

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.

Blair Hillyer

Name of the Holding Company Director and Official

Chief Executive Officer

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.

BLA. HILLYER PRESIDENT

Signature of Holding Company Director and Official

Date of Signature 3/12/15

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 1417267
C.I. _____

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2014

Month / Day / Year

None

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

Reporter's Name, Street, and Mailing Address

FNB, Inc.

Legal Title of Holding Company

105 Grant Street

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

Dennison

City

OH

State

44621

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

John S Bartles

Name

Chief Financial Officer

Title

740 922-2532

Area Code / Phone Number / Extension

740 922-6376

Area Code / FAX Number

jbartles@fnbdennison.com

E-mail Address

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

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

FNB, Inc.
FR Y-6
December 31, 2014

Report Item 1: The Holding Company is not registered with the SEC and thus the 10-K is not applicable. The Annual Report to Shareholders is enclosed.

Report Item 2a: Organization chart – enclosed

1. FNB, Inc. is a holding company located at 105 Grant Street, Dennison, Ohio, which owns all (100%) of outstanding stock of The First National Bank of Dennison, Ohio also located at 105 Grant Street, Dennison, Ohio, and all (100%) of outstanding stock of TuscValley Financial, Inc. located at 111 Front Avenue, S.E., New Philadelphia, Ohio. All corporations; FNB, Inc., The First National Bank of Dennison, Ohio and TuscValley Financial, Inc. are incorporated in the state of Ohio.

Report Item 2b: Branch listing of The First National Bank of Dennison, Ohio.

1. 105 Grant Street, Dennison, Ohio
2. 824 Boulevard, Dover, Ohio
3. 130 Walnut Street, Gnadenhutten, Ohio
4. 706 South Broadway, New Philadelphia, Ohio
5. 2046 East High Ave., New Philadelphia, Ohio

Report Item 3: Securities holders owning 5% or more of FNB, Inc.'s outstanding stock.

1.
 - a) **Bowerston Shale Company**
Bowerston, Ohio, USA
 - b) U.S.A.
 - c) 38,082 shares; 5.66% of outstanding common stock
 - a) **CEDE & Company**
New York, New York, USA
 - b) U.S.A.
 - c) 175,705 shares; 26.11% of outstanding common stock
 - a) **Lee A. Novak**
Uhrichsville, Ohio, USA
 - b) U.S.A.
 - c) 63,370 shares; 9.42% of outstanding common stock
2. None

Results: A list of branches for your depository institution: FIRST NATIONAL BANK OF DENNISON, OHIO, THE (ID_RSSD: 935719).
This depository institution is held by FNB, INC. (1417267) of DENNISON, 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:

