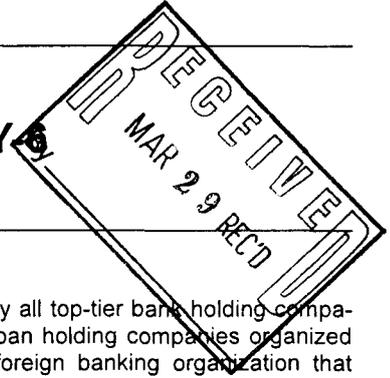


Board of Governors of the Federal Reserve System



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):

12/31/12

Month / Day / Year

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

City

TN

State

37040

Zip Code

Physical location (if different from mailing address)

1. Billy P. Atkins
Name of the Holding Company Director and Official

Chairman, President & 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.

Person to whom questions about this report should be directed:

Lee Pedigo

Name

SVP & CFO

Title

931-503-1234

Area Code / Phone Number / Extension

931-648-9299

Area Code / FAX Number

lpedigo@legendsbank.com

E-mail Address

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 of the report concerning that individual.

[Signature]
Signature of Holding Company Director and Official

www.legendsbank.com

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

Date of Signature

3/26/13

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 - rec
- is not prepared

For Federal Reserve Bank Use Only

RSSD ID 3100349
C.I. _____

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

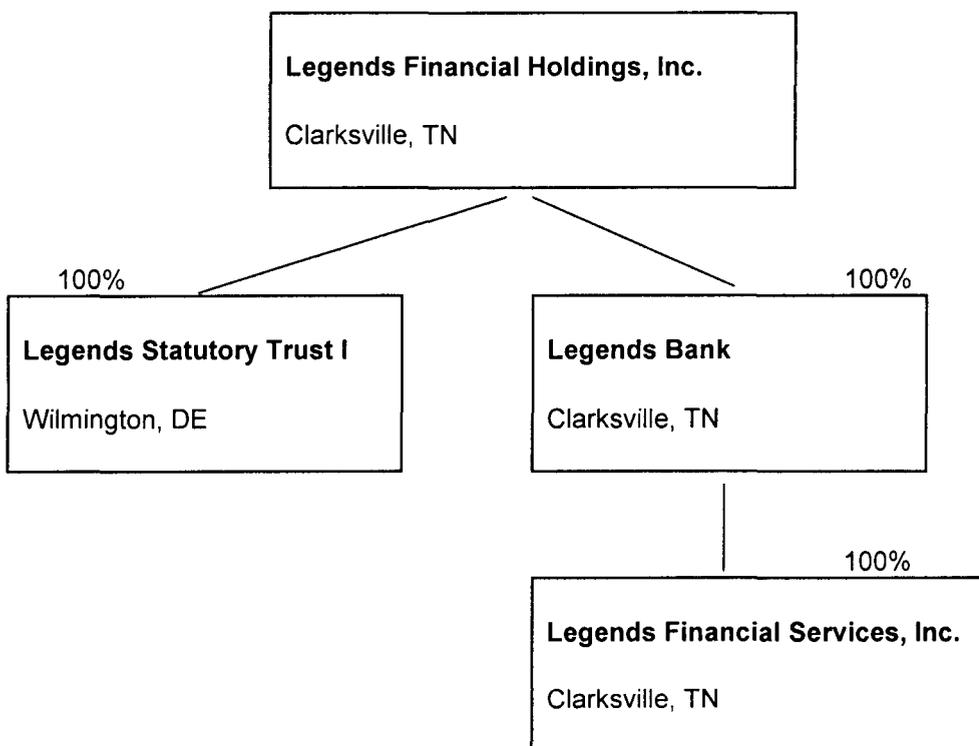
Form FR Y-6

Legends Financial Holdings, Inc.
Clarksville, Tennessee
Fiscal Year Ending December 31, 2012

Report Item 1: Annual Report to Shareholders

Will be sent under separate cover.

Report Item 2a: Organizational Chart



Report Item 2b: Submitted early via email on 3/12/2013.

revised

<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 3/12/2013.

3: Shareholders

See attached sheet

4: Insiders

See attached sheet

Results: A list of branches for your depository institution: LEGENDS BANK (ID_RSSD: 2745426).
 This depository institution is held by LEGENDS FINANCIAL HOLDINGS, INC. (3100349) of CLARKSVILLE, TN.
 The data are as of 12/31/2012. Data reflects information that was received and processed through 02/24/2013.

