

Board of Governors of the Federal Reserve System

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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

N.A.

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

I, Dean Keller

Name of the Holding Company Director and Official

President and Director

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

FNB Bancshares, Inc.

Legal Title of Holding Company

PO Box 188

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

Sycamore

OH

44882

City

State

Zip Code

141 S Sycamore Ave

Physical Location (if different from mailing 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 in the report concerning that individual.

Person to whom questions about this report should be directed:

Donna Peterson

AVP

Name

Title

419-927-6392

Area Code / Phone Number / Extension

419-927-6000

Area Code / FAX Number

dpeterson@fnbsycamore.com

E-mail Address

n/a

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

Signature of Holding Company Director and Official

03/18/2015

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.

4226693

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

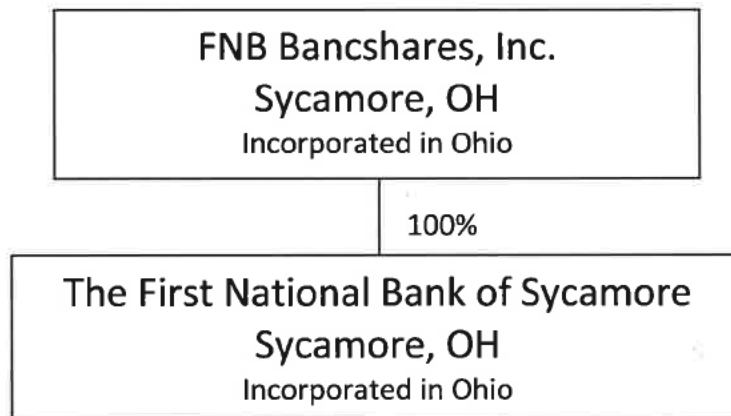
Form FR Y-6

**FNB Bancshares, Inc.
Sycamore, Ohio
Fiscal Year Ending December 31, 2014**

Report Item 1:

The bank holding company prepares an annual report for its securities holders. Two copies are enclosed.

Report Item 2a: Organizational Chart



Report Item 2b: Branch Verification Report - Submitted via email on 3/17/2015

Report Item 3: N/A

Results: A list of branches for your depository institution: FIRST NATIONAL BANK OF SYCAMORE, THE (ID_RSSD: 553926).
 This depository institution is held by FNB BANCSHARES, INC. (4226693) of SYCAMORE, OH.
 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*	Comments
OK		Full Service (Head Office)	553926	FIRST NATIONAL BANK OF SYCAMORE, THE	141 SOUTH SYCAMORE AVENUE	SYCAMORE	OH	44882	WYANDOT	UNITED STATES	4493	0	
OK		Full Service	462028	MCCUTCHEVILLE BRANCH	64 STATE HIGHWAY 53 NORTH	MC CUTCHENVILLE	OH	44844	WYANDOT	UNITED STATES	211927	1	
OK		Full Service	770013	NEW RIEGEL BRANCH	10 E. TIFFIN STREET	NEW RIEGEL	OH	44853	SENECA	UNITED STATES	211525	2	

Form FR Y-6
FNB Bancshares, Inc.
 Fiscal Year Ending December 31, 2014

(1) Name, City, State, Country	(2) Principal Occupation if other than with Bank Holding Co.	(3)(a) Title & Position with Bank Holding Co.	(3)(b) Title & Position with Subsidiaries	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in Bank Holding Co.	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) Names of other companies and percentage of voting securities
David Bacon Upper Sandusky, OH USA	Attorney Roth & Bacon, LLC	Director	Director The First National Bank of Sycamore	Vice President and Secretary - Roth & Bacon, LLC Vice President and Secretary - MN Enterprises, Inc.	1%	1%	Roth & Bacon 50% MN Enterprises, Inc. 50%
Patrick Carey Upper Sandusky, OH USA	Vice President The First National Bank of Sycamore	Treasurer	Vice President The First National Bank of Sycamore	N/A	1%	1%	N/A
Richard Ekleberry II Sycamore, OH USA	Broadband Operations Manager Sycamore Telephone Company	Director	Director The First National Bank of Sycamore	Secretary - Sycamore Telephone Company Secretary - Sycamore Cellular Telephone Company	1%	1%	N/A
Dean Keller Sycamore, OH USA	President The First National Bank of Sycamore	President	President The First National Bank of Sycamore	N/A	1%	1%	N/A
Mark Mack New Riegel, OH USA	President New Riegel Elevator Inc.	Director	Director The First National Bank of Sycamore	President New Riegel Elevator Inc.	1%	1%	New Riegel Elevator Inc. 48%
Brian Montz Tiffin, OH USA	Vice President The First National Bank of Sycamore	Secretary	Vice President The First National Bank of Sycamore	N/A	N/A	N/A	N/A
Dennis Rosier New Riegel, OH USA	President Rosier's, Inc.	Director	Director The First National Bank of Sycamore	President Rosier's, Inc.	1%	1%	Rosier's, Inc. 100% BR Rental, LLC 50%
Charles Zimmer Sycamore, OH USA	Farmer	Director	Director The First National Bank of Sycamore	N/A	1%	1%	N/A