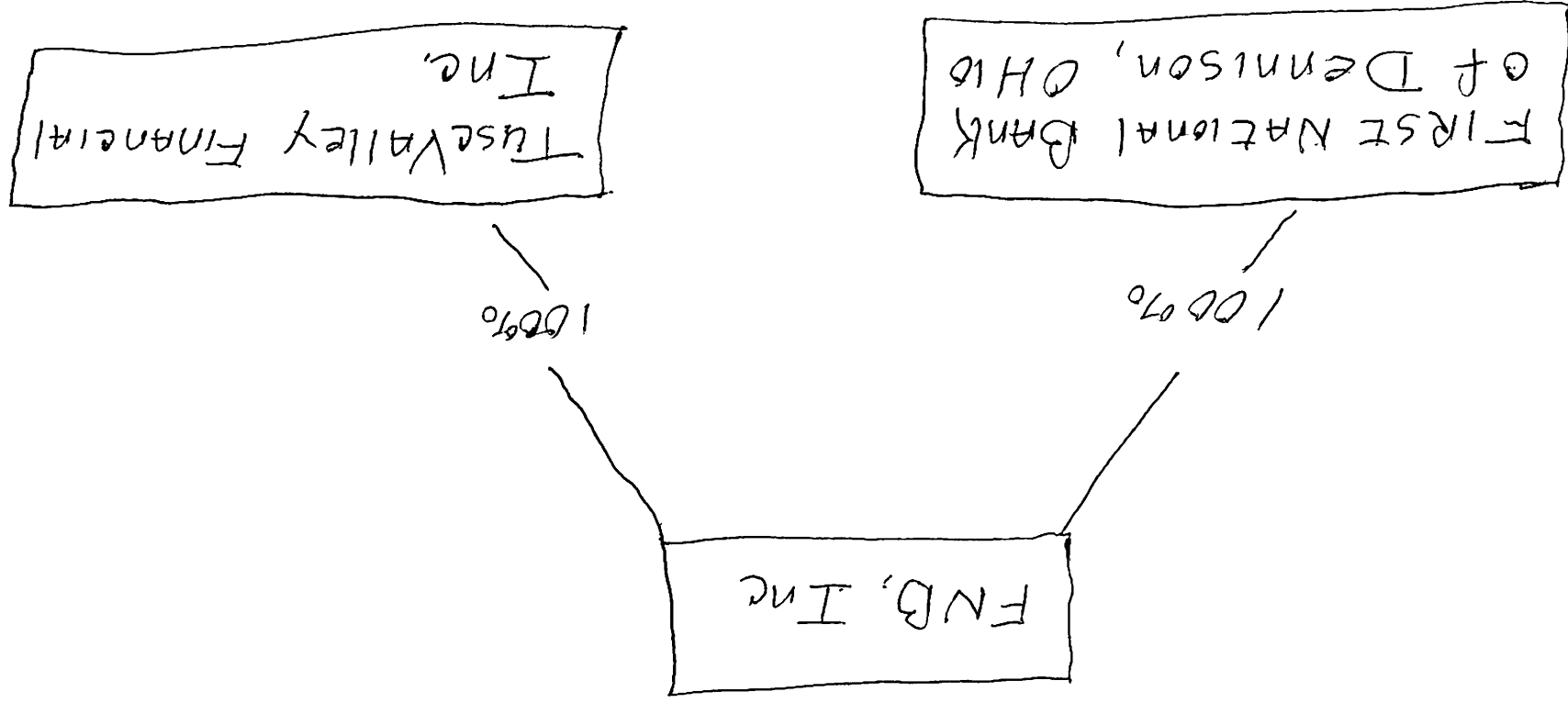
To satisfy the FR Y-10 reporting requirements, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a **Data Action** of Change, Close, Delete, or Add.

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	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC	Office	Comments
		Full Service (Head Office)	935719	FIRST NATIONAL BANK OF DENNISON, OHIO, THE	105 GRANT STREET	DENNISON	OH	44621-124	TUSCARAWAS	UNITED STATES	4401	0	
		Full Service	997913	BOULEVARD BRANCH	824 BOULEVARD	DOVER	OH	44622	TUSCARAWAS	UNITED STATES	211500	1	
		Full Service	231813	GNADENHUTTEN BRANCH	130 N WALNUT STREET	GNADENHUTTEN	OH	44629	TUSCARAWAS	UNITED STATES	303	2	
		Full Service	3127748	SCHOENBRUNN OFFICE	2046 EAST HIGH AVENUE	NEW PHILADELPHIA	OH	44663	TUSCARAWAS	UNITED STATES	363665	4	
		Full Service	2497891	SOUTHSIDE BRANCH	706 SOUTH BROADWAY STREET	NEW PHILADELPHIA	OH	44663	TUSCARAWAS	UNITED STATES	211501	3	