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**

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
OK		Full Service (Head Office)	2745426	LEGENDS BANK	310 NORTH FIRST STREET	CLARKSVILLE	TN	37040
OK		Full Service	3727568	NASHVILLE BRENTWOOD BRANCH	157 FRANKLIN ROAD	BRENTWOOD	TN	37027
OK		Full Service	2795113	BEACHAVEN BRANCH	1950 MADISON STREET	CLARKSVILLE	TN	37043
OK		Full Service	3180499	DOVER CROSSING BRANCH	140 DOVER CROSSING ROAD	CLARKSVILLE	TN	37042

OK		Full Service	3370647	EAGLE BRANCH	1814 TINY TOWN ROAD	CLARKSVILLE	TN	37042
OK		Full Service	2985035	SAINT BETHLEHEM BRANCH	2120 WILMA RUDOLPH BOULEVARD	CLARKSVILLE	TN	37040
OK		Full Service	3228319	DOVER BRANCH	300 DONELSON PARKWAY	DOVER	TN	37058
: Sheila		Full Service	4464543	GREEN HILLS BRANCH	2213 CRESTMOOR ROAD	NASHVILLE	TN	37215

: column.

County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
MONTGOMERY	UNITED STATES	62055	0	LEGENDS BANK	2745426	
WILLIAMSON	UNITED STATES	474171	10	LEGENDS BANK	2745426	
MONTGOMERY	UNITED STATES	362182	2	LEGENDS BANK	2745426	
MONTGOMERY	UNITED STATES	419019	3	LEGENDS BANK	2745426	

MONTGOMERY	UNITED STATES	441946	8	LEGENDS BANK	2745426	
MONTGOMERY	UNITED STATES	460582	9	LEGENDS BANK	2745426	
STEWART	UNITED STATES	423241	7	LEGENDS BANK	2745426	
DAVIDSON	UNITED STATES	Not Required	Not Required	LEGENDS BANK	2745426	

Form FR Y-6
 Legends Financial Holdings, Inc.
 Fiscal year ending December 31, 2012

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 12-31-12				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 12-31-12		
(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.	68,951	5.35% (common stock)	NONE		

Form FR Y-6
Legends Financial Holdings, Inc.
Fiscal Year Ending December 31, 2012

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	N/A	Director, Chairman, & President/CEO	Director, Chairman&CEO (Legends Bank) President (Legends Financial Services)	N/A	5.35%	None	N/A
Jill Ayers Clarksville, TN	Attorney	Director	Director/Vice Chairman (Legends Bank)	Partner Batson, Nolan, etc law firm	0.32%	None	23.4% Batson, Nolan, etc Law firm
Mark Barnett Clarksville, TN	Livestock Warehouse/ Farmer	Director	Director (Legends Bank)	1/3 Partner KY-TN Livestock	1.00%	None	1/3 Partner KY-TN Livestock
Tommy Bates Clarksville, TN	N/A	Director, EVP & COO	Director, President & COO (Legends Bank) Secretary/VP (Legends Financial Services)	N/A	3.17%	None	N/A
Ronnie Goad Clarksville, TN	Home builder	Director	Director (Legends Bank)	66% owner Goad Construction Co	2.33%	None	2/3 owner Goad Construction Co
Dick Littleton Palmyra, TN	Real Estate agent	Director	Director (Legends Bank)	N/A	1.30%	None	N/A

Report Item 4: Insiders - Continued

(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
Pravin (Bob) Patel Clarksville, TN	Hotel/Motel operator	Director	Director (Legends Bank)	N/A	3.86%	None	N/A
Lee Pedigo Clarksville, TN	N/A	SVP/CFO	SVP & CFO (Legends Bank)	N/A	0.17%	None	N/A
Jan Roberts Clarksville, TN	N/A	SVP	SVP & Cashier (Legends Bank) Treasurer (Legends Financial Services)	N/A	2.76%	None	N/A
Gene Washer Clarksville, TN	Retired	Director	Director (Legends Bank)	N/A	1.54%	None	N/A
Doug Weiland Clarksville, TN	Montgomery Co Executive	Director	Director (Legends Bank)	Former County Mayor	0.63%	None	N/A