	4.07%	None	N/A
Lee Pedigo Clarksville, TN USA	N/A	SVP/CFO	SVP & CFO (Legends Bank) CFO (Legends Financial Services)	N/A	0.32%	None	N/A
Gene Washer Clarksville, TN USA	Retired	Director	Director (Legends Bank)	N/A	1.65%	None	N/A
Doug Weiland Clarksville, TN USA	Retired	Director	Director (Legends Bank)	N/A	0.69%	None	N/A