Report Item 2a
Organization Chart



FNB, INC.
Report Item 4
December 31, 2014

Report item 4: Insiders

DIRECTORS AND OFFICERS

- | | |
|---|---|
| 1. Name and address | John S. Bartles

Gnadenhutten, Ohio [REDACTED] |
| 2. Principal occupation, if other than with the bank holding company organization | Chief Financial Officer/
The First National Bank of Dennison |
| 3. Title or position with: | |
| a) FNB, Inc. | Secretary/Treasurer |
| b) The First National Bank of Dennison | Chief Financial Officer |
| c) Title or position with any other business or company in which the person is a director, trustee, partner, or principal officer | None |
| 4. Number of shares and percentage of each class of voting securities owned, controlled, or held with power to vote: | |
| a) FNB, Inc. | 270 (.04%) |
| b) The First National Bank of Dennison | None |
| c) Any other business company, if more than 25 percent of its outstanding voting securities are held | None |

FNB, INC.
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| 1. Name and address | James M. Carrothers

Dennison, Ohio [REDACTED] |
| 2. Principal occupation, if other than with the bank holding company organization | Attorney |
| 3. Title or position with: | |
| a) FNB, Inc. | Director |
| b) The First National Bank of Dennison | Director |
| c) Title or position with any other business or company in which the person is a director, trustee, partner, or principal officer | Partner/
Stephenson, Stephenson & Carrothers
Attorneys At Law |
| 4. Number of shares and percentage of each class of voting securities owned, controlled, or held with power to vote: | |
| a) FNB, Inc. | 3,944 (.59%) |
| b) The First National Bank of Dennison | None |
| c) Any other business company, if more than 25 percent of its outstanding voting securities are held. | Stephenson, Stephenson & Carrothers
Attorneys at Law/ 62.5% Ownership |

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| 1. Name and address | Gregory L. DiDonato

Dennison, Ohio [REDACTED] |
| 2. Principal occupation, if other than with the bank holding company organization | Consultant |
| 3. Title or position with: | |
| a) FNB, Inc. | Director |
| b) The First National Bank of Dennison | Director |
| c) Title or position with any other business or company in which the person is a director, trustee, partner, or principal officer | Owner/Trainmaster Inn |
| 4. Number of shares and percentage of each class of voting securities owned, controlled, or held with power to vote: | |
| a) FNB, Inc. | 3,565 (.53%) |
| b) The First National Bank of Dennison | None |
| c) Any other business company, if more than 25 percent of its outstanding voting securities are held | Trainmaster Inn/ 100% Ownership |

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|---|--|
| 1. Name and address | William E. Ferris

New Philadelphia, Ohio [REDACTED] |
| 2. Principal occupation, if other than with the bank holding company organization | President/
Ferris Chevrolet, Inc. |
| 3. Title or position with: | |
| a) FNB, Inc. | Director |
| b) The First National Bank of Dennison | Director |
| c) Title or position with any other business or company in which the person is a director, trustee, partner, or principal officer | President/ Ferris Chevrolet, Inc
Owner/ BDMM Investments, LTD
Partner/ TDM Properties, LTD
Partner/ TBR Realty
Owner/ Match Investments, LLC
Partner/ TIL Investments, LLC
Partner/ Ferris Realty
Partner/Searl Properties, LLC |
| 4. Number of shares and percentage of each class of voting securities owned, controlled, or held with power to vote: | |
| a) FNB, Inc. | 1,430 (.21%) |
| b) The First National Bank of Dennison | None |
| c) Any other business company, if more than 25 percent of its outstanding voting securities are held | Ferris Ownership, Inc./ 33% Ownership
BDMM Investments, LTD/ 100% Ownership
TDM Properties, LTD/ 50% Ownership
TBR Realty/ 33% Ownership
Match Investments, LLC/ 100% Ownership
TIL Investments, LLC/ 50% Ownership
Ferris Realty/ 30% Ownership
Searl Properties, LLC/ 50% Ownership |

FNB, INC.
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|---|--|
| 1. Name and address | Blair A. Hillyer

Dennison, Ohio [REDACTED] |
| 2. Principal occupation, if other than with the bank holding company organization | President & CEO/
The First National Bank of Dennison |
| 3. Title or position with: | |
| a) FNB, Inc. | President, CEO & Director |
| b) The First National Bank of Dennison | President, CEO & Director |
| c) Title or position with any other business or company in which the person is a director, trustee, partner, or principal officer | Vice President/
Deer Hill, Inc.
Chairman/
Clay City Pipe Company
Managing Member/
BSC Land & Energy LLC |
| 4. Number of shares and percentage of each class of voting securities owned, controlled, or held with power to vote: | |
| a) FNB, Inc. | 9,610 (1.43%) |
| b) The First National Bank of Dennison | None |
| c) Any other business company, if more than 25 percent of its outstanding voting securities are held | Deer Hill, Inc./
25% Ownership |

FNB, INC.
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|--|--|
| 1. Name and address | Brad L. Hillyer

Dennison, Ohio [REDACTED] |
| 2. Principal occupation, if other than with the bank holding company organization | Attorney |
| 3. Title or position with: | |
| a) FNB, Inc. | Director |
| b) The First National Bank of Dennison | Director |
| c) Title or position with any other business or company in which the person is a director, trustee, partner, or principal officer | Attorney & President/
Connolly, Hillyer, Lindsay & Ong, Inc.
President & Director/
Clay City Pipe Company
Owner & Partner/
Connolly, Hillyer & Welch
Owner/
Connolly, Hillyer & Welch Title Services, Inc
Managing Partner/
BSC Land & Energy LLC
President/
Twelve Pack Lake |
| 4. Number of shares and percentage of each class of voting securities owned, controlled, or held with power to vote: | |
| a) FNB, Inc. | 4,868 (.72%) |
| b) The First National Bank of Dennison | None |
| c) Any other business company, if more than 25 percent of its outstanding voting securities are held | Connolly, Hillyer, Lindsey & Ong, Inc./
100% Ownership
Connolly, Hillyer & Welch/ 100% Ownership
Connolly, Hillyer & Welch Title Services, Inc./ 100% Ownership |

FNB, INC.
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|--|---|
| 1. Name and address | Joseph J. Martinelli

Dennison, Ohio [REDACTED] |
| 2. Principal occupation, if other than with the bank holding company organization | Home Builder |
| 3. Title or position with: | |
| a) FNB, Inc. | Director |
| b) The First National Bank of Dennison | Director |
| c) Title or position with any other business or company in which the person is a director, trustee, partner, or principal officer | Owner/
Joseph J. Martinelli Building & Remodeling
Partner/ JJM Enterprises, LTD |
| 4. Number of shares and percentage of each class of voting securities owned, controlled, or held with power to vote: | |
| a) FNB, Inc. | 6,431 (.96%) |
| b) The First National Bank of Dennison | None |
| c) Any other business company, if more than 25 percent of its outstanding voting securities are held | Joseph J. Martinelli Building & Remodeling/
100% Ownership
JJM Enterprises, LTD/33% Ownership |

FNB, INC.
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|--|---|
| 1. Name and address | Thomas P. Miller

New Philadelphia, Ohio [REDACTED] |
| 2. Principal occupation, if other than with the bank holding company organization | Local Businessman |
| 3. Title or position with: | |
| a) FNB, Inc. | Director |
| b) The First National Bank of Dennison | Director |
| c) Title or position with any other business or company in which the person is a director, trustee, partner, or principal officer | Owner/
Dover News Agency |
| 4. Number of shares and percentage of each class of voting securities owned, controlled, or held with power to vote: | |
| a) FNB, Inc. | 9,000 (1.34%) |
| b) The First National Bank of Dennison | None |
| c) Any other business company, if more than 25 percent of its outstanding voting securities are held | Dover News Agency/
100% Ownership |

FNB, INC.
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- | | |
|--|---|
| 1. Name and address | Lawrence J. Mosher

New Philadelphia, Ohio [REDACTED] |
| 2. Principal occupation, if other than with the bank holding company organization | Retired Bank Executive Officer |
| 3. Title or position with: | |
| a) FNB, Inc. | Director |
| b) The First National Bank of Dennison | Director |
| c) Title or position with any other business or company in which the person is a director, trustee, partner, or principal officer | None |
| 4. Number of shares and percentage of each class of voting securities owned, controlled, or held with power to vote: | |
| a) FNB, Inc. | 4,200 (.62%) |
| b) The First National Bank of Dennison | None |
| c) Any other business company, if more than 25 percent of its outstanding voting securities are held | None |

FNB, INC.
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- | | |
|--|---|
| 1. Name and address | Lee A. Novak

Uhrichsville, Ohio [REDACTED] |
| 2. Principal occupation, if other than with the bank holding company organization | Local Businessman |
| 3. Title or position with: | |
| a) FNB, Inc. | Director |
| b) The First National Bank of Dennison | Director |
| c) Title or position with any other business or company in which the person is a director, trustee, partner, or principal officer | None |
| 4. Number of shares and percentage of each class of voting securities owned, controlled, or held with power to vote: | |
| a) FNB, Inc. | 63,370 (9.42%) |
| b) The First National Bank of Dennison | None |
| c) Any other business company, if more than 25 percent of its outstanding voting securities are held | None |

**FNB, INC.
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|---|---|
| 1. Name and address | Keith A. Willoughby

Dennison, Ohio [REDACTED] |
| 2. Principal occupation, if other than with the bank holding company organization | President, Willoughby & Co., Inc. |
| 3. Title or position with: | |
| a) FNB, Inc. | Director |
| b) The First National Bank of Dennison | Director |
| c) Title or position with any other business or company in which the person is a director, trustee, partner, or principal officer | President/ Willoughby & Co., Inc.
Member/ K & K Enterprises of Tuscarawas County LLC |
| 4. Number of shares and percentage of each class of voting securities owned, controlled, or held with power to vote: | |
| a) FNB, Inc. | 75 (.01%) |
| b) The First National Bank of Dennison | None |
| c) Any other business company, if more than 25 percent of its outstanding voting securities are held | Willoughby & Co., Inc./ 100% Ownership
K & K Enterprises of Tuscarawas County LLC/ 50% Ownership |

FNB, Inc.
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December 31, 2014

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|---|--|
| 1. Name and address | Jay R. Tolloti

New Philadelphia, Ohio [REDACTED] |
| 2. Principal occupation, if other than with the bank holding company organization | Dentist |
| 3. Title or position with: | |
| a) FNB, Inc. | Director |
| b) The First National Bank of Dennison | Director |
| c) Title or position with any other business or company in which the person is a director, trustee, partner, or principal officer | President/
Dr. T's, Inc.
President/
Tolloti Dentistry, Inc. |
| 4. Number of shares and percentage of each class of voting securities owned, controlled, or held with power to vote: | |
| a) FNB, Inc. | 500 (.07%) |
| b) The First National Bank of Dennison | None |
| c) Any other business company, if more than 25 percent of its outstanding voting securities are held. | Dr. T's, Inc./
100% Ownership
Tolloti Dentistry, Inc./
100% Ownership |

FNB, Inc.
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- | | |
|--|--|
| 1. Name and address | Douglas L. Peterman

Dover, Ohio [REDACTED] |
| 2. Principal occupation, if other than with the bank holding company organization | President/
Peterman Plumbing & Heating, Inc. |
| 3. Title or position with: | |
| a) FNB, Inc. | Director |
| b) The First National Bank of Dennison | Director |
| c) Title or position with any other business or company in which the person is a director, trustee, partner, or principal officer | President/
Peterman Plumbing & Heating, Inc. |
| 4. Number of shares and percentage of each class of voting securities owned, controlled, or held with power to vote: | |
| a) FNB, Inc. | 40 (.01%) |
| b) The First National Bank of Dennison | None |
| c) Any other business company, if more than 25 percent of its outstanding voting securities are held | Peterman Plumbing & Heating, Inc./
100% Ownership |